

**COMMERCIAL FINDINGS RESOLUTION
THE PLAINS, LLC PROJECT**

A regular meeting of the County of Otsego Industrial Development Agency (the "Agency") was convened in public session at 242 Main Street in the City of Oneonta, Otsego County, New York on Thursday, December 6, 2007, at 7:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Joseph A. Bernier	Chairman
Jeffrey C. Lord	Treasurer
Sharon A. Oberriter	Secretary
Hugh I. Henderson	Member
Gregory Relic	Member
Walter Buist	Member
Jim Salisbury	Member

ABSENT:

Len Marsh	Vice Chairman
Richard Hanna	Member

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Alfred Quick	Economic Development Specialist
A. Joseph Scott, III, Esq.	Bond Counsel

The following resolution was offered by Joseph A. Bernier, seconded by Sharon A. Oberriter, to wit:

Resolution No. _____

RESOLUTION (A) DETERMINING THAT THE PROPOSED PLAINS, LLC PROJECT IS A COMMERCIAL PROJECT, AND (B) MAKING CERTAIN FINDINGS REQUIRED UNDER THE GENERAL MUNICIPAL LAW.

WHEREAS, the Agency is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 252 of the 1973 Laws of New York, as amended, constituting Section 910-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial, industrial and civic facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in August, 2007, The Plains, LLC, a New York limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an approximately 30 acre parcel of land located at 4389 State Highway 7 in the Town of Oneonta, Otsego County, New York (the “Land”), (2) the construction on the Land of an approximately 120,000 square foot interconnected building consisting of the following components: (a) a 3 story, 68 unit, independent living facility, (b) a 2 story, 28 unit, enriched living program facility, and (c) a single story, 15 unit, memory care living facility (collectively, the “Facility”), and (3) the acquisition and installation therein and thereon of machinery and equipment (the “Equipment”) (the Land, the Facility and Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute an active adult community; (B) the granting of certain other “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing, including potential exemptions from certain sales taxes, mortgage recording taxes, deed transfer taxes, and real property taxes (collectively the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company and/or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “DEC Regulations”, and collectively with the “SEQR Act”, “SEQRA”), the Agency (or any other “involved agency”) (as such quoted phrase is defined in SEQRA), the Agency has not yet made a preliminary determination as to the potential environmental significance of the Project and therefore has not yet determined whether an environmental impact statement is required to be prepared with respect to the Project; and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following (collectively, the “Project Qualification Documents”): (A) the Agency Application; and (B) a project qualification study prepared by American Property Counselors dated November 1, 2007 (the “Qualification Study”);

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY, AS FOLLOWS:

Section 1. Based upon an examination of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

A. That the Qualification Study indicates that there are very few facilities that offer the quality and services of the Project, and the facilities that are able to offer similar quality and services are at maximum capacity or very close to maximum capacity.

B. That the Qualification Study indicates that there has been significant growth in the senior population in Otsego County, creating a significant demand for senior housing.

C. That although the Project does constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one-third of the total project cost, the predominant purpose of the Project is to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of Otsego County because of a lack of reasonably accessible facilities offering such goods or services.

D. That the Qualification Study suggests that the Project will create approximately 96 jobs, consisting of employment for health care professionals, administrative staff, food providers, transportation providers, and maintenance employees.

E. That there is a significant amount of “commercial-type” activity and services taking place at the Project Facility in the form of preparation of meals, medical treatment, nursing services, housekeeping, building maintenance, transportation and entertainment.

Section 2. Based upon the foregoing review of the Project Qualification Documents and based further upon the Agency’s knowledge of the area surrounding the Project Facility and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following determinations with respect to the Project:

A. That (1) the Project Facility will provide services not otherwise available to the residents of Otsego County, (2) the completion of the Project Facility will have an impact upon the creation, retention and expansion of employment opportunities in Otsego County, and (3) the completion of the Project will assist in promoting employment opportunities and assist in preventing economic deterioration in Otsego County and in the State of New York.

B. That the Project constitutes a “commercial” project, within the meaning of the Act.

C. That the Project will serve the public purposes of the Act by preserving permanent, private sector jobs or by increasing the overall number of permanent, private sector jobs in the State of New York.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Joseph A. Bernier	VOTING	Yes
Len Marsh	VOTING	<u>Absent</u>
Jeffrey C. Lord	VOTING	<u>Yes</u>
Sharon Oberriter	VOTING	<u>Yes</u>
Richard Hanna	VOTING	<u>Absent</u>
Hugh I. Henderson	VOTING	<u>Yes</u>
Gregory Relic	VOTING	<u>Yes</u>
Walter Buist	VOTING	<u>Yes</u>
Jim Salisbury	VOTING	<u>Yes</u>

The foregoing Resolution was thereupon declared duly adopted.


STATE OF NEW YORK)
) SS.:
COUNTY OF OTSEGO)

I, the undersigned (~~Assistant~~) Secretary of County of Otsego Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on December 6, 2007, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 6th day of December, 2007.



(~~Assistant~~) Secretary

(SEAL)