

SUPPLEMENTAL AUTHORIZING RESOLUTION
(Violet Estates Owner LLC/Violet Estates LLC 2020 Project)

At a special meeting of the Dutchess County Industrial Development Agency (the “**Agency**”) convened in public session at 8:00 a.m., local time at Three Neptune Road, Poughkeepsie, New York on the 8th day of April, 2022, the following members of the Agency were:

PRESENT: Timothy Dean, Chairman
Mark Doyle, Vice Chairman
Kathleen M. Bauer, Secretary/ Treasurer
Alfred D. Torreggiani
Donald R. Sagliano
Ronald J. Piccone, II
Amy L. Bombardieri

ABSENT: Timothy Dean, Chairman

ALSO PRESENT: Sarah Lee, Executive Director
Jane Denbaum, Chief Financial Officer
Donald Cappillino, Counsel
Elizabeth A. Cappillino, Counsel

After the meeting had been duly called to order, the (Vice) Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the amendment of documents related to a certain industrial development facility (Violet Estates Owner LLC/Violet Estates LLC 2020 Project) as more particularly described below:

RESOLUTION OF THE DUTCHESS COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE AMENDMENT OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR VIOLET ESTATES OWNER LLC AND VIOLET ESTATES LLC AND APPROVING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS IN CONNECTION THEREWITH

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 335 of the Laws of 1977 of the State of New York (collectively, the “**Act**”), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, the Agency previously provided certain “financial assistance” (within the meaning of the Act) with respect to the Project (hereinafter defined), including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “**Financial Assistance**”) for the following project consisting of:

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(a) the acquisition of an approximately 7.194-acre parcel of land located at 35 Violet Avenue, Town of Poughkeepsie, County of Dutchess, State of New York, bearing Tax Map Grid No. 134689-6162-10-427650 (the “**Land**”), the demolition of existing structures on the Land, and the construction of (i) two (2) three-story, 14,400 square-foot mixed-use buildings each with seven (7) residential units and approximately 4,000 square feet of commercial space; (ii) one (1) three-story, 12,960 square-foot building with nine (9) residential units; (iii) one (1) three-story, 19,365 square-foot building with eleven (11) residential units and an approximately 1,443 square foot senior center; (iv) one (1) three-story, 25,380 square-foot building with twenty-three (23) residential units; and (v) one (1) three-story, 28,890 square-foot building with twenty-seven (27) residential units (the “**Improvements**”), and the acquisition and equipping of certain equipment not part of the Equipment (as such term is defined herein) (the “**Facility Equipment**”; and together with the Land and the Improvements, the “**Company Facility**”), which Company Facility is to be leased and subleased by the Agency to Violet Estates Owner LLC, a Delaware limited liability company (the “**Company**”), and further subleased by the Company to Violet Estates LLC, a Delaware limited liability company (the “**Sublessee**”); and

(b) the acquisition and installation of certain equipment and personal property (the “**Equipment**”; and together with the Company Facility, the “**Facility**”), which Equipment is to be leased by the Agency to the Sublessee, and which Facility is to be used by the Sublessee as a senior housing community and mixed-use commercial facility (the “**Project**”); and

WHEREAS, the Project was approved by the Agency by resolution duly adopted on December 9, 2020 (the “**Authorizing Resolution**”); and

WHEREAS, the Land and the Improvements were leased by the Company to the Agency pursuant to the terms of the Company Lease Agreement, dated as of March 1, 2021 (the “**Company Lease Agreement**”), by and between the Company, as lessor, and the Agency, as lessee; and

WHEREAS, the Company agreed to transfer to the Agency title to the Facility Equipment pursuant to a Bill of Sale, dated March 5, 2021 (the “**Bill of Sale**”); and

WHEREAS, the Agency subleased and leased the Company Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of March 1, 2021 (the “**Lease Agreement**”), by and between the Agency, as sublessor and lessor, and the Company, as sublessee and lessee; and

WHEREAS, the Sublessee agreed to transfer to the Agency title to the Equipment pursuant to an Equipment Bill of Sale, dated March 5, 2021 (the “**Equipment Bill of Sale**”); and

WHEREAS, the Agency leased the Equipment to the Sublessee pursuant to a certain Equipment Lease Agreement, dated as of March 1, 2021 (the “**Equipment Lease Agreement**”), by and between the Agency, as lessor, and the Sublessee, as lessee; and

WHEREAS, the Sublessee and the Agency entered into an Agency Compliance Agreement, dated as of March 1, 2021 whereby the Sublessee provided certain assurances to the

Agency with respect to the Facility (the “**Agency Compliance Agreement**” and together with the Equipment Bill of Sale and the Equipment Lease Agreement, the “**Sublessee Documents**”); and

WHEREAS, the Company has notified the Agency that the Company will be terminating its Sublease Agreement (the “**Sublease Agreement**”) with the Sublessee and that the Company will act as the operator of the Project for the remainder of the Lease Term (as defined in the Lease Agreement); and

WHEREAS, the Sublessee has not made any purchases of Equipment for the Facility and has not used any of the \$8,125 Maximum Sublessee Sales Tax Savings amount that it was entitled to under the Equipment Lease Agreement; and

WHEREAS, the Company has now submitted a request to the Agency (the “**Request**”) asking that the Agency: 1) agree to the termination of the Sublessee Documents; 2) authorize the amendment of the Lease Agreement to reflect the Company’s operation of the Facility; and 3) authorize the assignment of the Sublessee’s unused sales tax benefits to the Company and the amendment of the Lease Agreement to reflect the increase in the Maximum Company Sales Tax Savings Amount by \$8,125; and

WHEREAS, the Company and the Agency intend to amend the Lease Agreement, pursuant to the terms of an Amendment of Lease and Project Agreement (the “**Amendment to Lease Agreement**”) to (i) amend the project description to reflect the Company’s operation of the Company and the termination of the Sublease Agreement with the Sublessee; and (ii) amend the Maximum Company Sales Tax Savings Amount granted thereunder to increase such amount by \$8,125, representing the Sublessee’s unused Maximum Sublessee Sales Tax Savings Amount; and

NOW, THEREFORE, BE IT RESOLVED, by the Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency reaffirms and readopts the findings and determinations in its Authorizing Resolution with regard to the Project.

Section 2. The Agency further hereby finds and determines:

(a) 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; and

(b) Because the Request will not result in the Agency providing more than \$100,000 of “financial assistance” (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Request; and

(c) It is desirable and in the public interest for the Agency to approve the Request and authorize the Amendment to Lease Agreement; and

(d) The Amendment to Lease Agreement will be an effective instrument whereby the Agency and the Company agree to amend the Lease Agreement to (i) amend the

project description to reflect the Company's operation of the Company and the termination of the Sublease Agreement with the Sublessee; and (ii) amend the Maximum Company Sales Tax Savings Amount granted thereunder to increase such amount by \$8,125, representing the Sublessee's unused Maximum Sublessee Sales Tax Savings Amount; and

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) execute and deliver the Amendment to Lease Agreement, in such forms and containing such terms, conditions and provisions as the person executing the same on behalf of the Agency shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof, and (ii) execute, deliver and perform such other related documents to which the Agency is a party, as may be necessary or appropriate.

Section 4. The Chairman, Vice Chairman, any member of the Agency or the Executive Director are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment to Lease Agreement in such form as the Chairman, Vice Chairman, any member of the Agency or the Executive Director shall approve, and such other related documents as may be, in the judgment of the Executive Director and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution. The execution thereof by the Chairman, Vice Chairman, any member of the Agency or the Executive Director of the Agency shall constitute conclusive evidence of such approval.

Section 5. This resolution shall take effect immediately.

This resolution was duly moved by Alfred D. Torreggiani, seconded by Amy L. Bombardieri, discussed and adopted with the following members voting:

Timothy Dean, Chairman	being	ABSENT
Mark Doyle, Vice Chairman	VOTING	"Aye"
Kathleen M. Bauer, Secretary/Treasurer	VOTING	"Aye"
Alfred D. Torreggiani	VOTING	"Aye"
Donald R. Sagliano	VOTING	"Aye"
Ronald J. Piccone, II	VOTING	"Aye"
Amy L. Bombardieri	VOTING	"Aye"

Adopted: April 8, 2022

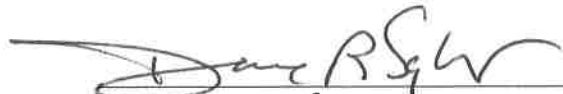
STATE OF NEW YORK)
) ss.:
COUNTY OF DUTCHESS)

I, the undersigned Assistant Secretary of the Dutchess County Industrial Development Agency, **DO HEREBY CERTIFY:**

That I have compared the annexed extract of minutes of the meeting of the Dutchess County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on April 8, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of and original insofar as the same related to the subject matters herein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and that public notice of the time and place of said meeting was only given in accordance with such Article 7.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 8th day of April, 2022.



Name: Donald R. Sagliano
Title: Assistant Secretary

[SEAL]

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