

Date: July 27, 2007

At a meeting of the City of Utica Industrial Development Agency (the "Agency"), held at One Kennedy Plaza, Utica, New York on the 27th day of July 2007, the following members of the Agency were:

Present: Joseph Hobika Sr., Esq., Chairman
Jack Spaeth
Jim Brock, Sr.
Angela Z. Vanderhoof

Also Present: Joseph H. Hobika, Jr., Esq., General Counsel
Timothy P. Doyle, Commissioner UED

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 acquisition of a leasehold interest in a certain industrial development facility more particularly described below (Trenton Road LLC.)

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

J. Hobika, Sr., aye
J. Spaeth, aye
J. Brock, Sr., aye
A. Vanderhoof, aye

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE THE LEASE AGREEMENT, THE LEASEBACK AGREEMENT, THE ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT, THE PAYMENT-IN-LIEU-OF-TAX AGREEMENT, OPEN END MORTGAGE, SECURITY AGREEMENT AND ASSIGNMENT OF RENTS AND LEASES, LANDLORD'S CONSENT AGREEMENT, ASSIGNMENT OF LEASES, RENTS, CONTRACTS, INCOME AND PROCEEDS WITH RESPECT TO THE TRENTON ROAD, LLC FACILITY LOCATED ON TRENTON ROAD IN THE CITY OF UTICA , ONEIDA COUNTY.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 710 of the Laws of 1981 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, Trenton Road, LLC (the "Company") desires to construct and renovate a (i) 58.81± acre parcel of land located on Trenton Road in the City of Utica, commonly known as the Weaver Property (the "Land"); (ii) construction on the Land of a new mixed-use residential development project consisting of one hundred forty-four (144) senior rental apartments in three (3) three-story buildings and a one-story community building (collectively, the "Senior Development"); ten(10) townhouse buildings consisting of four (4) units each with attached garages, seventy (70) single-family homes with attached garages (collectively, "Family Development"), together with all planned infrastructure (the "Infrastructure") (the Senior Development, the Family Development and the Infrastructure referred to collectively as the "Improvements"); and (iii) acquisition and installation of machinery and equipment in the Improvements (the "Equipment"), all for the purpose of developing an intergenerational community know as Colonial Square Subdivision (the Land, the Improvements, and the Equipment referred to collectively as the "Facility"), and

WHEREAS, the Agency will acquire a leasehold interest in the Facility pursuant to a Lease Agreement dated as of July 1, 2007 from the Company to the Agency (the "Lease Agreement") and lease the Facility back to the Company pursuant to a Leaseback Agreement dated as of July 1, 2007 from the Agency to the Company (the "Leaseback Agreement"); and

WHEREAS, the Agency by resolution duly adopted on February 27, 2007 (the "Resolution") decided to proceed under the provisions of the Act to lease the Facility and directed that a public hearing be held and enter into the Lease Agreement and Leaseback Agreement; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transaction contemplated by the lease of the land and the transfer of a leasehold interest in the Facility; and

WHEREAS, in 1994 the legislature of the State designated the cohesive area including all or parts of the counties of Oneida, Herkimer, Montgomery, Fulton, Schenectady, Schoharie, Saratoga, and Albany associated with and revealing the natural features and historic development including Native American settlement, the colonial period and industrialization of the region commonly known as the Mohawk Valley Region (the "Mohawk Valley"); and

WHEREAS, in 1994 the legislature of the state of the State included the Mohawk Valley within a statewide system of designated heritage areas pursuant to Section 35.03 (o) of Title G of the Parks, Recreation and Historic Preservation Law of the State (“PRHPL”); and

WHEREAS, the Mohawk Valley Heritage Corridor Commission (the “Commission”) adopted a management plan (the “Plan”) pursuant to Section 35.05 of the PRHPL in June 1997 and the Plan was effective April 1998; and

WHEREAS, the Project Facility will be located within the boundaries of the Corridor; and

WHEREAS, the Agency has determined that providing the Facility will accomplish, in part, its public purposes; and

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

Section 1. The Agency 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) The Facility constitutes a “project”, as such term is defined in the Act; and

(c) The construction, renovation and equipping of the Facility and the leasing of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The renovation and equipping of the Facility is reasonably necessary to induce the Company to maintain and expand its business operations in the State of New York; and

(e) Based upon representations of the Company and Company's Counsel, the Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the Facility is located; and

(f) The SEQRA findings adopted by the Agency on February 27, 2007, encompassed the actions to be undertaken by this resolution and no changes have been made since that time to the proposed action that would create new or increased adverse environmental impacts; and

(g) It is desirable and in the public interest for the Agency to lease the Facility; and

(h) The Lease Agreement is an effective instrument whereby the Company grants the Agency a leasehold interest in the Facility; and

(i) The Leaseback Agreement is an effective instrument whereby the Agency leases the Facility back to the Company; and

(j) The Payment in Lieu of Tax Agreement (the "PILOT Agreement"), dated as of July 1, 2007 or such other date as the Chairman and Agency Counsel shall agree, between the Company and the Agency, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their Agreement regarding the Company's payments in lieu of real property taxes; and

(k) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement"), dated as of July 1, 2007 by and among the Agency, the Lender, the Company and the Sublessee will be an effective instrument whereby the Company and the Sublessee agree to comply with all Environmental Laws (as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency and the Lender for all liability under all such Environmental Laws; and

(l) The Mortgage will be an effective instrument whereby the Agency and the Colonial Square Associates, LLC grant the Lender a security interest in the collateral described therein, an Open End Mortgage, Security Agreement and Assignment of Rents and Leases, dated July 30, 2007 by and between the Company, the Agency, and the National City Bank; the Landlord's Consent Agreement, dated July 30, 2007 by and between the Agency and Company; and the Assignment of Leases, Rents, Contracts, Income and Proceeds, dated July 30, 2007 by and between the Company, Agency, and National City Bank (collectively "Financing Documents").

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) execute, deliver and perform the Environmental Compliance and Indemnification Agreement and (vi) execute, deliver and perform the PILOT Agreement.

Section 3. The Agency is hereby authorized to accept a leasehold interest in the real property described in Exhibit A and the personal property described in Exhibit B to the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement and the Financing Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement and the Financing Documents, all in substantially the forms thereof presented to this meeting with

such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 6. 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 Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 Closing Documents binding upon the Agency.

Section 7. This resolution shall take effect immediately.

STATE OF NEW YORK)

: ss.:

COUNTY OF ONEIDA)

I, the undersigned Secretary of the City of Utica Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the City of Utica Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 9th day of May, 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 resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement, the Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the PILOT Agreement and the Financing Documents contained in this transcript of proceedings are each in substantially the form presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency 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, (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 this ___ day of July 2007.

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY

By:


Jack Spaeth, Assistant Secretary

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY

Statement of Findings Pursuant
to Section 862(2) of the
General Municipal Law

City of Utica Industrial Development Agency, pursuant to the provisions of Section 862(2) of the General Municipal Law of the State of New York, hereby finds as follows:

1. Trenton Road, LLC (the "Company") submitted an application dated October 4, 2005 (the "Application") to the Agency in connection with the construction and renovation of a (i) 58.81± acre parcel of land located on Trenton Road in the City of Utica, commonly known as the Weaver Property (the "Land"); (ii) construction on the Land of a new mixed-use residential development project consisting of one hundred forty-four (144) senior rental apartments in three (3) three-story buildings and a one-story community building (collectively, the "Senior Development"); ten(10) townhouse buildings consisting of four (4) units each with attached garages, seventy (70) single-family homes with attached garages (collectively, "Family Development"), together with all planned infrastructure (the "Infrastructure") (the Senior Development, the Family Development and the Infrastructure referred to collectively as the "Improvements"); and (iii) acquisition and installation of machinery and equipment in the Improvements (the "Equipment"), all for the purpose of developing an intergenerational community know as Colonial Square Subdivision (the Land, the Improvements, and the Equipment referred to collectively as the "Facility").

2. The Issuer will acquire title to or a leasehold interest in the Facility and lease the Facility to the Company. At the end of the lease term, the Company (or the assignee of the Company as described below) will purchase the Issuer's interest in the Facility or any portion thereof. The Issuer contemplates that it will provide financial assistance to the Company in the form of issuance of a lease relating to the Senior Development for a term of twenty-eight (28) years, issuance of a lease relating to the Single-Family Development for a term of ten (10) years, exemptions from mortgage recording taxes and sales taxes, abatement of real property taxes relating to the Senior Development for a period of twenty-eight (28) years and abatement of real property taxes relating to the Single-Family Development for a period of ten (10) years, to be more particularly described in a Final Authorizing Resolution to be adopted by the Issuer prior to the closing of the transactions described herein. The proposed financial assistance deviates from the Issuer's Uniform Tax Exemption Policy (the "Policy") in the following respects: (a) the real property tax abatements for the Senior Development will commence upon the issuance of a Certificate of Occupancy for the first apartment building and shall continue for a term of twenty-eight (28) years, during which time the Company will pay the greater of 1% of gross potential revenue paid from the Facility or \$28,000 during years 1 through and including 5; 25% of taxes years 6 through and including 10; 30% of taxes in year 11; 31.5% of taxes in year 12; 32.9% of taxes in year 13; 34.4% of taxes in year 14; and 35.9% of taxes in year 15; 37.4% of taxes in year 16; 38.8% of taxes in year 17; 40.3% of taxes in year 18; 41.8% of taxes in year 19; 43.2% of taxes in year 20; 44.7% of taxes in year 21; 46.2% of taxes in year 22; 47.6% of taxes in year 23; 49.1% of taxes in year 24; 50.6% of taxes in year 25; 52.1% of taxes in year 26; 53.5% of taxes in year 27; 55% of taxes in year 28; and 100% of taxes in year 29 and thereafter. The Company contemplates that it will assign to any purchaser thereof at the time of transfer of title the PILOT, the lease and the Company's obligation to purchase the Issuer's interest in the Senior Development; and (b) the real property tax abatements relating to the Single-Family Development will commence upon the issuance of a Certificate of Occupancy for each respective Single-Family housing unit and shall continue for a term of ten (10) years during which time the Single-Family housing unit owner will pay 20% of taxes years 1 through and including 5; 33% of

taxes in year 6; 46.6% of taxes in year 7; 60% of taxes in year 8; 73.3% of taxes in year 9; 86.6% of taxes in year 10; and 100% of taxes in year 11 and thereafter. The Company contemplates that it will assign to the individual purchaser of each Single-Family housing unit at the time of transfer of title the PILOT, the lease and the Company's obligation to purchase the Issuer's interest in that unit of the Single-Family Development.

3. After notice duly published in *The Observer-Dispatch* on April 6, 2007 and notice to all affected tax jurisdictions, the Agency conducted a public hearing (the "Public Hearing") on May 9, 2007 at 9:00AM at One Kennedy Plaza, Utica NY 13502. The minutes of the Public Hearing are attached hereto as Exhibit A.

4. Based on information provided by the Company in the Application, the Agency finds as follows:

The Agency finds that the Facility will serve the public purposes of Article 18-A of the General Municipal Law by preserving and increasing the overall number of permanent, private sector jobs in the State.

1. The Agency hereby determines to request Timothy Julian, Mayor of the City of Utica, to confirm the proposed action of the Agency with respect to the Facility.

Dated: May 9, 2007

STATE OF NEW YORK)

: ss.:

COUNTY OF ONEIDA)

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the Statement of Findings annexed hereto, adopted by the City of Utica Industrial Development Agency (the "Agency") at a meeting held on May 9, 2007, 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 findings set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I further CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of the Agency had due notice of said meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of July 2007.


Assistant Secretary

EXHIBIT A

MINUTES OF PUBLIC HEARING HELD ON MAY 9, 2006

CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY
2007 Lease-Leaseback Transaction
(TRENTON ROAD, LLC Facility)

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1. Joseph H. Hobika, Sr., Chairman of the City of Utica Industrial Development Agency (the "Issuer"), called the hearing to order.
 2. The Chairman then appointed Jack N. Spaeth, Assistant 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:

Trenton Road, LLC, on behalf of itself and/or the principals of Trenton Road, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the City of Utica Industrial Development Agency (the "Issuer") to enter into a transaction in which the Issuer will assist in the (i) acquisition of a 58.81± acre parcel of land located on Trenton Road in the City of Utica, commonly known as the Weaver Property (the "Land"); (ii) construction on the Land of a new mixed-use residential development project consisting of one hundred forty-four (144) senior rental apartments in three (3) three-story buildings and a one-story community building (collectively, the "Senior Development"); ten (10) townhouse buildings consisting of four (4) units each with attached garages, seventy (70) single-family homes with attached garages (collectively, "Single-Family Development"), together with all planned infrastructure (the "Infrastructure") (the Senior Development, the Single-Family Development and the Infrastructure referred to collectively as the "Improvements"); and (iii) acquisition and installation of machinery and equipment in the Improvements (the "Equipment"), all for the purpose of developing an intergenerational community known as Colonial Square Subdivision (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Facility will be initially owned, operated and/or managed by the Company.

The Issuer will acquire title to or a leasehold interest in the Facility and lease the Facility to the Company. At the end of the lease term, the Company (or the assignee of the Company as described below) will purchase the Issuer's interest in the Facility or any portion thereof. The Issuer contemplates that it will provide financial assistance to the Company in the form of issuance of a lease relating to the Senior Development for a term of twenty-eight (28) years, issuance of a lease relating to the Single-Family Development for a term of ten (10) years, exemptions from mortgage recording taxes and sales taxes, abatement of real property taxes relating to the Senior Development for a period of twenty-eight (28) years and abatement of real property taxes relating to the Single-Family Development for a period of ten (10) years, to be more particularly described in a

Final Authorizing Resolution to be adopted by the Issuer prior to the closing of the transactions described herein. The proposed financial assistance deviates from the Issuer's Uniform Tax Exemption Policy (the "Policy") in the following respects: (a) the Issuer is granting benefits due to the fact that Project is located within the Mohawk Valley Corridor, and by resolution duly adopted June 28, 2007, the Commission found and determined that the Project will (1) develop new housing within the City, (2) improve vacant land within the City with residential structures that help re-establish the historically tightly knit urban nature of the area, and (3) bring to the City additional residents with relatively high disposable income which will benefit the City's economy, including its downtown commercial district and, more broadly, help retain retail and service establishments throughout the City all in accordance with the Plan; and (b) the real property tax abatements for the Senior Development will commence upon the issuance of a Certificate of Occupancy for the first apartment building and shall continue for a term of twenty-eight (28) years, during which time the Company will pay the greater of 1% of gross potential revenue paid from the Facility or \$28,000 during years 1 through and including 5; 25% of taxes years 6 through and including 10; 30% of taxes in year 11; 31.5% of taxes in year 12; 32.9% of taxes in year 13; 34.4% of taxes in year 14; and 35.9% of taxes in year 15; 37.4% of taxes in year 16; 38.8% of taxes in year 17; 40.3% of taxes in year 18; 41.8% of taxes in year 19; 43.2% of taxes in year 20; 44.7% of taxes in year 21; 46.2% of taxes in year 22; 47.6% of taxes in year 23; 49.1% of taxes in year 24; 50.6% of taxes in year 25; 52.1% of taxes in year 26; 53.5% of taxes in year 27; 55% of taxes in year 28; and 100% of taxes in year 29 and thereafter. The Company contemplates that it will assign to any purchaser thereof at the time of transfer of title the PILOT, the lease and the Company's obligation to purchase the Issuer's interest in the Senior Development; and (c) the real property tax abatements relating to the Single-Family Development will commence upon the issuance of a Certificate of Occupancy for each respective Single-Family housing unit and shall continue for a term of ten (10) years during which time the Single-Family housing unit owner will pay 20% of taxes years 1 through and including 5; 33% of taxes in year 6; 46.6% of taxes in year 7; 60% of taxes in year 8; 73.3% of taxes in year 9; 86.6% of taxes in year 10; and 100% of taxes in year 11 and thereafter. The Company contemplates that it will assign to the individual purchaser of each Single-Family housing unit at the time of transfer of title the PILOT, the lease and the Company's obligation to purchase the Issuer's interest in that unit of the Single-Family Development; and (d) the nature of the property before the Facility commences; and (e) the extent to which the Facility will create permanent, private sector jobs.

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 proposed financial assistance to the Company or the location or nature of the Facility.

The Issuer will make certain findings relating to the Facility. The Issuer's findings and minutes of the hearing will be made available to Timothy Julian, the Mayor of the City of Utica, who must confirm the proposed action of the Issuer before the Issuer can provide financial assistance with respect to the Facility. A copy of the Application for Financial Assistance filed by the Company 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, One Kennedy Plaza, Utica, New York

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:

NONE.

5. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at 9:15 AM.



Assistant Secretary

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

I, the undersigned Assistant Secretary of the City of Utica Industrial Development Agency, DO
HEREBY CERTIFY:

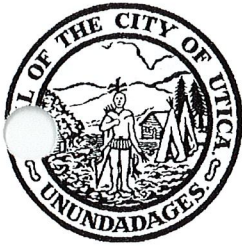
That I have compared the foregoing copy of the minutes of a public hearing held by the City of
Utica Industrial Development Agency (the "Issuer") on May 9, 2007 at 9:00AM, local time, at the
Mayor's Conference Room, Utica City Hall, 1 Kennedy Plaza, Utica, New York, with the original thereof
on file 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 ___ day of July, 2007.



Assistant Secretary



CITY OF UTICA

UTICA INDUSTRIAL DEVELOPMENT AGENCY

1 Kennedy Plaza, Utica, New York 13502

315-792-0181 fax: 315-797-6607

TIMOTHY J. JULIAN
MAYOR

JOSEPH HOBKA, SR.
Chairman

JOSEPH HOBKA, JR.
General Counsel

May 9, 2007

Timothy J. Julian, Mayor
City of Utica
One Kennedy Plaza
Utica NY 13502

Re: City of Utica Industrial Development Agency 2007 Real Estate Lease
(Trenton Road, LLC – Colonial Square Facility)

Dear Mayor Julian:


Trenton Road, LLC (the "Company") submitted an application to the City of Utica Industrial Development Agency in connection with the construction and renovation of a (i) 58.81± acre parcel of land located on Trenton Road in the City of Utica, commonly known as the Weaver Property (the "Land"); (ii) construction on the Land of a new mixed-use residential development project consisting of one hundred forty-four (144) senior rental apartments in three (3) three-story buildings and a one-story community building (collectively, the "Senior Development"); ten (10) townhouse buildings consisting of four (4) units each with attached garages, seventy (70) single-family homes with attached garages (collectively, "Family Development"), together with all planned infrastructure (the "Infrastructure") (the Senior Development, the Family Development and the Infrastructure referred to collectively as the "Improvements"); and (iii) acquisition and installation of machinery and equipment in the Improvements (the "Equipment"), all for the purpose of developing an intergenerational community know as Colonial Square Subdivision (the Land, the Improvements, and the Equipment referred to collectively as the "Facility")

On May 9, 2007, based on information contained in the Company's application, the Agency adopted a Statement of Findings relating to the Facility. A copy of the Statement of Findings is enclosed for your review.

Pursuant to Section 862(c) of the General Municipal Law, the Agency requests that you, as Chief Executive Officer of the municipality for whose benefit the Agency was created, execute the enclosed certificate confirming the proposed action of the Agency with respect to the Facility.

Respectfully submitted,

CITY OF UTICA INDUSTRIAL
DEVELOPMENT AGENCY



Jack N. Spaeth
Assistant Secretary

CERTIFICATE OF CHIEF EXECUTIVE OFFICER OF SPONSORING MUNICIPALITY
CONFIRMING ACTION OF CITY OF UTICA INDUSTRIAL DEVELOPMENT AGENCY WITH
RESPECT TO TRENTON ROAD, LLC IN ACCORDANCE WITH
SECTION 862(c) OF THE GENERAL MUNICIPAL LAW

WHEREAS, Timothy J. Julian, Mayor of the City of Utica, has been advised by the City of Utica Industrial Development Agency (the "Agency") that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the City of Utica Industrial Development Agency (the "Issuer") on the 9th day of May 2007 at 9AM, local time, at Utica City Hall, One Kennedy Plaza, Department of Urban and Economic Development Conference Room, Utica, New York 13502 in connection with the following matters:

WHEREAS, Trenton Road, LLC, on behalf of itself and/or the principals of Trenton Road, LLC, and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the City of Utica Industrial Development Agency (the "Issuer") to enter into a transaction in which the Issuer will assist in the (i) acquisition of a 58.81± acre parcel of land located on Trenton Road in the City of Utica, commonly known as the Weaver Property (the "Land"); (ii) construction on the Land of a new mixed-use residential development project consisting of one hundred forty-four (144) senior rental apartments in three (3) three-story buildings and a one-story community building (collectively, the "Senior Development"); ten (10) townhouse buildings consisting of four (4) units each with attached garages, seventy (70) single-family homes with attached garages (collectively, "Single-Family Development"), together with all planned infrastructure (the "Infrastructure") (the Senior Development, the Single-Family Development and the Infrastructure referred to collectively as the "Improvements"); and (iii) acquisition and installation of machinery and equipment in the Improvements (the "Equipment"), all for the purpose of developing an intergenerational community known as Colonial Square Subdivision (the Land, the Improvements and the Equipment referred to collectively as the "Facility"). The Facility will be initially owned, operated and/or managed by the Company.

WHEREAS, on May 9, 2007 after consideration of the application and other information provided by the Company, the Agency adopted a Statement of Findings with respect to the Facility (the "Statement of Findings") a copy of which is attached hereto; and

WHEREAS, by resolutions dated May 9, 2007 and July 27, 2007, the Agency found that the Project will preserve permanent, private sector jobs in the State of New York and thereby serve the public purposes of the Act, and the Agency determined to undertake the Project as requested by the Applicants; and

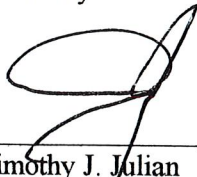
WHEREAS, pursuant to Section 862(c) of the General Municipal Law, the Agency is prohibited from providing financial assistance to the Facility unless the chief executive officer of its sponsoring municipality confirms the proposed action of the Agency with respect to the Facility.

NOW, THEREFORE, PURSUANT TO THE POWER VESTED IN TIMOTHY J. JULIAN, MAYOR OF THE CITY OF UTICA, UNDER NEW YORK LAW, BE IT DETERMINED, APPROVED AND RESOLVED AS FOLLOWS:

1. For the sole purpose of complying with Section 862(c) of the General Municipal Law and based on the findings of the Agency set forth in the Statement of Findings, the Mayor of the City of Utica hereby confirms the proposed action of the Agency with respect to the Facility.

2. This confirmation shall take effect immediately.

Dated: _____



Timothy J. Julian
Mayor, City of Utica