
TRANSCRIPT OF PROCEEDINGS

TOWN OF AMHERST DEVELOPMENT CORPORATION
TAX-EXEMPT REVENUE BOND
(BEECHWOOD HEALTH CARE CENTER, INC. PROJECT), SERIES 2017
IN THE PRINCIPAL AMOUNT OF \$9,675,000

CLOSING DATE: SEPTEMBER 14, 2017

APPROVING OPINION:

HODGSON RUSS LLP

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| General Certificate of the Issuer regarding incumbency and signatures of officers, execution of the Bond, the Bond Purchase Agreement and the other Financing Documents to be executed by the Issuer (the “Issuer Documents”), no litigation and continued existence, with the following items included as exhibits: | |
| Exhibit A - Sponsor Resolution; | |
| Exhibit B - Certificate of Reincorporation of the Issuer, certified by the New York State Department of State; | |
| Exhibit C - By-Laws of the Issuer; | |
| Exhibit D - Certificate of Good Standing relating to the Issuer from the New York State Department of State; | |
| Exhibit E - Proof of publication of notice of the Public Hearing (the “Public Hearing Notice”); | |
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General Certificate of the Company regarding incumbency and signatures of officers, execution of the Loan Agreement and other Financing Documents to be executed by the Company (the “Company Documents”), no litigation and continued existence, with the following items included as exhibits:

- Exhibit A - Certificate of Consolidation of the Company, certified by the New York State Department of State;
- Exhibit B - By-Laws of the Company;
- Exhibit C - Certificate of Good-Standing relating to the Company from the New York State Department of State;
- Exhibit D - Section 501(c)(3) Determination Letter relating to the Company from the Internal Revenue Service;
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