

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF TAX-EXEMPT CIVIC FACILITY REVENUE BONDS IN AN AMOUNT SUFFICIENT TO FINANCE CERTAIN COSTS OF THE EASTERN STAR HALL & HOME PROJECT, APPOINTING THE TRUSTEES OF EASTERN STAR HALL & HOME OF THE STATE OF NEW YORK AGENT OF THE ISSUER FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, RENOVATING AND EQUIPPING THE PROJECT FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT, MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT FACILITY AND REQUESTING ONEIDA COUNTY TO APPROVE THE ISSUANCE OF THE BONDS.

WHEREAS, the Trustees of Eastern Star Hall & Home of the State of New York, a New York not-for-profit corporation (the "Institution"), has applied to the Oneida County Industrial Development Agency (the "Issuer") to issue its Tax-Exempt Civic Facility Revenue Bonds (the "Bonds") in an amount sufficient to finance certain costs of a project (the "Project") consisting of (A)(1) the acquisition by the Issuer of an interest in the Institution's skilled nursing facility located at 8290 State Route 69 in the Village of Oriskany, Oneida County, New York (the "Existing Facility"), (2) the renovation and improvement of the Existing Facility and the construction of an addition to the Existing Facility (collectively with the Existing Facility, the "Facility"); and (3) the acquisition and installation in the Facility of certain furniture, machinery and equipment (the "Equipment") (the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the refinancing of certain outstanding indebtedness of the Institution (the "Prior Loan"), the proceeds of which were used to finance renovations and additions to the Existing Facility; (C) the financing of all or a portion of the cost of the foregoing by issuance of revenue bonds of the Issuer in one or more series in an aggregate amount not to exceed \$5,000,000; and (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 sales taxes, mortgage recording taxes, real estate transfer taxes (collectively, with the Bonds, the "Financial Assistance"); and

WHEREAS, the Issuer's interest in the Project Facility will be leased (with the obligation to purchase) or sold to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer, pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 372 of the Laws of 1970 of the State of New York, as the same may be amended from time to time (collectively, the "Act"); and

WHEREAS, the Act authorizes and empowers the Issuer to issue its bonds to promote, develop, encourage and assist projects such as the Project and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, in addition to the issuance of the Bonds, the Issuer contemplates that it will provide financial assistance to the Institution in connection with the Project, in the form of exemptions from mortgage recording taxes, to be more particularly described in a subsequent resolution to be adopted by the Issuer prior to the issuance of the Bonds; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), interest on the Bonds will not be excluded from gross income for federal income tax purposes unless the issuance of the Bonds is approved by the "applicable elected representative" of Oneida County (the "County"), after a public hearing has been held regarding the Project Facility and the issuance of the Bonds; and

WHEREAS, prior to the issuance of the Bonds and the granting of any tax benefits, public notice of the hearing will be given as required by law, a copy of which (together with proof of publication) will be annexed hereto as Exhibit A, and such notice will comply with all requirements of the Code; and

WHEREAS, a public hearing will be held to hear all persons interested in the issuance of the Bonds, the granting of any tax benefits and the location and nature of the Project Facility, and any other financial assistance contemplated, the minutes of which will be annexed as Exhibit B; and

WHEREAS, the Institution reasonably expects that it will pay or incur certain capital expenditures in connection with the Project prior to the issuance of the Bonds for the Project; and

WHEREAS, the Institution will use funds from sources other than Bond proceeds which are or will be available on a short-term basis to pay for preliminary expenditures and the acquisition, construction, renovation and equipping of the Project Facility; and

WHEREAS, the Institution reasonably expects that it will reimburse itself for the use of such funds with proceeds of indebtedness to be issued by the Issuer to finance the costs of the Project.

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. The Financial Assistance and other assistance to be provided by the Issuer to the Institution as described in this inducement resolution is contingent upon the Issuer completing its environmental review of the Project as required by the State Environmental Quality Review Act (Article 8 of the Environmental Conservation Law) ("SEQRA").

Section 2. (a) The acquisition, construction, renovation and equipping of the Project Facility, the refinancing of the Prior Loan and the financing thereof by the Issuer, through the issuance of the Bonds pursuant to the Act, and the provision of other financial assistance in connection therewith pursuant to the Act, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of Oneida County and the people of the State of New York and

improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved;

(b) It is desirable and in the public interest for the Issuer to issue the Bonds for the purpose of financing the costs of the acquisition, construction, renovation and equipping of the Project Facility and the refinancing of the Prior Loan, together with necessary incidental expenses in connection therewith, as reflected in the Institution's application to the Issuer, as amended from time to time prior to the issuance of the Bonds. The currently estimated aggregate principal amount of the Bonds to be issued is not to exceed \$5,000,000.

Section 3.

The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Issuer and the Institution setting forth the undertakings of the Issuer and the Institution with respect to the issuance of the Bonds, the acquisition, construction, renovation and equipping of the Project Facility and the refinancing of the Prior Loan (the "Agreement") are hereby approved. The Chairman of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 4.

Subject to satisfaction of the conditions set forth in Section 1 hereof, Section 4.02 of the Agreement and the approval of the issuance of the Bonds by Oneida County, and subject to the compliance with any other applicable provisions of the Code, the Issuer shall (i) issue the Bonds in an amount and with maturities, an interest rate, redemption terms and other terms and provisions to be determined by a further resolution of the Issuer, (ii) acquire, construct, renovate and equip the Project Facility, (iii) refinance the Prior Loan, (iv) lease (with an obligation to purchase) or sell the Issuer's interest in the Project Facility to the Institution pursuant to an agreement by and between the Issuer and the Institution whereby the Institution will be obligated, among other things, to make payments to or for the account of the Issuer in amounts and at times so that such payments will be adequate to pay the principal of, premium, if any, and interest on the Bonds, and (iv) secure the Bonds in such manner as the Issuer, the Institution and the purchaser(s) of the Bonds mutually deem appropriate. If the proceeds of the sale of the Bonds are insufficient to finance completion of the acquisition, construction, renovation and equipping of the Project Facility and the refinancing of the Prior Loan, the Issuer will, subject to the terms of the Agreement, and upon the request of the Institution, take such actions and execute such documents as may be necessary to effect the issuance from time to time of additional bonds, whether on a parity with the Bonds or otherwise, for the purpose of paying the costs of completing the Project Facility and refinancing the Prior Loan.

Section 5.

The Institution is herewith and hereby appointed the agent of the Issuer to acquire, construct, renovate and equip the Project Facility, including the following, whether or not any materials or supplies described below are incorporated into or become an integral part of such Project Facility: (i) all purchases, leases, rentals

and other uses of tools, machinery and equipment in connection with the acquisition, construction, renovation and equipping of the Project Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the acquisition, construction, renovation and equipping of the Project Facility, and (iii) all equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Project Facility. The Institution is hereby empowered to delegate its status as agent of the Issuer to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Institution may choose in order to acquire, construct and equip the Project Facility. The Issuer hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Institution as agents of the Issuer solely for purposes of making sales or leases of goods, services and supplies to the Project Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialman, vendor or supplier and the Institution, as agent of the Issuer, shall be deemed to be on behalf of the Issuer and for the benefit of the Project Facility. The Institution shall indemnify the Issuer with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Institution, as agent of the Issuer. The aforesaid appointment of the Institution as agent of the Issuer to acquire, construct, renovate and equip the Project Facility shall expire at the earlier of (a) the completion of the acquisition, construction, renovation and equipping of the Project Facility, or (b) such date as the Issuer designates; provided however, such appointment may be extended at the discretion of the Issuer, upon the written request of the Institution, if such activities and improvements are not completed by such time. The aforesaid appointment of the Institution is subject to the Issuer conducting a public hearing following public notice thereof as required by the Act and the adoption by the Issuer of a ratification resolution confirming that the public hearing has been held and minutes thereof have been made available to the members of the Issuer to aid in their deliberations.

Section 6. The Institution is hereby authorized to undertake the financing of the Project Facility and the refinancing of the Prior Loan with the Bonds.

Section 7. To the extent the Institution has paid or incurred or will pay or incur preliminary expenditures or hard costs in connection with the Project Facility with current funds, it reasonably expects to reimburse itself with proceeds from the Bonds.

Section 8. The law firm of Bond, Schoeneck & King, PLLC is hereby appointed Bond Counsel to the Issuer in connection with the issuance of the Bonds.

Section 9. Counsel to the Issuer and Bond Counsel are hereby authorized to work with counsel to the Institution and others to prepare, for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds.

Section 10. The Secretary of the Issuer is hereby authorized and directed (i) to distribute copies of this resolution to the Institution, (ii) to request the County to approve the issuance of the Bonds, and (iii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 11. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Issuer") with the original thereof on file in the office of the Issuer, and the same is a true and correct copy of such resolution and of the proceedings of the Issuer in connection with such matter.

Such resolution was passed at a meeting of the Issuer duly convened in public session on _____, 2007 at _____ a.m. local time, at _____, New York at which the following members were:

Present:

Absent:

Also Present:

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

Voting Aye

Voting Nay

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Issuer had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of the ___ day of _____ 2007.

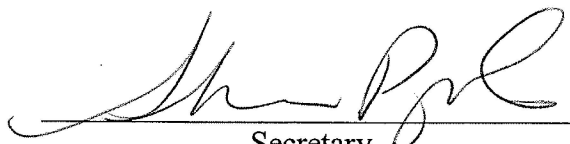

Secretary

EXHIBIT A

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Oneida County Industrial Development Agency (the "Issuer") on the ___ day of _____ 2007 at _____ a.m. local time, at _____, New York in connection with the following matters:

The Trustees of Eastern Star Hall & Home of the State of New York, a New York not-for-profit corporation (the "Institution"), has requested that the Issuer finance certain costs of a project (the "Project") consisting of (A)(1) the acquisition by the Issuer of an interest in the Institution's skilled nursing facility located at 8290 State Route 69 in the Village of Oriskany, Oneida County, New York (the "Existing Facility"), (2) the renovation and improvement of the Existing Facility and the construction of an addition to the Existing Facility (collectively with the Existing Facility, the "Facility"); and (3) the acquisition and installation in the Facility of certain furniture, machinery and equipment (the "Equipment") (the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the refinancing of certain outstanding indebtedness of the Institution (the "Prior Loan"), the proceeds of which were used to finance renovations and additions to the Existing Facility; (C) the financing of all or a portion of the cost of the foregoing by issuance of revenue bonds of the Issuer in one or more series in an aggregate amount not to exceed \$5,000,000 (the "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 sales taxes, mortgage recording taxes, real estate transfer taxes (collectively, with the Bonds, the "Financial Assistance"); and (E) the lease (with an obligation to purchase) or sale of the Issuer's interest in the Project Facility to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer. The Project Facility will be initially owned, operated and/or managed by the Institution.

The Bonds will be a special obligation of the Issuer payable solely out of installment purchase payments and other amounts payable to the Issuer and certain other assets of the Issuer and the Institution pledged to the repayment of the Bonds. The Bonds shall not be a debt of the State of New York or any political subdivision thereof, including Oneida County, and neither the State of New York nor any political subdivision thereof, including Oneida County, shall be liable thereon.

In addition to the issuance of the Bonds, the Issuer contemplates providing financial assistance to the Institution with respect to the Project Facility in the form of exemption from mortgage recording taxes.

A representative of the Issuer will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the issuance of the

Bonds, the granting of other financial assistance contemplated by the Issuer or the location or nature of the Project Facility.

The application for financial assistance filed by the Institution with the Issuer, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Issuer located at 153 Brooks Road, Rome, New York.

Minutes of the hearing will be made available to the County Executive of Oneida County. Approval of the issuance of the Bonds by Oneida County through the County Executive is necessary in order for the interest on the Bonds to be excluded from gross income for federal income tax purposes.

Dated: _____, 2007

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: Robert Calli
Title: Chairman

EXHIBIT B

MINUTES OF PUBLIC HEARING
ON _____, 2007

Oneida County Industrial Development Agency
Civic Facility Revenue Bonds
(Eastern Star Hall & Home Project)

1. Robert Calli, Chairman of the Oneida County Industrial Development Agency (the "Issuer"), called the hearing to order.
2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.
3. The Chairman then described the proposed issuance of the Bonds and the location and nature of the Project Facility to be financed as follows:

The Issuer proposes to issue its Civic Facility Revenue Bonds in an estimated principal amount not to exceed \$5,000,000 (the "Bonds") to finance certain costs of a project (the "Project") consisting of (A)(1) the acquisition by the Issuer of an interest in the Institution's skilled nursing facility located at 8290 State Route 69 in the Village of Oriskany, Oneida County, New York (the "Existing Facility"), (2) the renovation and improvement of the Existing Facility and the construction of an addition to the Existing Facility (collectively with the Existing Facility, the "Facility"); and (3) the acquisition and installation in the Facility of certain furniture, machinery and equipment (the "Equipment") (the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the refinancing of certain outstanding indebtedness of the Institution (the "Prior Loan"), the proceeds of which were used to finance renovations and additions to the Existing Facility; (C) the financing of all or a portion of the cost of the foregoing by issuance of revenue bonds of the Issuer in one or more series in an aggregate amount not to exceed \$5,000,000; (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 sales taxes, mortgage recording taxes, real estate transfer taxes (collectively, with the Bonds, the "Financial Assistance"); and (E) the lease (with an obligation to purchase) or sale of the Issuer's interest in the Project Facility to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer. The Project Facility will be initially owned, operated and/or managed by the Institution.

The Issuer also proposes to provide financial assistance to the Institution in connection with the Project Facility, in the form of exemption from mortgage recording taxes.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Issuer") on _____, 2007 at _____, local time, at _____, with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended, and Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Section 147(f) and Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of _____.

Secretary

STATE OF NEW YORK)

)ss

County of Oneida)

Patricia Zehr

_____ of the City of Utica, in said
county, being duly sworn, says she is the Principal Clerk of the Utica Observer-
Dispatch the Publishers of (Observer-Dispatch), a daily newspaper printed and
published in the city of Utica, County and State aforesaid, and that an advertisement
of which the attached is a copy, cut from the columns of said paper has been
regularly published in said paper on each of the following dates:

2/21/07

Patricia Zehr

Sworn to before me this

21st day of February 2007

Elizabeth Leone-Normat
NOTARY PUBLIC ONEIDA CO., N.Y.

ELIZABETH LEONE-NORMAT
Commissioner of Deeds
Expiration Date 12 2008

**NOTICE OF
PUBLIC HEARING**

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), and Title 1 of Article 18-A of the New York State General Municipal Law will be held by the Oneida County Industrial Development Agency (the "Issuer") on the 23rd day of March 2007 at 9 a.m. local time, at Oriskany Village Municipal Building, 2nd floor, 708 Utica Street, Oriskany, New York in connection with the following matters:

The Trustees of Eastern Star Hall & Home of the State of New York, a New York not-for-profit corporation (the "Institution"), has requested that the Issuer finance certain costs of a project (the "Project") consisting of (A)(1) the acquisition by the Issuer of an interest in the Institution's skilled nursing facility located at 8290 State Route 69 in the Village of Oriskany, Oneida County, New York (the "Existing Facility"); (2) the renovation and improvement of the Existing Facility and the construction of an addition to the Existing Facility (collectively with the Existing Facility, the "Facility"); and (3) the acquisition and installation in the Facility of certain furniture, machinery and equipment (the "Equipment") (the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the refinancing of certain outstanding indebtedness of the Institution (the "Prior Loan"), the proceeds of which were used to finance renovations and additions to the Existing Facility; (C) the financing of all or a portion of the cost of the foregoing by issuance of revenue bonds of the Issuer in one or more series in an aggregate amount not to exceed \$5,000,000 (the "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 sales taxes, mortgage recording taxes, real estate transfer taxes (collectively, with the Bonds, the "Financial Assistance"); and (E) the lease (with an obligation to purchase) or sale of the Issuer's interest in the Project Facility to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer. The Project Facility will be initially owned, operated and/or managed by the Institution.

The Bonds will be a special obligation of the Issuer payable solely out of installment purchase payments and other amounts payable to the Issuer and certain other assets of the Issuer and the Institution pledged to the repayment of the Bonds. The Bonds shall not be a debt of the State of New York or any political subdivision thereof, including Oneida County, and neither the State of New York nor any political subdivision thereof, including Oneida County, shall be liable thereon.

In addition to the issuance of the Bonds, the Issuer contemplates providing financial assistance to the Institution with respect to the Project Facility in the form of exemption from mortgage recording taxes.

A representative of the Issuer will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the issuance of the Bonds, the granting of other financial assistance contemplated by the Issuer or the location or nature of the Project Facility.

The application for financial assistance filed by the Institution with the Issuer, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Issuer located at 153 Brooks Road, Rome, New York.

Minutes of the hearing will be made available to the County Executive of Oneida County. Approval of the issuance of the Bonds by Oneida County through the County Executive is necessary in order for the interest on the Bonds to be excluded from gross income for federal income tax purposes.

Dated: February 16, 2007

**ONEIDA COUNTY
INDUSTRIAL
DEVELOPMENT AGENCY**

Robert R. Calli /s/
By: Robert Calli
Title: Chairman

O-D: 2/21/07

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In addition to the issuance of the Bonds, the Issuer contemplates providing financial assistance to the Institution with respect to the Project Facility in the form of exemption from mortgage recording taxes.

A representative of the Issuer will, at the above-stated time and place, hear and accept written comments from all persons with views in favor of or opposed to either the issuance of the Bonds, the granting of other financial assistance contemplated by the Issuer or the location or nature of the Project Facility.

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Minutes of the hearing will be made available to the County Executive of Oneida County. Approval of the issuance of the Bonds by Oneida County through the County Executive is necessary in order for the interest on the Bonds to be excluded from gross income for federal income tax purposes.

Dated: February 16, 2007

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Robert R. Calli /s/

By: Robert Calli

Title: Chairman

Re: ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

STATE OF NEW YORK)
) SS:
COUNTY OF ONEIDA)

Laura S. Ruberto, being duly sworn, deposes and says:


On February 16, 2007 she deposited in a post office box regularly maintained by the United States Government in the City of Utica, New York, a copy of the Notice of Public Hearing regarding **Trustees of the Eastern Star Hall & Home of the State of New York** to be held on the 23rd day of March 2007 at 9:00AM, local time, at Oriskany Village Municipal Building, 2nd floor, 708 Utica Street, Oriskany, New York, copy of said Notice is attached hereto and made a part hereof, to the following parties at their respective addresses set forth below:

Anthony J. Picente, Jr.
Oneida County Executive
Oneida County Office Building
800 Park Avenue
Utica, New York 13501

Donald F. Rothdeiner, Mayor
Village of Oriskany
208 Yoxall Lane
Oriskany, New York 13424


Matthew J. Shannon, Supervisor
Town of Whitestown
8090 Halsey Road
Whitesboro, New York 13492

Charles Courtney, President
Board of Education
Oriskany Central School District
1313 Utica Street
P.O. Box 539
Oriskany, New York 13424



Laura S. Ruberto

Sworn to before me this 16th
day of February 2007.



Notary Public LINDA E. ROMANO
Notary Public, State of New York
ONEIDA COUNTY
Commission Expires Jan. 27, 2011

Anthony J. Picente
County Executive

Robert Calli
Chairman

Shawna Papale
Executive Director

Joseph G. Karam
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



153 Brooks Road, Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694
info@mvedge.org www.mvedge.org

Ferris Betrus
Natalie Brown
David C. Grow
Richard Fahy
Michael Fitzgerald
Michael Valentine

February 16, 2007

Mr. Matthew J. Shannon
Supervisor
Town of Whitestown
8090 Halsey Road
Whitesboro, New York 13492

Re: Eastern Star Hall & Home Project

Dear Sir:

On March 23, 2007 at 9 a.m. local time at Oriskany Village Municipal Building, 2nd floor, 708 Utica Street, Oriskany, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding a proposed project for the Trustees of Eastern Star Hall & Home of the State of New York. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Observer-Dispatch*, Utica, New York for publication.

You are welcome to attend such hearing at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project. We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice, please feel free to contact Shawna M. Papale at the Agency at telephone number 388-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By *Shawna M. Papale*
Shawna M. Papale, Executive Director

Anthony J. Picente
County Executive

Robert Calli
Chairman

Shawna Papale
Executive Director

Joseph G. Karam
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



Ferris Betrus
Natalie Brown
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153 Brooks Road, Rome, New York 13441-4105
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info@mvedge.org www.mvedge.org

February 16, 2007

Anthony J. Picente, Jr.
Oneida County Executive
County Office Building
800 Park Avenue
Utica, New York 13501

Re: Eastern Star Hall & Home Project

Dear Sir:

On March 23, 2007 at 9 a.m. local time at Oriskany Village Municipal Building, 2nd floor, 708 Utica Street, Oriskany, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding a proposed project for the Trustees of Eastern Star Hall & Home of the State of New York. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Observer-Dispatch*, Utica, New York for publication.

You are welcome to attend such hearing at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project. We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice, please feel free to contact Shawna M. Papale at the Agency at telephone number 388-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: *Shawna M. Papale*
Shawna M. Papale, Executive Director

Anthony J. Picente
County Executive

Robert Calli
Chairman

Shawna Papale
Executive Director

Joseph G. Karam
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



Ferris Betrus
Natalie Brown
David C. Grow
Richard Fahy
Michael Fitzgerald
Michael Valentine

153 Brooks Road, Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694
info@mvedge.org www.mvedge.org

February 16, 2007

Mr. Donald F. Rothdiener
Mayor
Village of Oriskany
208 Yoxall Lane
Oriskany, New York 13424

Re: Eastern Star Hall & Home Project

Dear Sir:

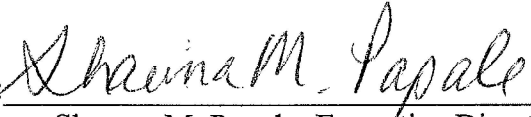
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February 16, 2007

Charles Courtney, President
Board of Education
Oriskany Central School District
1313 Utica Street
P.O. Box 539
Oriskany NY 13424

Re: Eastern Star Hall & Home Project

Dear Sir:


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Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: 
Shawna M. Papale, Executive Director

MINUTES OF PUBLIC HEARING
ON MARCH 23, 2007

Oneida County Industrial Development Agency
Civic Facility Revenue Bonds
(Eastern Star Hall & Home Project)

1. Robert Calli, Chairman of the Oneida County Industrial Development Agency (the "Issuer"), called the hearing to order.
2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.
3. The Chairman then described the proposed issuance of the Bonds and the location and nature of the Project Facility to be financed as follows:

The Issuer proposes to issue its Civic Facility Revenue Bonds in an estimated principal amount not to exceed \$5,000,000 (the "Bonds") to finance certain costs of a project (the "Project") consisting of (A)(1) the acquisition by the Issuer of an interest in the Institution's skilled nursing facility located at 8290 State Route 69 in the Village of Oriskany, Oneida County, New York (the "Existing Facility"), (2) the renovation and improvement of the Existing Facility and the construction of an addition to the Existing Facility (collectively with the Existing Facility, the "Facility"); and (3) the acquisition and installation in the Facility of certain furniture, machinery and equipment (the "Equipment") (the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the refinancing of certain outstanding indebtedness of the Institution (the "Prior Loan"), the proceeds of which were used to finance renovations and additions to the Existing Facility; (C) the financing of all or a portion of the cost of the foregoing by issuance of revenue bonds of the Issuer in one or more series in an aggregate amount not to exceed \$5,000,000; (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 sales taxes, mortgage recording taxes, real estate transfer taxes (collectively, with the Bonds, the "Financial Assistance"); and (E) the lease (with an obligation to purchase) or sale of the Issuer's interest in the Project Facility to the Institution or such other person as may be designated by the Institution and agreed upon by the Issuer. The Project Facility will be initially owned, operated and/or managed by the Institution.

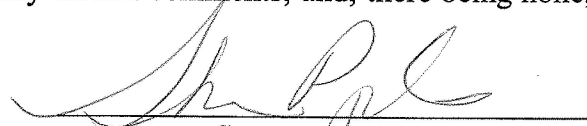
The Issuer also proposes to provide financial assistance to the Institution in connection with the Project Facility, in the form of exemption from mortgage recording taxes.

4. The Chairman then opened up the hearing for comments from the floor for or against the proposed issuance of the Bonds and the location and nature of the Project Facility. The following is a listing of the persons heard and a summary of their views:

Donald F. Rothdiener, Mayor, Village of Oriskany
Mary Beth Gatchell, Eastern Star Hall & Home
Jeff French, Eastern Star Hall & Home
Janice Sujanova, Eastern Star Hall & Home
Kevin A. Zuh, Eastern Star Hall & Home
Maggie Collen, Eastern Star Hall & Home
William Mahl, Eastern Star Hall & Home
Debra A. Mondt, Eastern Star Hall & Home
Karen Reese, Eastern Star Hall & Home
Cindy Eckerson, Eastern Star Hall & Home
Chris Burten, Resident, Village of Oriskany

Jeff French elaborated on the nature of the project on behalf of Eastern Star Hall & Home. No comments were made for or against the project.

5. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at 9:30AM.


Secretary

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the
Oneida County Industrial Development Agency (the "Issuer") on March 23, 2007 at 9:00AM
local time, at Oriskany Village Municipal Building, 2nd floor, 708 Utica Street, Oriskany, New
York, with the original thereof on file in the office of the Issuer, and that the same is a true and
correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Section 147(f) of the Internal Revenue Code
of 1986, as amended, and Title 1 of Article 18-A of the New York General Municipal Law, said
hearing was open to the general public, and public notice of the time and place of said hearing
was duly given in accordance with such Section 147(f) and Title 1 of Article 18-A, (ii) the
hearing in all respects was duly held, and (iii) members of the public had an opportunity to be
heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of _____.



Secretary