

**AMENDMENTS RESOLUTION
KINGSTON REGIONAL SENIOR LIVING CORP. - WOODLAND POND AT NEW PALTZ -
LETTER OF CREDIT SECURED PROJECT**

A regular meeting of Ulster County Industrial Development Agency (the "Agency") was convened in public session at the Karen Binder Library, 6th Floor, 24 Fair Street, Kingston, New York on August 13, 2014 at 8:00 a.m., local time.

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

PRESENT:

Michael Horodyski	Chairman
John Morrow	Secretary
Robert Kinnin	Assistant Chairman/Assistant Secretary
James Malcolm	Assistant Chairman/Assistant Secretary
Floyd Lattin	Member
John Livermore	Member
Mary Sheeley	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Suzanne Holt	Director, Office of Economic Development
Linda Clark	Office of Economic Development
Karl Schlegel	Office of Economic Development
A. Joseph Scott, III, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0814-

RESOLUTION AUTHORIZING VARIOUS AMENDMENTS TO THE INDENTURE AND RELATED DOCUMENTS IN CONNECTION WITH THE REFINANCING OF CERTAIN TAX-EXEMPT BONDS ISSUED BY ULSTER COUNTY INDUSTRIAL DEVELOPMENT AGENCY IN CONNECTION WITH THE WOODLAND POND PROJECT.

WHEREAS, in July, 2014, Health Alliance Senior Living Corp. d/b/a Woodland Pond at New Paltz, a New York not-for-profit corporation (the "Company"), submitted an application (the "Application") to the Ulster County Capital Resource Corporation (the "Issuer"), a copy of which Application is on file at the office of the Issuer, which Application requested that the Issuer consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) the refinancing, in whole, of the following outstanding revenue bonds issued by the Ulster

County Industrial Development Agency: (1) the Civic Facility Revenue Bonds (Kingston Regional Senior Living Corp. - Woodland Pond at New Paltz Project), Series 2007B-1 Extendable Rate Adjustable Securities (EXTRAS) in the original aggregate principal amount of \$3,000,000 (the "Series 2007B-1 Bonds"), (2) the Civic Facility Revenue Bonds (Kingston Regional Senior Living Corp. - Woodland Pond at New Paltz Project), Series 2007B-2 Extendable Rate Adjustable Securities (EXTRAS) in the original aggregate principal amount of \$4,000,000 (the "Series 2007B-2 Bonds", and collectively with the Series 2007B-1 Bonds, the "Series 2007B Bonds") and (3) the Tax-Exempt Variable Rate Demand Civic Facility Revenue Bonds (Kingston Regional Senior Living Corp. - Woodland Pond at New Paltz - Letter of Credit Secured Project), Series 2007C in the original aggregate principal amount of \$44,700,000 (the "Series 2007C Bonds", and collectively with the Series 2007B Bonds hereinafter collectively referred to as the "Series 2007 Prior Bonds"), the proceeds of which Series 2007 Prior Bonds provided financing for a project (the "Initial Project") described as follows: (a)(i) the acquisition of an interest in certain real estate containing approximately 83 acres located to the west of North Putt Corners Road between Shivertown Road and Erman Lane in the Village of New Paltz, Ulster County, New York (the "Initial Land"); (ii) the construction on the Initial Land of one approximately 354,000 square foot building and twelve separate cottages each containing approximately 3,500 square feet of space (collectively, the "Initial Facility"); and (iii) the acquisition and installation thereon and therein of certain machinery and equipment located therein and thereon (the "Initial Equipment") (the Initial Land, the Initial Facility and the Initial Equipment hereinafter collectively referred to as the "Initial Project Facility"), all of the foregoing to constitute a continuing care retirement community under Article 46 of the New York Public Health Law to be owned by and operated by the Company; (b) the financing of all or a portion of the costs of the foregoing by the issuance of a series or multiple series of taxable and/or tax exempt revenue bonds; (c) the payment of a portion of the costs incidental to the issuance of the revenue bonds, including issuance costs of the revenue bonds, the funding of a debt service reserve fund, the cost of obtaining credit enhancement and the paying of capitalized interest on the revenue bonds; (d) 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; and (e) the sale of the Initial Project Facility to the Company; (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt/taxable revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, in an amount presently estimated to be approximately \$15,000,000 and in any event not to exceed \$17,500,000 (the "Obligations"); (C) paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations and (D) the making of a loan (the "Loan") of the proceeds of the Obligations to the Company or such other person as may be designated by the Company and agreed upon by the Issuer; and

WHEREAS, in connection with the undertaking of the Project, the Company has requested the Agency to approve certain amendments to the documents entered into by the Agency providing for the issuance of the Series 2007 Bonds (the "Series 2007 Bonds Documents"); and

WHEREAS, the Agency is willing to consent to the amendments (the "Amendments") and to execute and deliver any documents deemed necessary or desirable in connection with the Amendments (collectively, the "Amendment Documents"), subject to the terms of this Resolution; 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, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), it appears that the Amendments constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Amendments, the Agency hereby makes the following findings and determinations:

(A) The Amendments constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(23), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Amendments.

(B) Based on representations made by the Company to the Agency, (1) no new money will be advanced through the Agency complying with the Amendments and entering into the Amendment Documents, and (2) no other changes are proposed for the Financing Documents (as defined in the Series 2007 Indenture).

(C) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act.

(D) The approval of the Amendments and the Amendment Documents will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of the Ulster County, New York and the State of New York and improve their standard of living.

(E) Any “financial assistance” (within the meaning of Section 854(14) of the Act) to be granted by the Agency in connection with the Amendments will be in an amount less than \$100,000, accordingly, there is no requirement for the Agency to hold a public hearing with respect to the Amendments under Section 859-a of the Act.

(F) It is desirable and in the public interest for the Agency to comply with the Company’s request regarding the Amendments and the execution and delivery of the Amendment Documents, subject to Section 2 below.

Section 2. The Agency hereby consents to the Amendments and the execution and delivery of the Amendment Documents; provided, however, that such consent is contingent upon (A) the consent of the owners of the Series 2007 Bonds or the deemed sole owner of the Series 2007 Bonds, if required under the Series 2007 Indenture, (B) approval by Bond Counsel of the form of the Amendment Documents, (C) compliance with the terms and conditions contained in the Financing Documents, (D) compliance with applicable state and federal law, (E) evidence that the Company is current under the Payment in Lieu of Tax Agreement relating to the Project, (F) the payment by the Company of all fees and expenses of the Agency in connection with the delivery of such consent, including the administrative fee of the Agency and the fees of Bond Counsel, and (G) the additional conditions:

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Amendment 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 form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman

(or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. 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 Amendment 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 Amendment Documents binding upon the Agency.

Section 5. 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:

Michael Horodyski	VOTING	_____
John Morrow	VOTING	_____
Robert Kinnin	VOTING	_____
James Malcolm	VOTING	_____
Floyd Lattin	VOTING	_____
John Livermore	VOTING	_____
Mary Sheeley	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Ulster County Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 13, 2014 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained 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 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 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 13th day of August, 2014.

(Assistant) Secretary

(SEAL)