

**Inducement Resolution
Medcare Administrators, LLC Facility**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING MEDCARE ADMINISTRATORS, LLC, THE PRINCIPALS OF MEDCARE ADMINISTRATORS, LLC AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY IN CONNECTION WITH A SALE-LEASEBACK OR LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Medcare Administrators, LLC, on behalf of itself and/or the principals of Medcare Administrators, LLC and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Oneida County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the acquisition and renovation of a 15,000± square foot commercial building (the "Improvements") situated on a 2.65± acre parcel of land located at 9372 River Road, Town of Marcy, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing medical practice billing, management and consulting services to medical providers and institutions throughout New York State (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, renovation and equipping of the Facility is referred to collectively as the "Project"), including the following as they relate to the renovation and equipping of such buildings, whether or not any materials or supplies described below are incorporated into or become an integral part of such buildings: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with renovation and equipping, and (ii) purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with renovation and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such building; or, in the alternative, to enter into a sale-leaseback transaction in connection with the Facility; and

WHEREAS, the Facility will be leased back to the Company pursuant to a Leaseback Agreement between the Agency and the Company (the "Leaseback Agreement") and pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act"); and

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

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of abatement of real property taxes on the Facility, exemption from mortgage recording taxes and exemption from sales and use taxes on materials and/or equipment used or incorporated in the Facility (the "Financial Assistance"), which Financial Assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, prior to the closing of a sale-leaseback or lease-leaseback transaction, and the granting of any Financial Assistance, a public hearing (the "Hearing") will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of a sale-leaseback or lease-leaseback transaction, and the granting of any Financial Assistance, and such notice (together with proof of publication) will be substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed sale-leaseback transaction or lease-leaseback transaction, is either an inducement to the Company to maintain and expand the Facility in the County or is necessary to maintain the competitive position of the Company in its industry.

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

- Section 1.
- (a) The acquisition, renovation and equipping of the Facility and the Agency's Financial Assistance therefor, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the 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 Agency to enter into a sale-leaseback transaction or lease-leaseback transaction, for the purpose of providing Financial Assistance for the acquisition, renovation and equipping of the Facility, as reflected in the Company's application to

the Agency and as amended from time to time prior to the closing of the sale-leaseback or lease-leaseback transaction.

Section 2.

The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the sale-leaseback or lease-leaseback transaction, and the development of the Facility (the "Agreement") are hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, 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 3.

Subject to the conditions set forth in Section 4.02 of the Agreement, the Agency shall assist the Company in the acquisition, renovation and equipping of the Facility and will provide the Financial Assistance with respect thereto.

Section 4.

The Company is herewith and hereby appointed the agent of Agency to acquire, renovate and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, renovate and equip the Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the sale-leaseback transaction or lease-leaseback transaction.

Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the sale-leaseback transaction or lease-leaseback transaction.

Section 7. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. 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 "Agency"), with the original thereof on file in the office of the Agency,
and that the same is a true and correct copy of such resolution and of the proceedings of the
Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session
on November 4, 2013 at eight a.m., local time, at Rome, New York which the following
members were:

PRESENT: Ferris Betrus, Jr.
 Natalie Brown
 Michael Fitzgerald
 David Grow
 Mary Faith Messenger
 Eugene Quadraro (via teleconference)
 Stephen Zogby

ALSO PRESENT: Mark Levitt, Esq.
 Caroline Levitt, Esq.
 Camille Kahler, Esq.
 Shawna Papale
 Laura Ruberto
 Jennifer Waters
 Maureen Carney

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

Voting Aye

Ferris Betrus
Natalie Brown
Michael Fitzgerald
David Grow
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

Voting Nay

None

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 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 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 this 4th day of November, 2013.



Shawna Papale, Secretary

EXHIBIT A
NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the ____ day of December 2013 at 9AM, local time, at Marcy Town Hall, 8801 Paul Becker Road, Marcy, New York, in connection with the following matters:

Medcare Administrators, LLC, or an entity to be formed on behalf of Medcare Administrators, LLC (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition and renovation of a 15,000± square foot commercial building (the "Improvements") situated on a 2.65± acre parcel of land located at 9372 River Road, Town of Marcy, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing medical practice billing, management and consulting services to medical providers and institutions throughout New York State (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, renovation and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will own the Facility and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company, and at the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for approximately ten (10) years, exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating the Improvements, exemptions from mortgage recording taxes and abatement of real property taxes for a period of ten (10) years, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency 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. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: _____, 2013

By: /s/ Shawna M. Papale, Executive Director

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2013 Real Estate Lease
Medcare Administrators, LLC Facility

1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Agency"), 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 project and related financial assistance as follows:

Medcare Administrators, LLC, or an entity to be formed on behalf of Medcare Administrators, LLC (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition and renovation of a 15,000± square foot commercial building (the "Improvements") situated on a 2.65± acre parcel of land located at 9372 River Road, Town of Marcy, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing medical practice billing, management and consulting services to medical providers and institutions throughout New York State (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, renovation and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will own the Facility and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company, and at the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for approximately ten (10) years, exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating the Improvements, exemptions from mortgage recording taxes and abatement of real property taxes for a period of ten (10) years, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency 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. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of

the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

4. The Chairman then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at ____ a.m.

(Assistant) Secretary

and use taxes shall be added to the purchase price and paid to the Contractor pursuant to a change order. All of the above provisions with respect to exemptions for New York State sales and use taxes shall apply to all subcontractors and other parties in privity of contract with the Company, Agency or the Contractor pursuant to the terms of this Contract.

OWNER:

Insert name of Contractor or
Subcontractor

MEDCARE ADMINISTRATORS, LLC
as agent for and on behalf of the Oneida
County Industrial Development Agency

By _____
Name: _____
Title: _____

By _____
Name: _____
Title: _____

DATE: _____

DATE: _____

Address of Contractor or
Subcontractor

cc: Oneida County Industrial Development Agency

ADDENDUM A

DESCRIPTION OF THE FACILITY

The "Facility" consists of the acquisition and renovation of a 15,000± square foot commercial building (the "Improvements") situated on a 2.65± acre parcel of land located at 9372 River Road, Town of Marcy, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing medical practice billing, management and consulting services to medical providers and institutions throughout New York State.

Marcy Town Hall, 8801 Paul Becker Road, Marcy, New York, in connection with the following matters:

with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

Medicare Administrators, LLC, or an entity to be formed on behalf of Medicare Administrators, LLC (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition and renovation of a 15,000± square foot commercial building (the "Improvements") situated on a 2.65± acre parcel of land located at 9360 River Road, Town of Marcy, Oneida County, New York (the "Land") and the acquisition and installation of the equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing medical practice billing, management and consulting services to medical providers and institutions throughout New York State (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, renovation and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Date: December 4, 2013
By: Shawna M. Papale, Executive Director

The Company will own the Facility and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company, and at the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for approximately ten (10) years, exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating the Improvements, exemptions from mortgage recording taxes and abatement of real property taxes for a period of ten (10) years, which financial assistance is consistent

NOTICE OF PUBLIC HEARING
NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the 17th day of December 2013 at 1:30PM, local time, at

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, at that an advertisement of which the attached is a copy, cut from the columns of said paper has been

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency 2014 Real Estate Lease Med-Care Administrators, LLC Facility

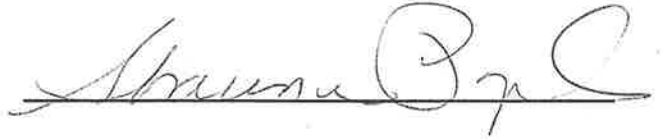
1. David C. Grow, Chairman of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. The Chairman then appointed Shawna Papale, Secretary of the Issuer, to record the minutes of the hearing.
3. The Chairman then described the proposed project and related financial assistance as follows:

Medcare Administrators, LLC, or an entity to be formed on behalf of Medcare Administrators, LLC (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition and renovation of a 15,000± square foot commercial building (the "Improvements") situated on a 2.65± acre parcel of land located at 9372 River Road, Town of Marcy, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing medical practice billing, management and consulting services to medical providers and institutions throughout New York State (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, renovation and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will own the Facility and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company, and at the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for approximately ten (10) years, exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating the Improvements, exemptions from mortgage recording taxes and abatement of real property taxes for a period of ten (10) years, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency 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. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

4. The Chairman then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. The Chairman then asked if there were any further comments, and, there being none, the hearing was closed at 1:50 p.m.

A handwritten signature in dark ink, appearing to read "Shirley B. C.", is written over a horizontal line.

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 December 17, 2013 at 1:30PM
local time, at Marcy Town Hall, 8801 Paul Becker Road, Marcy, 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 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 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 March 26, 2014.


Secretary

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Secretary/
Executive Director

Julianne Cardone
Treasurer

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive
Rome, New York 13441-4105
(315) 338-0393, fax (315) 338-5694

David C. Grow
Chairman

Natalie Brown
Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Eugene Quadraro
Michael Valentine
Stephen Zogby

TO: OCIDA Board of Directors

FROM: Jennifer Waters

DATE: December 17, 2013

RE: MedCare Public Hearing

Attendees: Jef Saunders, Vic Scalise, Matt Ross, Greg Johnson, Brian Scala

From Agency: Shawna Papale, Jennifer Waters, Ferris Betrus

Public hearing opened at 1:30 PM.

There was a change in the public hearing meeting notice- the address is 9372 River Road, not 9360 River Road.

Attendees waived reading public hearing notice.

Brian Scala stated that he has sent a letter to the Agency in regards to the project. But he has done supplemental research and found that the taxes do not affect special districts.

No other comment.

Public Hearing was closed at 1:50 PM.

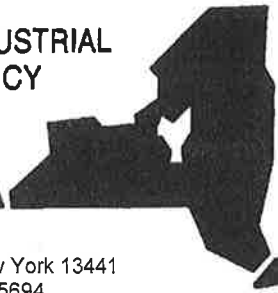
Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/Treasurer
Executive Director

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

OCIDA



584 Phoenix Drive, Rome, New York 13441
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info@mvedge.org; www.mvedge.org

David C. Grow, Chairman
Natalie Brown, Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

December 4, 2013

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

Re: *Medcare Administrators, LLC Facility*

Dear Sir:

On December 17, 2013 at 1:30 PM, local time, at Marcy Town Hall, 8801 Paul Becker Road, Marcy, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Medcare Administrators, LLC. 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 Papale at the Agency at telephone number 338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:


Shawna M. Papale, Executive Director

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/Treasurer
Executive Director

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



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David C. Grow, Chairman
Natalie Brown, Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

December 4, 2013

Mr. Brian N. Scala, Supervisor
Town of Marcy
8801 Paul Becker Road
Marcy NY 13403

Re: Medcare Administrators, LLC Facility

Dear Sir:

On December 17, 2013 at 1:30 PM, local time, at Marcy Town Hall, 8801 Paul Becker Road, Marcy, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Medcare Administrators, LLC. 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 Papale at the Agency at telephone number 338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:


Shawna M. Papale, Executive Director

c: Gail M. Schillaci, Town Clerk

Anthony J. Picente Jr.
County Executive

Shawna Papale
Secretary/Treasurer
Executive Director

Jennifer Waters
Assistant Secretary

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DEVELOPMENT AGENCY



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David C. Grow, Chairman
Natalie Brown, Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Mary Faith Messenger
Eugene Quadraro
Steven Zogby

December 4, 2013

Mr. Thomas Schoen, Jr., President
Board of Education
Whitesboro Central School District
67 Whitesboro St.
Yorkville, NY 13495

Re: *Medcare Administrators, LLC Facility*

Dear Sir:

On December 17, 2013 at 1:30 PM, local time, at Marcy Town Hall, 8801 Paul Becker Road, Marcy, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Medcare Administrators, LLC. 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 Papale at the Agency at telephone number 338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:


Shawna M. Papale, Executive Director

c: Mr. David Langone, District Superintendent

Anthony J. Picente Jr.
County Executive

Shawna M. Papale
Executive Director
Secretary/Treasurer

Jennifer Waters
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

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David C. Grow
Chairman

Natalie Brown
Vice Chairman

Ferris Betrus Jr.
Michael Fitzgerald
Mary Faith Messenger
Eugene Quadraro
Stephen Zogby

December 4, 2013

Mikale Billard, Clerk
Oneida County Board of Legislators
800 Park Avenue
Utica NY 13501

Re: *Medcare Administrators, LLC*

Dear Mr. Billard:

On December 17, 2013 at 1:30 p.m., local time, at Marcy Town Hall, 8801 Paul Becker Road, Marcy, New York, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for Medcare Administrators, LLC. 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.

We are providing this notice to you as Clerk of the Oneida County Board of Legislators as a courtesy, so that you may distribute a copy to any Board members who represent 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 Papale at the Agency at telephone number 338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:


Shawna Papale, Secretary

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the 17th day of December 2013 at 1:30PM, local time, at Marcy Town Hall, 8801 Paul Becker Road, Marcy, New York, in connection with the following matters:

Medcare Administrators, LLC, or an entity to be formed on behalf of Medcare Administrators, LLC (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist in the acquisition and renovation of a 15,000± square foot commercial building (the "Improvements") situated on a 2.65± acre parcel of land located at 9360 River Road, Town of Marcy, Oneida County, New York (the "Land") and the acquisition and installation of equipment in the Improvements (the "Equipment"), all to be used for the purpose of providing medical practice billing, management and consulting services to medical providers and institutions throughout New York State (the Land, the Improvements and the Equipment is referred to collectively as the "Facility" and the acquisition, renovation and equipping of the Facility is referred to collectively as the "Project"). The Facility will be initially operated and/or managed by the Company.

The Company will own the Facility and will lease the Facility to the Agency. The Agency will lease the Facility back to the Company, and at the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of a lease for approximately ten (10) years, exemptions from sales and use taxes on materials and/or equipment used or incorporated in renovating the Improvements, exemptions from mortgage recording taxes and abatement of real property taxes for a period of ten (10) years, which financial assistance is consistent with the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency 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. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed Project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Dated: December 4, 2013

By: /s/ Shawna M. Papale, Executive Director