At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
         Eugene Caccamise
         Clint Campbell
         Jay Popli
         Mark Siwiec
         Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
              Elaine Liberti
              Michael J. Townsend, Esq.
              Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the renovation of the second and third floors of the Company-owned building located at 116 W. Main Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING PLYMOUTH TERRACE, LLC AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, PLYMOUTH TERRACE, LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the renovation of the second and third floors of the Company-owned building located at 116 W. Main Street in the City of Rochester, New York (the "Improvements") from commercial space into 10 market-rate residential apartments; and (B) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Improvements, the "Facility"); all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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, a public hearing was held on December 15, 2015, 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 could be heard and afforded an opportunity, both orally and in writing, to present said views; notice of said public hearing was published in a newspaper of general circulation in the County of Monroe and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

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

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the renovation, equipping, repair and maintenance of the Facility by the Agency and the
lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility (the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and renovate and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency to acquire, renovate and equip the Facility, and such appointment includes the following activities as they relate to the construction, renovation, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, 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 the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Acting Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company
as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $507,469, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $40,598. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and (ii) real property tax abatement for a ten (10) year term pursuant to the custom abatement schedule approved by the City of Rochester.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
STATE OF NEW YORK )
COUNTY OF MONROE ) ss.:

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]
Paul A. Johnson, Acting Executive Director
Date: March 15, 2016

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the renovation of the second and third floors of the Company-owned building located at 116 W. Main Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr

Final Resolution
RESOLUTION AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE PLYMOUTH TERRACE, LLC FACILITY AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 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, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the renovation of the second and third floors of the Company-owned building located at 116 W. Main Street in the City of Rochester, New York (the "Improvements") from commercial space into 10 market-rate residential apartments; (B) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Improvements, the "Facility"); and (C) the lease of the Facility to Plymouth Terrace, LLC (the "Company"); all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on March 15, 2016, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; 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 transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe 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 leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and
(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

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

Section 3. The Agency is hereby authorized to acquire an interest in the Facility 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 and the PILOT Agreement (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 Acting Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

(b) The Acting Executive Director, Deputy Executive Director or any officer 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 Leaseback 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 Leaseback Agreement, 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 Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.
STATE OF NEW YORK
COUNTY OF MONROE

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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 and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

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 Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT:
Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT:
Ann L. Burr

ALSO PRESENT:
Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction of 10 attached row houses to be located on North Plymouth Avenue in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING PLYMOUTH TERRACE, LLC AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, PLYMOUTH TERRACE, LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition or retention of a leasehold or other interest in a certain aggregate approximately 0.508-acre parcel of land located on North Plymouth Avenue in the City of Rochester, New York (the "Land"); (B) the construction on the Land of 10 attached row houses, each house to be 1-2 stories high and to contain 2-3 bedrooms, bathroom, living room, dining room, kitchen, full basement together with a detached garage (the "Improvements"); and (C) the acquisition and installation of various machinery and equipment (the "Equipment" and, together with the Land and the Improvements, the "Facility"); all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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, a public hearing was held on December 15, 2015, 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 could be heard and afforded an opportunity, both orally and in writing, to present said views; notice of said public hearing was published in a newspaper of general circulation in the County of Monroe and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

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

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.
Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility (the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, 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 the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Acting Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.
Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $1,307,392, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $104,591. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and (ii) real property tax abatement for a ten (10) year term pursuant to the City of Rochester's CHOICE Program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
STATE OF NEW YORK )
COUNTY OF MONROE ) ss.:

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]
Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman  
          Eugene Caccamise  
          Clint Campbell  
          Jay Popli  
          Mark Siwiec  
          Mary Worboys-Turner  

ABSENT: Ann L. Burr  

ALSO PRESENT: Paul A. Johnson, Acting Executive Director  
               Elaine Liberti  
               Michael J. Townsend, Esq.  
               Rachel Baranello Endress, Esq.  

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 a certain facility more particularly described as the construction of 10 attached row houses to be located on North Plymouth Avenue in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo  
Eugene Caccamise  
Clint Campbell  
Jay Popli  
Mark Siwiec  
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE PLYMOUTH TERRACE, LLC FACILITY AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 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, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition or retention of a leasehold or other interest in a certain aggregate approximately 0.508-acre parcel of land located on North Plymouth Avenue in the City of Rochester, New York (the "Land"); (B) the construction on the Land of 10 attached row houses, each house to be 1-2 stories high and to contain 2-3 bedrooms, bathroom, living room, dining room, kitchen, full basement together with a detached garage (the "Improvements"); and (C) the acquisition and installation of various machinery and equipment (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and (C) the lease of the Facility to Plymouth Terrace, LLC (the "Company"); all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on March 15, 2016, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; 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 transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe 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 leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

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

Section 3. The Agency is hereby authorized to acquire an interest in the Facility 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 and the PILOT Agreement (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 Acting Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.
The Acting Executive Director, Deputy Executive Director or any officer 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 Leaseback 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 Leaseback Agreement, 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 Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.
I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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 and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

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 Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction of an approximately 6,000 square-foot addition to the Company’s existing building located at 1500 Brighton-Henrietta Town Line Road in the Town of Brighton, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL
DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING
KAUPP FAMILY, LLC
AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING,
CONSTRUCTING, REDEVELOPING, EQUIPPING, REPAIRING AND
MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND
DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN
FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, KAUPP FAMILY, LLC, a New York limited liability company, for itself
or an entity formed or to be formed (the "Company"), has applied to the County of Monroe
Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain
project (the "Project") consisting of: (A) the construction of an approximately 6,000 square-foot
addition (the "Improvements") to the Company's existing approximately 16,850 square-foot
building located at 1500 Brighton-Henrietta Town Line Road in the Town of Brighton, New
York [Tax Map #: Part of 148.19-1-35.11]; and (B) the acquisition and installation in, on or
about the Improvements of certain machinery, equipment and related personal property (the
"Equipment" and, together with the Improvements, the "Facility"); all for use by J.K. Jewelry,
Inc. (the "Tenant") in its business as an international manufacturer of precious metal components
for the jewelry industry; all pursuant to Article 18-A of the General Municipal Law of the State
of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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 Company has agreed to indemnify the Agency against certain losses,
claims, expenses, damages and liabilities that may arise in connection with the transaction
contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the
Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to
the Company.

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

Section 1. An environmental review of the Facility pursuant to the State
Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead
agency. The Agency's actions and approvals taken herein are based on a review of a negative
declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest
in and the renovation, redevelopment, equipping, repair and maintenance of the Facility by the
Agency and the lease or sublease of the Facility to the Company will promote job opportunities,
health, general prosperity and the economic welfare of the inhabitants of the County of Monroe
and the people of the State of New York and improve their standard of living, thereby serving the
public purposes of the Act and, therefore, the same is approved;
Section 3. The Agency hereby approves the cost/benefit report submitted by the
Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility
(the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive
Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute
and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting
Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The
execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of
the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency
shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and
equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency
to acquire, construct and equip the Facility, and such appointment includes the following
activities as they relate to the construction, erection, completion, use, repair and maintenance of
the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and
replacement of the Equipment, whether or not any materials or supplies described below are
incorporated into or become an integral part of the Improvements or the Equipment: (i) all
purchases, leases, rentals and other uses of tools, machinery and equipment in connection with
acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases,
rentals, uses or consumption of supplies, materials and services of every kind and description in
connection with acquiring, constructing, equipping, repairing and maintaining the Facility, 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
the Improvements, Land or the Equipment, including all repairs, maintenance and replacement
of all such property. Said agent is authorized to make, execute, acknowledge and deliver any
contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in
general to do all things which may be requisite or proper for completing the Facility, all with the
same powers and with the same validity as the Agency could do if acting on its own behalf. As
agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to
agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and
subagents and to such other parties as the Company chooses. The Acting Executive Director,
Deputy Executive Director or any officer of the Agency are each authorized and directed to
execute and deliver to said agent an appropriate letter on Agency letterhead describing the
authority granted under this resolution.

Section 7. Based upon the representation and warranties made by the Company in its
application for financial assistance, the Agency hereby authorizes and approves (i) the Company
as its agent, to make purchases of goods and services relating to the Project and that would
otherwise be subject to New York State and local sales and use tax in an amount up to $250,000,
which result in New York State and local sales and use tax exemption benefits ("sales and use tax
exemption benefits") not to exceed $20,000; (ii) the Tenant as its agent, to make purchases of
goods and services relating to the Project and that would otherwise be subject to New York State
and local sales and use tax in an amount up to $30,000, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $2,400. The Agency agrees to consider any requests by the Company and/or the Tenant for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (iii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof including any refinancing thereof; and (iv) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
STATE OF NEW YORK
COUNTY OF MONROE ) ss.:

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction of an approximately 6,000 square-foot addition to the Company's existing building located at 1500 Brighton-Henrietta Town Line Road in the Town of Brighton, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION AUTHORIZING THE ACQUISITION OF A
LEASEHOLD INTEREST IN AND THE LEASING OF THE
KAUPP FAMILY, LLC FACILITY
AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New
York, as amended and Chapter 55 of the Laws of 1972 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, there was submitted to the Agency a proposal to assist with a certain project
(the "Project") consisting of: (A) the construction of an approximately 6,000 square-foot addition
(the "Improvements") to the Company's existing approximately 16,850 square-foot building
located at 1500 Brighton-Henrietta Town Line Road in the Town of Brighton, New York [Tax
Map #: Part of 148.19-1-35.11]; (B) the acquisition and installation in, on or about the
Improvements of certain machinery, equipment and related personal property (the "Equipment"
and, together with the Improvements, the "Facility"); and (C) the lease of the Facility to Kaupp
Family, LLC (the "Company") for sublease to J.K. Jewelry, Inc. (the "Tenant") for use in its
business as an international manufacturer of precious metal components for the jewelry industry;
all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on March 15, 2016, decided to
proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the
Company; 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 transactions
contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe 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 leasing of the Facility from and the leasing back of the Facility to the
Company will promote and maintain the job opportunities, health, general prosperity and
economic welfare of the citizens of the County of Monroe and the State of New York and
improve their standard of living and thereby serve the public purposes of the Act; and
(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

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

Section 3. The Agency is hereby authorized to acquire an interest in the Facility 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 and the PILOT Agreement (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 Acting Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.
The Acting Executive Director, Deputy Executive Director or any officer 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 Leaseback 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 Leaseback Agreement, 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 Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.
STATE OF NEW YORK
COUNTY OF MONROE

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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 and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

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 Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction and equipping of an approximately 7,300 square-foot building located at 135 FedEx Way in the Town of Gates, Monroe County, New York.

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

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<thead>
<tr>
<th>AYE</th>
<th>NAY</th>
<th>ABSENT</th>
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<tbody>
<tr>
<td>Theresa B. Mazzullo</td>
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RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING 135 FEDWHY WAY LLC AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, 135 FEDWHY WAY LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 1.50-acre parcel of land located at 135 FedEx Way in the Town of Gates, New York [Tax Map No.: 118.05-1-9.1] (the "Land"); (B) the construction on the Land of an approximately 7,300 square-foot building comprised of approximately 6,000 square feet of warehousing space and approximately 1,300 square feet of office space (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be leased to the Company and subleased to Grove Roofing Services, Inc. (the "Tenant") for use in its business as a commercial roofing company; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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 Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

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

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people
of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility (the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the renovation, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, 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 the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Acting Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $160,000,
which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $12,800; (ii) the Tenant as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $50,000, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $4,000. The Agency agrees to consider any requests by the Company and/or the Tenant for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and (iii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT:
Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT:
Ann L. Burr

ALSO PRESENT:
Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction and equipping of an approximately 7,300 square-foot building located at 135 FedEx Way in the Town of Gates, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE 135 FEDWHY WAY LLC FACILITY AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 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, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 1.50-acre parcel of land located at 135 FedEx Way in the Town of Gates, New York [Tax Map No.: 118.05-1-9.1] (the "Land"); (B) the construction on the Land of an approximately 7,300 square-foot building comprised of approximately 6,000 square feet of warehousing space and approximately 1,300 square feet of office space (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be leased to 135 FedWhy Way LLC (the "Company") and subleased to Grove Roofing Services, Inc. (the "Tenant") for use in its business as a commercial roofing company; all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on March 15, 2016, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; 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 transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe 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 leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

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

Section 3. The Agency is hereby authorized to acquire an interest in the Facility 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 and the PILOT Agreement (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 Acting Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.
(b) The Acting Executive Director, Deputy Executive Director or any officer 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 Leaseback 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 Leaseback Agreement, 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 Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.
STATE OF NEW YORK )
COUNTY OF MONROE ) ss.:  

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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 and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

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 Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]
Paul A. Johnson  Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction and equipping of an approx. 15,000 square-foot building to be located at 350 Rosedale Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING
WHITNEY BAIRD ASSOCIATES, LLC
AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, WHITNEY BAIRD ASSOCIATES, LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in a portion of an approximately 0.94-acre parcel of land located at 350 Rosedale Street in the City of Rochester, New York 14620 [Tax Map ID No.: Part of 121.680-0003-001.002] (the "Land"); (B) the construction thereon of an approximately 15,000 square-foot building (the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be subleased to various as-yet-un-named tenants for use as retail space; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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, a public hearing was held on December 15, 2015, 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 could be heard and afforded an opportunity, both orally and in writing, to present said views; notice of said public hearing was published in a newspaper of general circulation in the County of Monroe and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

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

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.
Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility (the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, 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 the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Acting Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.
Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $1,274,000, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $101,920. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof, including any refinancing thereof; and (iii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
STATE OF NEW YORK )
COUNTY OF MONROE ) ss.:

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]

Paul A. Johnson, Acting Executive Director
Date: March 15, 2016

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction and equipping of an approx. 15,000 square-foot building to be located at 350 Rosedale Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr

Final Resolution
RESOLUTION AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE WHITNEY BAIRD ASSOCIATES, LLC FACILITY AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 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, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in a portion of an approximately 0.94-acre parcel of land located at 350 Rosedale Street in the City of Rochester, New York 14620 [Tax Map ID No.: Part of 121.680-0003-001.002] (the "Land"); (B) the construction thereon of an approximately 15,000 square-foot building (the "Improvements"), (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and (D) the lease of the Facility to Whitney Baird Associates, LLC (the "Company") for sublease to various as-yet-un-named tenants for use as retail space; all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on March 15, 2016, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; 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 transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe 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 leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

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

Section 3. The Agency is hereby authorized to acquire an interest in the Facility 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 and the PILOT Agreement (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 Acting Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.
(b) The Acting Executive Director, Deputy Executive Director or any officer 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 Leaseback 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 Leaseback Agreement, 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 Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.
I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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 and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

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 Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the renovation and rehabilitation of an existing building and the construction and equipping of 4-story, 115,200 square-foot, 99-unit apartment building to be located at 911-913 University Avenue in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING MORGAN U-AVE LLC AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING, CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, MORGAN U-AVE LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 2.51-acre parcel of land located at 911-913 University Avenue in the City of Rochester, New York (the "Land") together with the existing approximately 8,434 square-foot building thereon (the "Existing Improvements"); (B)(i) the renovation and rehabilitation of the Existing Improvements for continued use by a veteran's organization known as Monroe Voiture No. 111 Memorial Home, Inc. (the "Tenant"), and (ii) the construction on the remaining portion of the Land of a 4-story, 115,200 square-foot, 99-unit apartment building with 132 interior vehicle parking spaces and a 25-space surface parking lot together with related improvements (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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, a public hearing was held on March 15, 2016, 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 could be heard and afforded an opportunity, both orally and in writing, to present said views; notice of said public hearing was published in a newspaper of general circulation in the County of Monroe and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:
Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility (the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and renovate, construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency to acquire, renovate, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, renovation, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, renovating, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, renovating, constructing, equipping, repairing and maintaining the Facility, 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 the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents,
contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Acting Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $8,455,258, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $676,421. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof, including any refinancing thereof; and (iii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
STATE OF NEW YORK )
COUNTY OF MONROE ) ss.:

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]
Paul A. Johnson, Acting Executive Director
Date: March 15, 2016

At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction and equipping of an approx. 223,900 square-foot 5-story mixed-use building to be located at 103 Court Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING MORGAN COURT STREET APARTMENTS LLC AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, MORGAN COURT STREET APARTMENTS LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 1.63-acre parcel of land located at 103 Court Street in the City of Rochester, New York [Tax Map No. 121.310-0001-033.001] (the "Land"); (B) the construction thereon of an approximately 223,900 square-foot 5-story mixed-use building consisting of 124 residential units, 10,000 square feet of commercial/retail and back office space and parking (collectively, the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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, a public hearing was held on March 15, 2016, 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 could be heard and afforded an opportunity, both orally and in writing, to present said views; notice of said public hearing was published in a newspaper of general circulation in the County of Monroe and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

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

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.
Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility (the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, 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 the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Acting Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.
Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $18,470,087, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $1,477,607. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof, including any refinancing thereof; and (iii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
STATE OF NEW YORK
COUNTY OF MONROE ss.:

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the renovation and rehabilitation of an existing building into classrooms, a cafeteria and a gymnasium for use as a public charter school and to be located at 21 Humboldt Street in the City of Rochester, Monroe County, New York.

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

**AYE**
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

**NAY**

**ABSENT** Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING 21 HUMBOLDT STREET, LLC AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING, REHABILITATING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, 21 HUMBOLDT STREET, LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 7.01-acre parcel of land located at 21 Humboldt Street in the City of Rochester, New York [Tax Map #: 122.300-0001-002.001] (the "Land") together with the approximately 127,800 square-foot building thereon (the "Existing Improvements"); (B) the renovation and rehabilitation of approximately 48,800 square feet of the Existing Improvements into classrooms, a cafeteria and a gymnasium to be subleased to Vertus Charter School for use as a tuition-free public charter high school (the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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, a public hearing was held on March 15, 2016, 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 could be heard and afforded an opportunity, both orally and in writing, to present said views; notice of said public hearing was published in a newspaper of general circulation in the County of Monroe and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

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

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead
and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $2,100,000, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $168,000. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof, including any refinancing thereof; and (iii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]
Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the renovation and rehabilitation of an existing building into classrooms, a cafeteria and a gymnasium for use as a public charter school and to be located at 21 Humboldt Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE 21 HUMBOLDT STREET, LLC FACILITY AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 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, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 7.01-acre parcel of land located at 21 Humboldt Street in the City of Rochester, New York [Tax Map #: 122.300-0001-002.001] (the "Land") together with the approximately 127,800 square-foot building thereon (the "Existing Improvements"); (B) the renovation and rehabilitation of approximately 48,800 square feet of the Existing Improvements into classrooms, a cafeteria and a gymnasium to be subleased to Vertus Charter School for use as a tuition-free public charter high school (the "Improvements"); (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease of the Facility to 21 Humboldt Street, LLC (the "Company") for sublease to Vertus Charter School; all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on March 15, 2016, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; 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 transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe 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 leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

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

Section 3. The Agency is hereby authorized to acquire an interest in the Facility 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 and the PILOT Agreement (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 Acting Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.
(b) The Acting Executive Director, Deputy Executive Director or any officer 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 Leaseback 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 Leaseback Agreement, 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 Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.
STATE OF NEW YORK )
COUNTY OF MONROE ) ss.: 

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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 and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

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 Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction of an approximately 30,000 square foot addition to an existing building located at 15 St. James Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING SCHREIBER FAMILY PROPERTIES, LLC AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, REDEVELOPING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, SCHREIBER FAMILY PROPERTIES, LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in a portion of an approximately 4.40-acre parcel of land located at 15 St. James Street in the City of Rochester, New York 14606 [Tax Map No.: Part of 105.580-0002-040.002] (the "Land"); (B) the construction of an approximately 30,000 square foot addition (the "Improvements") to the Company's existing approximately 43,100 square-foot building thereon; and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); all to be subleased to Main-Ford General Supply Co., Inc. for use in its business as a food service equipment wholesaler; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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 Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

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

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;
Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility (the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, 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 the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Acting Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $457,500, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $36,600. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the
Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and (ii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
STATE OF NEW YORK 
COUNTY OF MONROE ss.

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]
Paul A. Johnston, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT:
Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT:
Ann L. Burr

ALSO PRESENT:
Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the construction of an approximately 30,000 square foot addition to an existing building located at 15 St. James Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE SCHREIBER FAMILY PROPERTIES, LLC FACILITY AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 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, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in a portion of an approximately 4.40-acre parcel of land located at 15 St. James Street in the City of Rochester, New York 14606 [Tax Map No.: Part of 105.580-0002-040.002] (the "Land"); (B) the construction of an approximately 30,000 square foot addition (the "Improvements") to the Company's existing approximately 43,100 square-foot building thereon; (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and (D) the lease of the Facility to Schreiber Family Properties, LLC (the "Company") for sublease to Main-Ford General Supply Co., Inc. (the "Tenant") for use in its business as a food service equipment wholesaler; all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on March 15, 2016, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; 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 transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe 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 leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

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

Section 3. The Agency is hereby authorized to acquire an interest in the Facility 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 and the PILOT Agreement (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 Acting Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.
The Acting Executive Director, Deputy Executive Director or any officer 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 Leaseback 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 Leaseback Agreement, 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 Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.
STATE OF NEW YORK)
COUNTY OF MONROE ) ss.:

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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 and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

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 Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]
Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

**PRESENT:** Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

**ABSENT:** Ann L. Burr

**ALSO PRESENT:** Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the modernization and redevelopment of an existing approximately 32,000 square-foot warehouse located at 127-131 Railroad Street in the City of Rochester, Monroe County, New York.

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

**AYE**
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

**NAY**

**ABSENT**
Ann L. Burr
RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING RR STREET LLC AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, RENOVATING, REDEVELOPING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, RR STREET LLC, a New York limited liability company, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an existing approximately 32,000 square-foot warehouse located at 127-131 Railroad Street in the City of Rochester, New York 14609 [Tax Map # 106.670-0001-084] (the "Existing Improvements"); (B) the modernization and redevelopment of the Existing Improvements for commercial, office and retail purposes (the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Existing Improvements and the Improvements, the "Facility"); approximately 5,500 square feet of the Facility will be subleased to SCN Hospitality LLC, a commercial restaurant commissary serving several local restaurants, approximately 4,700 square feet of the Facility will be subleased to two restaurant operations, and the remaining portion of the building will be leasable space; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as 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, a public hearing was held on March 15, 2016, 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 could be heard and afforded an opportunity, both orally and in writing, to present said views; notice of said public hearing was published in a newspaper of general circulation in the County of Monroe and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

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

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead
agency. The Agency's actions and approvals taken herein are based on a review of a negative
declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest
in and the renovation, redevelopment, equipping, repair and maintenance of the Facility by the
Agency and the lease or sublease of the Facility to the Company will promote job opportunities,
health, general prosperity and the economic welfare of the inhabitants of the County of Monroe
and the people of the State of New York and improve their standard of living, thereby serving the
public purposes of the Act and, therefore, the same is approved;

Section 3. The Agency hereby approves the cost/benefit report submitted by the
Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent 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 development of the Facility
(the "Agent Agreement") is hereby approved. The Acting Executive Director, Deputy Executive
Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute
and deliver the Agent Agreement, with such changes in terms and conditions, as the Acting
Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The
execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of
the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency
shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and renovate,
redevelop and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency
to acquire, renovate, redevelop and equip the Facility, and such appointment includes the
following activities as they relate to the renovation, erection, completion, use, repair and
maintenance of the Improvements and the purchase, use, lease, placement, installation, repair,
maintenance and replacement of the Equipment, whether or not any materials or supplies
described below are incorporated into or become an integral part of the Improvements or the
Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in
connection with acquiring, renovating, equipping, repairing and maintaining the Facility, (ii) all
purchases, rentals, uses or consumption of supplies, materials and services of every kind and
description in connection with acquiring, renovating, equipping, repairing and maintaining the
Facility, 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 the Improvements, Land or the Equipment, including all repairs, maintenance
and replacement of all such property. Said agent is authorized to make, execute, acknowledge
and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the
Agency, and in general to do all things which may be requisite or proper for completing the
Facility, all with the same powers and with the same validity as the Agency could do if acting on
its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in
whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontracts
of such agents and subagents and to such other parties as the Company chooses. The Acting
Executive Director, Deputy Executive Director or any officer of the Agency are each authorized
and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to $737,520, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $59,002. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof, including any refinancing thereof; and (iii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Acting Executive Director, Deputy Executive Director or any officer 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 11. This resolution shall take effect immediately.
STATE OF NEW YORK 
COUNTY OF MONROE  ss: 

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

Paul A. Johnson, Acting Executive Director
At a meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Agency"), held in the Conference Room of the Ebenezer Watts Building, 49 South Fitzhugh Street, Rochester, New York, on March 15, 2016, the following members of the Agency were:

PRESENT: Theresa B. Mazzullo, Chairman
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

ABSENT: Ann L. Burr

ALSO PRESENT: Paul A. Johnson, Acting Executive Director
Elaine Liberti
Michael J. Townsend, Esq.
Rachel Baranello Endress, Esq.

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 a certain facility more particularly described as the modernization and redevelopment of an existing approximately 32,000 square-foot warehouse located at 127-131 Railroad Street in the City of Rochester, Monroe County, New York.

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

AYE
Theresa B. Mazzullo
Eugene Caccamise
Clint Campbell
Jay Popli
Mark Siwiec
Mary Worboys-Turner

NAY

ABSENT
Ann L. Burr
RESOLUTION AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE RR STREET LLC FACILITY AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 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, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an existing approximately 32,000 square-foot warehouse located at 127-131 Railroad Street in the City of Rochester, New York 14609 [Tax Map # 106.670-0001-084] (the "Existing Improvements"); (B) the modernization and redevelopment of the Existing Improvements for commercial, office and retail purposes (the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Existing Improvements and the Improvements, the "Facility"); approximately 5,500 square feet of the Facility will be subleased to SCN Hospitality LLC, a commercial restaurant commissary serving several local restaurants, approximately 4,700 square feet of the Facility will be subleased to two restaurant operations, and the remaining portion of the building will be leasable space; and (D) the lease of the Facility to RR Street LLC (the "Company") for sublease to the above-named entities; all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on March 15, 2016, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; 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 transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe 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 leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and
economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company’s payment of real property taxes.

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

Section 3. The Agency is hereby authorized to acquire an interest in the Facility 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 and the PILOT Agreement (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 Acting Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall
approve. The execution thereof by the Acting Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

(b) The Acting Executive Director, Deputy Executive Director or any officer 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 Leaseback 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 Leaseback Agreement, 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 Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.
STATE OF NEW YORK  
COUNTY OF MONROE  

I, the undersigned Acting Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on March 15, 2016, 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 and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

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 Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 15th day of March, 2016.

[Signature]
Paul A. Johnson, Acting Executive Director