

**PROJECT TERMINATION RESOLUTION**  
(Kent Grove Realty Corp.)

A regular meeting of St. Lawrence County Industrial Development Agency (the “Agency”) was convened on February 24, 2011, at 8:30 AM, local time, at Best Western University Inn, 90 East Main Street, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn	X	
Hall, Mark	X	
LaBaff, Ernest		X
McMahon, Andrew	X	
Peck, Donald		X
Staples, Brian	X	
Weekes, Jr., R. Joseph	x	

The following persons were ALSO PRESENT: IDA Staff: Raymond Fountain, Patrick Kelly, Kimberly Gilbert, Richard Williams, Lori Sibley, Brian Norton, Natalie Sweatland; Justin Miller, Esq., Harris Beach, PLLC; Edmund J. Russell, III, Esq., Agency Counsel.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a termination of the project previously undertaken for the benefit of Kent Grove Realty Corp.

On motion duly made by Mr. Weekes and seconded by Mr. Blevins, the following resolution was placed before the members of the St. Lawrence County Industrial Development Agency:

Member	Aye	Nay	Abstain	Absent
Blevins, Lynn	X			
Hall, Mark	X			
LaBaff, Ernest				x
McMahon, Andrew	X			
Peck, Donald				X
Staples, Brian	X			
Weekes, Jr., R. Joseph	X			

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
Resolution No. 11-02-10

**AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS  
WITH RESPECT TO THE KENT GROVE REALTY CORP. PROJECT**

WHEREAS, the St. Lawrence County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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 358 of the 1971 Laws of New York, as amended, constituting Section 914 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 industrial, manufacturing, warehousing, commercial, research, recreation 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, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on March 19, 1998, the Agency undertook a project (the "Project") on behalf of Kent Grove Realty Corp. (the "Company") consisting of: (1)(A) the acquisition of certain land located at 89 Grove Street in Massena, St. Lawrence County, New York (the "Land"), including the 60,000 square foot nursing home thereon (the "Existing Facility"), (B) the construction on the Land of approximately 50,000 square foot additions to the Existing Facility to provide additional patient rooms, lounges, activity rooms, centralized nursing stations and other support spaces for patients and a mechanical electrical room and expanded refrigerated storage space (the "Facility"), (C) the renovation of the Existing Facility, including replacement of windows, improvement of building systems and patient rooms and refurbishment of roofs and building exteriors, and (D) the acquisition and installation in the Existing Facility and the Facility of certain equipment (the "Equipment" and, together with the Land, the Existing Facility and the Facility, the "Project Facility"), (2) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Applicant and agreed upon by the Agency, and (3) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the New York General Municipal Law) with respect to the foregoing, including exemption from sales and use taxes, deed transfer taxes, mortgage recording taxes and real property taxes consistent with the Agency's uniform tax exemption policy (collectively, the "Financial Assistance"); and

WHEREAS, pursuant to a deed dated as of April 1, 1999 (the "Deed to Agency") from the Company to the Agency, the Company transferred title to the Land and the Existing Facility to the Agency for the purpose of the Agency undertaking and completing the Project; and

WHEREAS, the Agency is leasing the Facility to the Company pursuant to a lease agreement dated as of April 1, 1999 (the "Lease Agreement"); and

WHEREAS, in accordance with the terms of the Lease Agreement, the leasehold estate created by the Lease Agreement has terminated and the Agency is required by the terms of the Lease Agreement to convey title to the Project Facility to the Company;

NOW, THEREFORE, BE IT RESOLVED by the members of the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency hereby determines to convey title to the Project Facility to the Company pursuant to a deed, bill of sale, termination of lease agreement and termination of memorandum of lease agreement (collectively, the "Agency Documents") all in accordance with the Lease Agreement and to do all acts and things necessary or appropriate for the accomplishment thereof.

Section 2. The Chairman, Vice Chairman, Chief Executive Officer and/or Deputy Chief Executive Officer of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the forms thereof presented to this meeting, with such changes, variations, omissions and insertions thereto as the Chairman, Vice Chairman, Chief Executive Officer and/or Deputy Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer and/or Deputy Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 4. This resolution shall take effect immediately.

STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF ST. LAWRENCE)

I, LYNN BLEVINS, Secretary of the St. Lawrence County 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 February 24, 2011, 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 insofar 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 respects 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 public notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout 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 24th day of February, 2011.

\_\_\_\_\_  
(Mr.) Lynn Blevins, Secretary

(SEAL)