

At 1 of the Supreme Court of the State of New York, held in and for the County of New York, at the Supreme Court House, in the Borough of Manhattan, City of New York, on the 16th day of Dec, 2014

PRESENT: HON. EILEEN A. RAKOWER

HON. _____ JUSTICE

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In the Matter of the Petition of :

Rivington House – The Nicholas A. Rango : **ORDER**

Health Care Facility :

For Leave to Sell All or Substantially All Assets Pursuant : Index No. 162246/10

to Section 511 of the Not-for-Profit Corporation Law :

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On reading and filing the Verified Petition of Rivington House – The Nicholas A. Rango Health Care Facility (“Rivington House”), a charitable not-for-profit corporation duly organized and existing under the Not-for-Profit Corporation Law of the State of New York by the filing and recording of its Certificate of Incorporation in the Office of the Secretary of State of New York on November 1, 1990, having its principal offices at 45 Rivington Street, New York, New York 10002, where it operates a 219 bed skilled nursing facility under the name “Rivington House-The Nicholas A. Rango Health Care Facility;” being duly verified on the 2nd day of December, 2014 by Emma DeVito, its President and Chief Executive Officer, praying for leave of the Court to sell to New Rivington Properties, LLC (the “Real Estate Buyer”) (i) the parcel of land located at 45 Rivington Street, New York, New York, Block 420, Lot 47 (the “Land”); (ii) all buildings and improvements situated on the Land (collectively, the “Building”);


(iii) all right, title and interest of the Petitioner, if any, in and to the land lying in the bed of any street or highway in front of or adjoining the Land to the center line thereof and to any unpaid award for any taking by condemnation or any damage to the Land by reason of a change of grade of any street or highway; (iv) all right, title and interest of the Petitioner, if any, in and to any appurtenances (including, without limitation air rights and development rights, or easements of any kind whatsoever relating to the Land and Building); and (v) all right, title and interest of the Petitioner, if any, in and to the fixtures attached or appurtenant to the Building and necessary for the proper operation of the Building, ((i) through (v) are collectively, the "Premises"), for the sum of \$28,000,000, in the form of an assumption of liabilities to third parties by the Real Estate Buyer, estimated to be \$7,497,772 as of September 30, 2014, and the balance paid in cash net of any closing adjustments (the "Purchase Price"), and praying for leave of the Court to (i) transfer to Village Center for Care, a New York not-for-profit corporation which operates a 105 bed nursing home in New York City ("Village Center for Care") the net cash proceeds of the Purchase Price, and all the rights, title and interest in any other cash, cash equivalents and investments held by Rivington House, estimated as of October 31, 2014 to be \$25,179,700, subject to the retention by Rivington House of a "Working Capital Reserve" as described in the Verified Petition (the "Cash Transfers"), and (ii) forgive certain loans owed by Village Care of New York, Inc. ("VillageCare") and its not-for-profit affiliates to Rivington House, in the aggregate amount of \$17,742,374 (the "Debt"), and it appearing to the satisfaction of the Court that the interests of Rivington House will be promoted by the sale of the Premises, the forgiveness of the Debt and the Cash Transfers and that charitable objects generally will be conserved with such disposition within the intent of Section 511 of the Not-for-Profit Corporation Law of the State of New York, and on motion of Cadwalader, Wickersham & Taft LLP, attorneys for Rivington House, it is

ORDERED, that Rivington House be and it is hereby granted leave and authority to sell to the Real Estate Buyer the Premises on the terms and conditions for the proposed conveyance described in the Verified Petition and that the consideration for such sale be \$28,000,000, in the form of an assumption of liabilities to third parties by the Real Estate Buyer estimated to be \$7,497,772 as of September 30, 2014, and the balance paid in cash net of any closing adjustments, and it is further

ORDERED, that Rivington House be and it is hereby granted leave and authority to forgive the Debt and convey, transfer and pay over the Cash Transfers to Village Center for Care to support and benefit the chronically ill, with an emphasis on HIV/AIDS services, to the extent feasible, including the following licensed programs of Village Center for Care: a not-for-profit nursing home, AIDS Day Treatment Program, Adult Day Health Center, certified home health agency, health home, and other similar programs operated by Village Center for Care, and it is further


ORDERED, that a copy of this signed Order shall be served on the Attorney General within ten (10) days of the date hereof, and the Attorney General shall receive written notice that the transaction has been completed, abandoned or is still pending ninety (90) days after the date of this Order.

ENTER



J.S.C.

THE ATTORNEY GENERAL HEREBY APPEARS HEREIN, HAS NO OBJECTION TO THE GRANTING OF JUDICIAL APPROVAL HEREON, ACKNOWLEDGES RECEIPT OF STATUTORY NOTICE, AND DEMANDS SERVICE OF ALL PAPERS SUBMITTED HEREIN INCLUDING ALL ORDER, JUDGMENTS AND ENDORSEMENTS OF THE COURT. SAID NO OBJECTION IS CONDITIONED ON SUBMISSION OF THE MATTER TO THE COURT WITHIN 30 DAYS HEREAFTER.

 12-10-14
ASSISTANT ATTORNEY GENERAL DATE
