RESOLUTION
(Gallina Development Corp./Transcat, Inc. Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Wheatland Town Hall, 22 Main Street, Scottsville, New York 14546, on October 17, 2017.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA TAKING OFFICIAL ACTION APPOINTING GALLINA DEVELOPMENT CORP. AND TRANSCAT, INC. AS AGENTS OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AGENT AGREEMENTS; AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE GALLINA DEVELOPMENT CORP. FACILITY AND THE EXECUTION OF RELATED DOCUMENTS AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

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, GALLINA DEVELOPMENT CORP., a New York corporation, for itself or an entity formed or to be formed (collectively, the "Company"), submitted an application, attached hereto as Exhibit A, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition or retention of a leasehold interest in a portion of an approximately 6.02-acre parcel of land located at 35 Vantage Point Drive in the Town of Ogden, New York (the "Land"); (B) the construction of an approximately 11,250 square-foot addition (the "Improvements") to the existing approximately 37,250 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"), to be subleased to Transcat, Inc. (the "Tenant") for use as its national headquarters; all pursuant 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 October 16, 2017, 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, it is contemplated that the Agency will (i) negotiate agent agreements (the "Agent Agreements"), pursuant to which the Agency will appoint the Company and the Tenant as its agents for the purpose of acquiring, constructing and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance (the "Financial Assistance") to the Company and the Tenant in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, (b) if necessary, a mortgage recording tax exemption for financing relating to the Project and (c) a partial real property tax abatement structured through the PILOT Agreement; and

WHEREAS, the Company and the Tenant have 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; and

WHEREAS, the Town of Ogden Planning Board, as lead agency, conducted a review of the Project pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and its implementing regulations at 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"), which resulted in the issuance of a negative declaration by the Town of Ogden Planning Board dated August 10, 2017 (the "Negative Declaration"), concluding the SEQRA process.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(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) It is desirable and in the public interest for the Agency to appoint the Company and the Tenant as its agents for purposes of acquiring, constructing and equipping the Project; and

(d) The action to be taken by the Agency will induce the Company and the Tenant to develop the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or the Tenant or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or the Tenant or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) The Town of Ogden Planning Board has conducted a review of the Project pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"). In addition to classifying the Project as an Unlisted Action pursuant to SEQRA, the Town of Ogden Planning Board also issued a Negative Declaration on August 10, 2017 determining that the Project did not present a potential significant adverse environmental impact. The Agency, having reviewed the materials presented by the Company, further determines that the Project does not pose a potential significant adverse environmental impact and thus ratifies the Negative Declaration previously issued by the Town of Ogden Planning Board pursuant to 6 N.Y.C.R.R. § 617.7.

**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.** Subject to the Company and the Tenant executing the Agent Agreements and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company and the Tenant to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company and the Tenant as 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 agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents 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 agents of the Agency, the Company and the Tenant are 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 or the Tenant chooses. The 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 5. 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 $370,000, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $29,600. 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; (ii) if necessary, a mortgage tax exemption in connection with the financing of the Facility or portions thereof and 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 6. Based upon the representation and warranties made by the Tenant in its application for financial assistance, the Agency hereby authorizes and approves (i) 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 $585,000, which result in New York State and local sales and use tax exemption benefits not to exceed $46,800. The Agency agrees to consider any requests by 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 (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 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 and the Tenant, its respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (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 8. 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 redacted) are hereby approved.

Section 9. The Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Company, and (C) the PILOT Agreement; provided, that, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 10. The Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and PILOT Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency (if any) to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve, the execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.
Section 11. The Executive Director or any officer 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 and to execute and deliver all such certificates, instruments and documents, to 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 such Executive Director or any officer of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 12. 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 13. This resolution shall take effect immediately.

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

<table>
<thead>
<tr>
<th></th>
<th>Yea</th>
<th>Nay</th>
<th>Absent</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ann L. Burr</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jay Popli</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mary Worboys-Turner</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Peter Buckley</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Anthony Meleo</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
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<tr>
<td>Gary Collins</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Troy Milne</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

The Resolutions were thereupon duly adopted.
STATE OF NEW YORK  
COUNTY OF MONROE  ) ss.:

I, the undersigned 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 d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on October 17, 2017, 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 17th day of October, 2017.

Jeffrey R. Adair, Executive Director
EXHIBIT A

APPLICATION

[See Attached]
# Board Report

## Table 1: Basic Information

<table>
<thead>
<tr>
<th>Project Applicant</th>
<th>Gallina Transcat</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Name</td>
<td>Gallina - Transcat</td>
</tr>
<tr>
<td>Project Industry</td>
<td>Professional, Scientific, and Technical Services</td>
</tr>
<tr>
<td>Municipality</td>
<td>Ogden Town</td>
</tr>
<tr>
<td>School District</td>
<td>Spaceport</td>
</tr>
<tr>
<td>Type of Transaction</td>
<td>Lease</td>
</tr>
<tr>
<td>Project Cost</td>
<td>$1,280,000</td>
</tr>
<tr>
<td>Mortgage Amount</td>
<td>$550,000</td>
</tr>
<tr>
<td>Employment at Application (Annual FTEs)</td>
<td>144</td>
</tr>
<tr>
<td>Direct Employment Expected to Result from Project (Annual FTEs)</td>
<td>43 (32 created and 11 retained)</td>
</tr>
<tr>
<td>Direct Employment Required for PILOT (Annual FTEs)</td>
<td>14</td>
</tr>
</tbody>
</table>

## Table 2: Estimated State & Regional Benefits / Estimated Project Incentives Analysis (Discounted Present Value*)

<table>
<thead>
<tr>
<th>Total State and Regional Benefits</th>
<th>$2,839,612</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Project Incentives</td>
<td>$157,943</td>
</tr>
<tr>
<td>State and Regional Benefits to Incentives Ratio</td>
<td>88:1</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Projected Employment</th>
<th>State</th>
<th>Region</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Employment</td>
<td>604</td>
<td>604</td>
</tr>
<tr>
<td>Direct***</td>
<td>43 (32 created and 11 retained)</td>
<td>43 (32 created and 11 retained)</td>
</tr>
<tr>
<td>Indirect***</td>
<td>15</td>
<td>15</td>
</tr>
<tr>
<td>Induced****</td>
<td>25</td>
<td>25</td>
</tr>
<tr>
<td>Temporary Construction (Direct and Indirect)</td>
<td>20</td>
<td>20</td>
</tr>
</tbody>
</table>

## Table 3: Estimated State & Regional Benefits (Discounted Present Value*)

<table>
<thead>
<tr>
<th>Total State and Regional Benefits</th>
<th>$2,839,612</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income Tax Revenue</td>
<td>$1,710,628</td>
</tr>
<tr>
<td>Property Tax/PILOT Revenue</td>
<td>$75,838</td>
</tr>
<tr>
<td>Sales Tax Revenue</td>
<td>$1,034,496</td>
</tr>
<tr>
<td>IDA Fee</td>
<td>$5,550</td>
</tr>
</tbody>
</table>

## Table 4: Estimated Project Incentives (Discounted Present Value*)

<table>
<thead>
<tr>
<th>Total Project Incentives</th>
<th>$157,943</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mortgage Tax</td>
<td>$5,500</td>
</tr>
<tr>
<td>Property Tax Above 485-b</td>
<td>$76,043</td>
</tr>
<tr>
<td>Sales Tax</td>
<td>$76,400</td>
</tr>
</tbody>
</table>

* Figures over 10 years and discounted by 2%
** Direct - The recipient of IDA assistance adds new jobs to the regional economy and/or retains jobs at risk of being lost to another region. Investments that result in displacing existing jobs (e.g., most retail and many service sector industries) do not fall under this definition.
*** Indirect - The recipient of IDA assistance makes purchases from regional firms, which stimulates suppliers to add jobs and payrolls that are new to the regional economy or are saved from being lost to competitors outside the region.
**** Induced - The recipient of IDA assistance by adding to and/or retaining payroll stimulates household spending that is new to the regional economy and/or saved from being lost to competitors outside the region.

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APPLICATION FOR ASSISTANCE

COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY

Each applicant seeking assistance must complete this application and provide required supplemental form/documentation. A non-refundable application fee of $350.00 must be included with this application. Make check payable to COMIDA. Please see page 10 for additional information on costs and fees.

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law, except for information that is considered defensible by the Freedom of Information Law. This form is available at www.comida.ny.gov.

Projects will be subject to compliance monitoring regarding the local labor commitment, employment requirements and incentive verification. The cost of this monitoring will be paid by COMIDA.

I. APPLICANT

A. Name          Gallina Development Corporation
    Address      1890 South Winton Road, Suite 100
    City/State/Zip Rochester, NY 14618
    Tax ID No.    
    Contact Name Evan Gallina
    Title        Project Manager
    Telephone    (585) 654-6650
    E-Mail       evan@gallinadev.com

B. Owners of 20% or more of Applicant Company
   Name               %       Corporate Title
   Andrew R. Gallina  100%  President

C. Applicant’s Legal Counsel
   Name             Richard P. Renzi
   Firm             Sutton, DeLeeuw, Clark, and Darsey
   Address          359 North Washington Street
   City/State/Zip   Rochester, NY 14625
   Telephone        (585) 586-8680
   Fax              (585) 381-3559
   Email            rpranz@frontiernet.net

II. PROJECT

A. Address of proposed project facility
    35 Vantage Point Drive

    Tax Map Parcel Number
    City/Town/Village  Rochester
    School District   Ogden
    Current Legal Owner of Property
    Gallina Development Corporation

B. Proposed User(s)/Tenant(s) of the Facility
   If there are multiple Users/Tenants, please attach additional pages.
   Company Name     Transcat, Inc.
   Address          35 Vantage Point Drive
   City/State/Zip   Rochester
   Tax ID No.       
   Contact Name    Michael J. Tschilder
   Title           CFO
   Telephone        (585) 352-7777
   E-Mail          mttschilder@transcat.com
   % of facility to be occupied by company 100%

C. Owners of 20% or more of User/Tenant Company
   Name               %       Corporate Title
   Publicly Traded Corp

D. Benefits Requested (Check all that apply)
   ☑ Sales Tax Exemption
   ☑ Industrial Revenue Bond Financing
   ☑ Mortgage Recording Tax Exemption
   ☑ Real Property Tax Abatement
E. Description of project (check all that apply)
   ☐ New Construction
   ☑ Existing Facility
      ☐ Acquisition
      ☐ Expansion
      ☐ Renovation/Modernization
   ☐ Acquisition of machinery/equipment
   ☐ Other (specify) ____________________________

GENERAL DESCRIPTION OF THE PROJECT AND BACKGROUND ON USER(S) OF THE FACILITY
(Attached additional sheets as necessary)

The Project consists of an 11,250 square foot addition to an existing 37,250 building that is home to Transcat, Inc. in the Town of Ogden. By constructing this addition, the 48,500 square foot facility will allow the national headquarters for Transcat, Inc. to remain under one roof. The main purpose for the addition is to relocate inventory from an existing warehouse outside of New York State.

Transcat, Inc. is a publicly traded company that has been supporting industry’s test and measurement requirements for over 50 years. Transcat, Inc. serves customers within such areas as the pharmaceutical, industrial manufacturing, energy, and chemical process industries and continues to be one of North America’s largest calibration and compliance services provider.
II. PROJECT (cont'd)

F. Are other facilities or related companies located within New York State?
   □ Yes □ No

Location:

Will the Project result in the removal of an industrial or manufacturing plant of the Project occupant from one area of the state to another area of the state?
   □ Yes □ No

Will the Project result in the abandonment of one or more plants or facilities of the Project occupant located within the state?
   □ Yes □ No

If Yes to either question, explain how, notwithstanding the aforementioned closing or activity reduction, the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry:

G. Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency?
   □ Yes □ No

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken with the Financial Assistance to be provided by the Agency:

By receiving Financial Assistance on this project:

H. PROJECT TIMELINE

Proposed Date of Acquisition

Proposed Commencement Date of Construction
10/01/2017

Anticipated Completion Date
02/01/2017

I. Contractor(s)
Gal-Son Development

J. State Environmental Quality Review (SEQR) Act Compliance

COIDMA, in granting assistance to the Applicant, is required to comply with the New York State Environmental Quality Review Act (SEQR). This is applicable to projects that require the state or local municipality to issue a discretionary permit, license or other type of Approval for that project.

Does the proposed project require discretionary permit, license or other type of approval by the state or local municipality?
   □ Yes – Include a copy of any SEQR documents related to this Project including Environmental Assessment Form, Final Determination, Local Municipality Negative Declaration, etc.
   □ No

**To be completed with Agency assistance.
III. PROPERTY TAX ABATEMENT/PAYMENT IN LIEU OF TAX AGREEMENT (PILOT)

Check One:

☐ JOBSPLUS

Requirements:
• Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is ________.

☐ LEASEPLUS

Requirements:
• University and/or medical related facilities in which a 501(c)3 entity leases from a for-profit entity.
• Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is ________.

☐ ENHANCED JOBSPLUS

Requirements:

• A minimum $15 million investment in new plant, machinery and equipment or renovation of existing building(s) AND
• A minimum of 100 new jobs from new companies locating in Monroe County, or existing companies expanding operations here.

☐ GREEN JOBSPLUS

Requirements:
• LEED® Certification — Project must be rated as Certified, Gold, Silver or Platinum by the United States Green Building Council’s Leadership in Energy and Environmental Design (LEED®) Green Building Rating System.
• Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is ________.

☐ SHELTER RENTS

for student housing or affordable housing projects.

☐ Local Tax Jurisdiction Sponsored PILOT

☐ NO PROPERTY TAX ABATEMENT IS SOUGHT FOR THIS PROJECT
IV. APPLICANT PROJECT COSTS

A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipping of the project by the applicant:

Building Construction or Renovation

a. MATERIALS
   a. $ 250,000
b. LABOR
   b. $ 160,000
Site Work

c. MATERIALS
   c. $ 120,000
d. LABOR
   d. $ 75,000
e. Non-Manufacturing Equipment
   e. $
f. Furniture and Fixtures
   f. $
g. LAND and/or BUILDING Purchase
   g. $
h. Manufacturing Equipment
   h. $
i. Soft Costs (Legal, Architect, Engineering)
   i. $ 70,000
j. Other (specify)
   j. $
   k. $
   l. $
   m. $

Total Project Costs

$ 695,000

B. Sources of Funds for Project Costs:

a. Tax-Exempt Industrial Revenue Bond
   a. $
b. Taxable Industrial Revenue Bond
   b. $
c. Tax-Exempt Civic Facility Bond
   c. $
d. Bank Financing
   d. $ 280,000
e. Public Sources
   e. $

Identify each state and federal grantor/creditor

$ 0
$ 0
$ 0

$ 0

I. Equity

$ 695,000

TOTAL SOURCES

$ 695,000

C. Has the applicant made any arrangements for the financing of this project?

Yes

No

If so, please specify bank, underwriter, etc.

ESL Federal Credit Union

IV. COMPLETE FOR EACH USER/TENANT THAT IS SEEKING SALES TAX EXEMPTION

USER/TENANT(S) PROJECT COSTS

Use additional sheets as necessary

Company Name: Transcat, Inc.

A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipping of the project by the user(s)/tenant(s) for which a sales tax exemption is requested.

Estimated Cost(s) Eligible for Sales Tax Exemption (Enter)

a. MATERIALS
   a. $
b. LABOR
   b. $
c. Non-Manufacturing Equipment
   c. $ 10,000
d. Furniture and Fixtures
   d. $ 25,000
e. Other (specify)
   e. $ 59,000
   f. Calibration
   f. $

Total

$ 145,000

A non-refundable fee of 1% on TOTAL(s) above is due and payable upon issuance of a Sales Tax Letter to User(s)/Tenant(s)

Transcat, Inc.

User/Tenant Company

Signature

Date

For Office Use Only

Total Assessment Value

Land
Building

Applicant 2002: 17-024A
User/Tenant 2002: 17-035A

FM

[Signature]

Title

Date

5100 CityPlace 50 West Main Street Rochester, New York 14614

18
VI. Value of Incentives

Project name: Gallina - Transcat

A. IDA PILOT Benefits:

Current Assessment

Dollar Value of New Construction & Renovation Costs
Estimated New Assessed Value of Project Subject to IDA

<table>
<thead>
<tr>
<th>Tax Rate / $1,000</th>
<th>County Tax rate</th>
<th>Local Tax Rate</th>
<th>School Tax Rate</th>
<th>Total Tax Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>$1,550,000 Taxes on Land</td>
<td>8.49</td>
<td>5.70</td>
<td>24.09</td>
<td>38.28</td>
</tr>
<tr>
<td>625,000</td>
<td>2,175,000</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>PILOT Year</th>
<th>% Payment</th>
<th>PILOT Payment Amount</th>
<th>County PILOT Amount</th>
<th>Local PILOT Amount</th>
<th>School PILOT Amount</th>
<th>Total PILOT Amount</th>
<th>Full Tax Payment w/o PILOT Exemption</th>
<th>Net Exemption</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>90%</td>
<td>1,847</td>
<td>1,240</td>
<td>5,240</td>
<td>8,326</td>
<td>142,593</td>
<td>74,933</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>80%</td>
<td>3,693</td>
<td>2,480</td>
<td>10,479</td>
<td>16,652</td>
<td>142,593</td>
<td>66,607</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>70%</td>
<td>5,540</td>
<td>3,719</td>
<td>15,719</td>
<td>24,978</td>
<td>142,593</td>
<td>58,281</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>60%</td>
<td>7,386</td>
<td>4,959</td>
<td>20,958</td>
<td>33,304</td>
<td>142,593</td>
<td>49,955</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>50%</td>
<td>9,233</td>
<td>6,199</td>
<td>26,198</td>
<td>41,630</td>
<td>142,593</td>
<td>41,630</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>40%</td>
<td>11,079</td>
<td>7,439</td>
<td>31,437</td>
<td>49,955</td>
<td>142,593</td>
<td>33,304</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>30%</td>
<td>12,926</td>
<td>8,678</td>
<td>36,677</td>
<td>58,281</td>
<td>142,593</td>
<td>24,978</td>
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<tr>
<td>8</td>
<td>20%</td>
<td>14,773</td>
<td>9,918</td>
<td>41,917</td>
<td>66,607</td>
<td>142,593</td>
<td>16,652</td>
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<tr>
<td>9</td>
<td>10%</td>
<td>16,619</td>
<td>11,158</td>
<td>47,156</td>
<td>74,933</td>
<td>142,593</td>
<td>8,326</td>
<td></td>
</tr>
<tr>
<td>10</td>
<td>0%</td>
<td>18,466</td>
<td>12,398</td>
<td>52,396</td>
<td>83,259</td>
<td>142,593</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>101,562</td>
<td>68,186</td>
<td>288,177</td>
<td>457,925</td>
<td>1,425,930</td>
<td>374,666</td>
<td></td>
</tr>
</tbody>
</table>

* Local Tax Rate for Town/City/Village

B. Sales Tax Exemption Benefit:

- Estimated value of Sales Tax exemption for faculty construction: $29,600
- Estimated Sales Tax exemption for fixtures and equipment: $46,800
- Estimated duration of Sales Tax exemption: 1 year

C. Mortgage Recording Tax Exemption Benefit:

- Estimated Value of Mortgage Recording Tax exemption: $5,500

D. Industrial Revenue Bond Benefit

- IRB inducement amount, if required: $0

E. Percentage of Project Costs financed form Public Sector sources:

- Total Value of Incentives: $456,565.50
- Sources of Funds (Section IV.B): $1,280,000.00

** All estimates are based on current tax rates.
VII. PROJECTED EMPLOYMENT

Transcat, Inc.

Company Name:

Applicant: ☐  

User/Tenant: ☒

You must include a copy of the most recent NYS-456 Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return OR if you have multiple locations within New York State, the Bureau of Labor - BLE 3020 - Multiple Worksite Report.

<table>
<thead>
<tr>
<th>Current # of jobs at proposed project location or to be relocated to project location</th>
<th>IF FINANCIAL ASSISTANCE IS GRANTED - project the number of FTE and PTE jobs to be RETAINED</th>
<th>IF FINANCIAL ASSISTANCE IS GRANTED - project the number of FTE and PTE jobs to be CREATED upon THREE Years after Project completion</th>
<th>Estimate number of residents of the Labor Market Area in which the Project is located that will fill the FTE and PTE jobs to be created upon THREE Years after Project Completion **</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full time (FTE)</td>
<td>140.0</td>
<td>10.0</td>
<td>31.0</td>
</tr>
<tr>
<td>Part Time (PTE)</td>
<td>8.0</td>
<td>2.0</td>
<td>2.0</td>
</tr>
<tr>
<td>Total</td>
<td>148.0</td>
<td>12.0</td>
<td>33.0</td>
</tr>
</tbody>
</table>

** For purposes of this question, please estimate the number of FTE and PTE jobs that will be filled, as indicated in the third column, by residents of the Labor Market Area. In the fourth column, the number of FTE and PTE jobs that will be created upon completion that will fill the FTE and PTE jobs to be created upon completion. The Labor Market Area includes Monroe County, Orleans County, Genesee County, Wyoming County, Livingston County, Ontario County, Wayne County, Yates County, and Seneca County chosen at the Agency’s discretion.

[Remainder of this Page Intentionally Left Blank]
### Salary and Fringe Benefits for Jobs to be Retained and/or Created:

<table>
<thead>
<tr>
<th>Category of Jobs to be Retained and Created</th>
<th>Average Annual Salary or Range of Salary</th>
<th>Average Annual Fringe Benefits or Range of Fringe Benefits (stated as a percentage)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Management</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Professional</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Administrative</td>
<td>See Exhibit F</td>
<td></td>
</tr>
<tr>
<td>Production</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Independent Contractor</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Estimated Annual Salary of NEW Jobs

<table>
<thead>
<tr>
<th>AVERAGE</th>
<th>60,000</th>
</tr>
</thead>
<tbody>
<tr>
<td>HIGH</td>
<td>70,000</td>
</tr>
<tr>
<td>LOW</td>
<td>25,000</td>
</tr>
</tbody>
</table>

This information constitutes a "trade secret" and/or "Information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprise", and, is thereby exempt from disclosure pursuant to New York Freedom of Information Law.

---

[The Remainder of this Page Intentionally Left Blank]
"Exhibit A"

Salary and Fringe Benefits for jobs to be Retained and/or Created

<table>
<thead>
<tr>
<th></th>
<th>Average Salary</th>
<th>Fringe Benefits</th>
</tr>
</thead>
<tbody>
<tr>
<td>Professional</td>
<td>$70,000</td>
<td>26%</td>
</tr>
<tr>
<td>Calibration Technician</td>
<td>$55,000</td>
<td>26%</td>
</tr>
<tr>
<td>Lab Support</td>
<td>$40,000</td>
<td>26%</td>
</tr>
<tr>
<td>Warehouse</td>
<td>$25,000</td>
<td>26%</td>
</tr>
<tr>
<td>Inside Sales/Support</td>
<td>$45,000</td>
<td>26%</td>
</tr>
<tr>
<td>Software IT</td>
<td>$80,000</td>
<td>26%</td>
</tr>
</tbody>
</table>
VIII. LOCAL LABOR

To be completed by all Applicants and Users/Tenants of Projects which include the construction of new, expanded or renovated facilities:

Company Name: Gallina Development Corporation

Applicant: ☐ or User/Tenant: ☐

All project employees of the general contractor, subcontractor, or sub to a subcontractor (contractors) working on the project must reside within the following counties in the State of New York: Monroe, Genesee, Livingston, Ontario, Orleans, Seneca, Wayne, Wyoming or Yates. The All-Local Labor criterion will be verified based on employment, payroll and related records.

COMIDA understands that at certain times local labor may not be available within the local area. Under this condition, applicants are required to complete a waiver request of the All-Local Labor requirement prior to beginning construction. Contractors do not have to be local companies as defined herein, but must employ local people to qualify under the All-Local Labor criterion.

The foregoing terms have been read, reviewed and understood by the Applicant or User/Tenant and all appropriate personnel. Furthermore, the undersigned agrees and understands that the information contained herein must be transmitted and conveyed in a timely fashion to all applicable subcontractors, suppliers and materialman. Furthermore, the undersigned agrees to post and maintain a sign, provided by COMIDA, in a prominent, easily accessible location, identifying the project as a recipient of COMIDA assistance and the local labor requirements associated with this assistance.

Furthermore, the undersigned realizes that failure to abide by the terms herein could result in COMIDA revoking all or any portion of benefits it deems reasonable in its sole discretion for any violation hereof.

[Handwritten Signature]

Gallina Development Corporation
(APPLICANT or USER/TENANT COMPANY)

Signature

Project Manager

Date: 9/27/17

Title: Evan Cella
IX. FEES

1. Application Fee - Send with Completed Application

A non-refundable application fee of Three Hundred Fifty Dollars ($350.00) shall be charged each applicant.

2. Administrative Fee - Paid at Closing

(a) For tax-exempt IRB bond issues, the fee shall be one percent (1%) of the project amount. For projects that utilize a Payment In Lieu of Taxes (PILOT) agreement, an additional one-quarter percent (1/4%) will be added.

(b) For lease/leaseback transactions and taxable bond issues, the fee shall be one-half percent (1/2%) of the project amount. For projects that utilize a Payment In Lieu of Taxes (PILOT) agreement, an additional one-quarter percent (1/4%) will be added.

(c) For refunding outstanding COMIDA bond issues, the fee shall be one-quarter percent (1/4%) of the new issuance amount.

3. If a sales tax letter is required prior to closing, a non-refundable twenty-five percent (25%) of the Administrative Fee and Agency Counsel fee is payable at that time. This amount will be applied towards the Administrative fee and Agency Counsel Fee. The Sales Tax Letter shall only be for a three (3) month period. If the project does not have a formal closing within three (3) months of the sales tax letter being issued, and an extension is not granted, the balance of the Administrative fee and Agency Counsel fee become immediately due and payable.

4. Agency Counsel fee is one-third (1/3) of the Agency's Administrative fee, with a minimum fee for a lease/leaseback transaction of $4,000.00.

5. Designated Bond Counsel fee is based on the complexity and amount of the transaction.
X. CERTIFICATION

The undersigned company officer and/or user/tenant officer each hereby certifies, on behalf of the company and/or user/tenant, respectively (each singularly and together, the "Applicant"), as follows:

A. The Information contained in this Application, including employment Information, is true and correct. The Applicant is aware that any material misrepresentation made in this Application constitutes an act of fraud, resulting in revocation of COMIDA benefits.

B. The undersigned, on behalf of the Applicant, hereby certifies that the Applicant, and all parties which own a minimum of 20% of the Applicant are current and will remain current on all real property, federal, state, sales, income and withholding taxes throughout the term of any agreements made in connection with this Application.

C. Compliance with N.Y. GML Sec. 662(1): Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

D. Compliance with Applicable Laws: The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

E. False and Misleading Information: The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency’s involvement in the Project.

F. Recapture: Should the Applicant not expend as projected or hire as presented, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.

G. Applicant hereby releases the County of Monroe Industrial Development Agency ("Agency") from, agrees that the Agency shall not be liable for, and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency’s examination and processing of, and action pursuant to or upon, this Application, regardless of whether or not this Application or the Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (B) the Agency’s acquisition, construction, renovation and/or equipping of the Project described herein; and (C) any further action taken by the Agency with respect to the Project; including, without limiting the generality of the foregoing, all causes of action and attorneys’ fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law, that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency in connection with the Project may be subject to recapture by the Agency under such terms and conditions as will be set forth in the Agent Agreement to be entered into by and between the Agency and the Applicant. The Applicant further represents and warrants that the Information contained in this
Application, including without limitation, information regarding the amount of New York State and local sales and use tax exemption benefits, is true, accurate and complete.

APPLICANT COMPANY

Gallme Development Corporation

Signature: Euan Gallme

Title: Project Manager

Date: 9/27/17

USER/ TENANT COMPANY

TRANSMART, INC.

Signature: Michael J. Schikhen

Title: CFO

Date: 9/27/17
EXHIBIT B

SEQR

[See Attached]
OGDEN PLANNING BOARD
Notice of Decision

Date: August 10, 2017

Appeal of: Gallina Development

For:
Transcat Inc. Building Addition-Application of Gallina Development to construct an 11,250 square foot addition to the existing building at 35 Vantage Point Drive, Rochester, NY 14624 in an LI, Light Industrial District. This project to be serviced by public water and public sanitary facilities.

Tax Acct. #117.02-1-18.12

SEOR Determination
Introduced by Ms. Hetzke
Seconded by Ms. DelRegno

MAY IT BE RESOLVED that the Planning Board classifies this action as an Unlisted Action, with a Negative Declaration.

Vote of the Board
Ayes: Baird, Parker, Hetzke, DelRegno, Coburn, Halaris
Nays: None
Absent: Marshall

PLEASE TAKE NOTICE that at the Ogden Planning Board meeting, which was held on August 10, 2017 preliminary and final approval was granted with the following contingencies:

• Satisfy the concerns of the Town Engineer
• Satisfy the concerns of the Highway Superintendent

Vote of the Board
Ayes: DelRegno, Baird, Parker, Hetzke, Coburn, Halaris
Nays: None
Absent: Marshall

Respectfully,

Gary Parker
Chairman
Short Environmental Assessment Form  
Part 1 - Project Information  

Instructions for Completing  
Part 1 - Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information. Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 - Project and Sponsor Information  

<table>
<thead>
<tr>
<th>Name of Action or Project:</th>
<th>Transcat Inc. - Building Addition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Location (describe, and attach a location map):</td>
<td>35 Vantage Point Drive</td>
</tr>
<tr>
<td>Brief Description of Proposed Action:</td>
<td>Gallina Development, owners of 35 Vantage Point Drive, would like to construct a new 11,250 SF building addition for their existing tenant Transcat Inc. The proposed building addition will require the existing loading docks to be relocated and general parking improvements. An existing concrete gutter conveying stormwater runoff generated on site and from adjacent parcels will need to be relocated further south. Total site soil disturbance is estimated at less than one acre.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Applicant or Sponsor:</th>
<th>Gallina Development</th>
</tr>
</thead>
<tbody>
<tr>
<td>Telephone:</td>
<td>585 854-6850</td>
</tr>
<tr>
<td>E-Mail:</td>
<td><a href="mailto:evan@gallinaadev.com">evan@gallinaadev.com</a></td>
</tr>
<tr>
<td>Address:</td>
<td>1650 South Winton Road, Suite 100</td>
</tr>
<tr>
<td>City/PO:</td>
<td>Rochester</td>
</tr>
<tr>
<td>State:</td>
<td>NY</td>
</tr>
<tr>
<td>Zip Code:</td>
<td>14618</td>
</tr>
</tbody>
</table>

1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation?  
   If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.  
   NO  YES  

2. Does the proposed action require a permit, approval or funding from any other governmental Agency?  
   If Yes, list agency(s) name and permit or approval:  
   Town of Ogden - Planning Board  
   Monroe County - Department of Planning and Development  
   NO  YES  

3. a. Total acreage of the site of the proposed action?  
   b. Total acreage to be physically disturbed?  
   c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor?  
   6.02 acres  
   .95 acres  
   6.02 acres  

4. Check all land uses that occur on, adjoining and near the proposed action.  
   □ Urban  □ Rural (non-agriculture)  □ Industrial  □ Commercial  □ Residential (suburban)  
   □ Forest  □ Agriculture  □ Aquatic  □ Other (specify):  
   □ Parkland  

Page 1 of 3
5. Is the proposed action,  
   a. A permitted use under the zoning regulations?  
      | NO | YES | N/A |
      |    |    |    |
   b. Consistent with the adopted comprehensive plan?  
      |    |    |    |

6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?  
   | NO | YES | N/A |
   |    |    |    |

7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area?  
   | NO | YES | N/A |
   |    |    |    |
   If Yes, identify: ____________________________
   |    |    |    |

8. a. Will the proposed action result in a substantial increase in traffic above present levels?  
   | NO | YES | N/A |
   |    |    |    |
   b. Are public transportation service(s) available at or near the site of the proposed action?  
   |    |    |    |
   c. Are any pedestrian accommodations or bicycle routes available on or near site of the proposed action?  
   |    |    |    |

9. Does the proposed action meet or exceed the state energy code requirements?  
   If the proposed action will exceed requirements, describe design features and technologies:  
   | NO | YES | N/A |
   |    |    |    |
   NYS Building Code: ____________________________
   |    |    |    |

10. Will the proposed action connect to an existing public/private water supply?  
    | NO | YES | N/A |
    |    |    |    |
    If No, describe method for providing potable water: ____________________________
    |    |    |    |

11. Will the proposed action connect to existing wastewater utilities?  
    | NO | YES | N/A |
    |    |    |    |
    If No, describe method for providing wastewater treatment: ____________________________
    |    |    |    |

12. a. Does the site contain a structure that is listed on either the State or National Register of Historic Places?  
    | NO | YES | N/A |
    |    |    |    |
    b. Is the proposed action located in an archaeological sensitive area?  
    |    |    |    |

13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?  
    | NO | YES | N/A |
    |    |    |    |
    b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?  
    |    |    |    |
    If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: ____________________________
    |    |    |    |

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply:  
   | NO | YES | N/A |
   |    |    |    |
   Shoreline | Forest | Agricultural/grasslands | Early mid-successional |
   |    |    |    |    |
   Wetland | Urban | Suburban |    |    |

15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?  
   | NO | YES | N/A |
   |    |    |    |

16. Is the project site located in the 100 year floodplain?  
   | NO | YES | N/A |
   |    |    |    |

17. Will the proposed action create storm water discharge, either from point or non-point sources?  
    If Yes,  
    | NO | YES | N/A |
    |    |    |    |
    a. Will storm water discharges flow to adjacent properties?  
    |    |    |    |
    b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)?  
    |    |    |    |
    If Yes, briefly describe: ____________________________
    |    |    |    |

Storm water will sheet flow into the existing retention pond located west of the project site. The existing retention pond was built to fit the needs of the entire Industrial Park.
18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g. retention pond, waste lagoon, dam)?
If Yes, explain purpose and size: ________________________________
   YES    NO

19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility?
If Yes, describe: ________________________________
   YES    NO

20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste?
If Yes, describe: ________________________________
   YES    NO

I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE

Applicant/sponsor name: Gallina Development
Signature: ____________________________ Date: 7/21/17
- MRO Group As Agent
Short Environmental Assessment Form
Part 2 - Impact Assessment

Part 2 is to be completed by the Lead Agency.
Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept "Have my responses been reasonable considering the scale and context of the proposed action?"

<table>
<thead>
<tr>
<th>Question</th>
<th>No, or small impact may occur</th>
<th>Moderate to large impact may occur</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>2. Will the proposed action result in a change in the use or intensity of use of land?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>3. Will the proposed action impair the character or quality of the existing community?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>7. Will the proposed action impact existing:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. public / private water supplies?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>b. public / private wastewater treatment utilities?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>11. Will the proposed action create a hazard to environmental resources or human health?</td>
<td>X</td>
<td>X</td>
</tr>
</tbody>
</table>
Short Environmental Assessment Form  
Part 3 Determination of Significance

For every question in Part 2 that was answered "moderate to large impact may occur"; or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

<table>
<thead>
<tr>
<th>Check box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Check box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Lead Agency</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>[Signature]</td>
<td>8/6/17</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Print or Type Name of Responsible Officer in Lead Agency</th>
<th>Title of Responsible Officer</th>
</tr>
</thead>
<tbody>
<tr>
<td>[Signature]</td>
<td>[Title]</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Signature of Responsible Officer in Lead Agency</th>
<th>Signature of Preparer (if different from Responsible Officer)</th>
</tr>
</thead>
<tbody>
<tr>
<td>[Signature]</td>
<td>[Signature]</td>
</tr>
</tbody>
</table>
RESOLUTION
(1162 PVR, LLC/Northwestern Mutual Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Wheatland Town Hall, 22 Main Street, Scottsville, New York 14546, on October 17, 2017.

After the meeting had been duly called to order, the Chair announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain Project more particularly described below.

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA TAKING OFFICIAL ACTION APPOINTING 1162 PVR, LLC AND NORTHWESTERN MUTUAL AS AGENTS OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENTS; AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN AND THE LEASING OF THE 1162 PVR, LLC FACILITY AND THE EXECUTION OF RELATED DOCUMENTS AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

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, 1162 PVR, LLC, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), submitted an application, attached hereto as Exhibit A, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in a portion of an approximately 3.25-acre parcel of land located at 1162 Pittsford-Victor Road in the Town of Perinton, New York (the "Land"); (B) the construction thereon of an approximately 40,000 square-foot Class A office 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, in part, to Northwestern Mutual (the "Tenant"), all pursuant 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 October 16, 2017, 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, it is contemplated that the Agency will (i) negotiate agent agreements (the "Agent Agreements"), pursuant to which the Agency will appoint the Company and the Tenant as its agents for the purpose of acquiring, constructing and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance (the "Financial Assistance") to the Company and the Tenant in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, (b) if necessary, a mortgage recording tax exemption for financing relating to the Project and (c) a partial real property tax abatement structured through the PILOT Agreement; and

WHEREAS, the Company and the Tenant have 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; and

WHEREAS, the Town of Perinton Planning Board, as lead agency, conducted a review of the Project pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and its implementing regulations at 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"), which resulted in the issuance of a negative declaration by the Town of Perinton Planning Board dated September 6, 2017 (the "Negative Declaration"), concluding the SEQRA process.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(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) It is desirable and in the public interest for the Agency to appoint the Company and the Tenant as its agents for purposes of acquiring, constructing and equipping the Project; and

(d) The action to be taken by the Agency will induce the Company and the Tenant to develop the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or the Tenant or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or the Tenant or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) The Town of Perinton Planning Board has conducted a review of the Project pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"). In addition to classifying the Project as an Unlisted Action pursuant to SEQRA, the Town of Perinton Planning Board also issued a Negative Declaration on September 6, 2017 determining that the Project did not present a potential significant adverse environmental impact. The Agency, having reviewed the materials presented by the Company, further determines that the Project does not pose a potential significant adverse environmental impact and thus ratifies the Negative Declaration previously issued by the Town of Perinton Planning Board pursuant to 6 N.Y.C.R.R. § 617.7.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and replacement 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. Subject to the Company and the Tenant executing the Agent Agreements and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company and the Tenant to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company and the Tenant as 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 agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents 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 agents of the Agency, the Company and the Tenant are 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 or the Tenant chooses. The 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 5. 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 $3,028,890, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $242,312. 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) if necessary, a mortgage tax exemption in connection with the financing of the Facility or portions thereof and 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 6. Based upon the representation and warranties made by the Tenant in its application for financial assistance, the Agency hereby authorizes and approves (i) 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 $200,000, which result in New York State and local sales and use tax exemption benefits not to exceed $16,000. The Agency agrees to consider any requests by 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 (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 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 and the Tenant, its respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (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 8. 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 9. The Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Company, and (C) the PILOT Agreement; provided, that, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 10. The Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and PILOT Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency (if any) to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve, the execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.
Section 11. The Executive Director or any officer 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 and to execute and deliver all such certificates, instruments and documents, to 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 such Executive Director or any officer of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 12. 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 13. This resolution shall take effect immediately.

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

<table>
<thead>
<tr>
<th></th>
<th>Yea</th>
<th>Nay</th>
<th>Absent</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ann L. Burr</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
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<tr>
<td>Jay Popli</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
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<tr>
<td>Mary Worboys-Turner</td>
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<td>X</td>
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<tr>
<td>Peter Buckley</td>
<td>X</td>
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<tr>
<td>Anthony Meleo</td>
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<td></td>
<td>X</td>
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<tr>
<td>Gary Collins</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Troy Milne</td>
<td></td>
<td>X</td>
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The Resolutions were thereupon duly adopted.
STATE OF NEW YORK
COUNTY OF MONROE ) ss.:

I, the undersigned 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 d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on October 17, 2017, 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 17th day of October, 2017.

Jeffrey R. Adair, Executive Director
EXHIBIT A

APPLICATION

[See Attached]
APPLICATION SUMMARY

DATE: October 17, 2017

APPLICANT: 1162 PVR, LLC
1173 Pittsford Victor Road, Suite 14
Pittsford, NY 14534

TENANT: Northwestern Mutual
1162 Pittsford Victor Road
Pittsford, NY 14534

PROJECT SUMMARY: 1162 PVR, LLC is proposing to construct a 40,000 square foot, 2-Story Class A Office Building at 1162 Pittsford Victor Road in the Town of Perinton, and Northwestern Mutual will lease approximately 50% of the building to relocate their Rochester Headquarters. 1162 PVR, LLC also obtained a letter of intent from another tenant who will occupy most of the remaining space. Northwestern Mutual provides insurance and financial planning services and will add 2 new FTEs over the next 3 years. The project will impact 11 existing FTEs. The applicant is seeking approval of a JobsPlus property tax abatement, as well as mortgage recording and sales tax exemptions. The job creation requirement is 2 FTE. Northwestern Mutual is seeking approval of sales tax exemptions on furniture and fixtures. The Benefit/Incentive ratio is 1.7:1.

PROJECT AMOUNT: $7,477,934 – Lease/Leaseback with Abatement

JOBS: EXISTING: 11 FTEs
NEW: 2 FTEs
REQUIREMENT: 2 FTEs

REAL PROPERTY TAXES:
EXISTING: $74,042
WITH IMPROVEMENTS: $771,152

PUBLIC HEARING DATE: October 16, 2017

BENEFIT TO INCENTIVE RATIO: 1.7:1

SEQR: REVIEWED AND PROCESS IS COMPLETE.

ELIGIBILITY: NEW COMMERCIAL CONSTRUCTION WITH INCREASE TO THE TAX BASE

APPROVED PURPOSE: JOB CREATION
RESOLUTION
(1162 PVR, LLC/Northwestern Mutual Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Wheatland Town Hall, 22 Main Street, Scottsville, New York 14546, on October 17, 2017.

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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, 1162 PVR, LLC, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), submitted an application, attached hereto as Exhibit A, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in a portion of an approximately 3.25-acre parcel of land located at 1162 Pittsford-Victor Road in the Town of Perinton, New York (the "Land"); (B) the construction thereon of an approximately 40,000 square-foot Class A office 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, in part, to Northwestern Mutual (the "Tenant"), all pursuant 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 October 16, 2017, 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, it is contemplated that the Agency will (i) negotiate agent agreements (the "Agent Agreements"), pursuant to which the Agency will appoint the Company and the Tenant as its agents for the purpose of acquiring, constructing and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance (the "Financial Assistance") to the Company and the Tenant in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, (b) if necessary, a mortgage recording tax exemption for financing relating to the Project and (c) a partial real property tax abatement structured through the PILOT Agreement; and

WHEREAS, the Company and the Tenant have 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; and

WHEREAS, the Town of Perinton Planning Board, as lead agency, conducted a review of the Project pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and its implementing regulations at 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"), which resulted in the issuance of a negative declaration by the Town of Perinton Planning Board dated September 6, 2017 (the "Negative Declaration"), concluding the SEQRA process.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA as follows:

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(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

2

36
(c) It is desirable and in the public interest for the Agency to appoint the Company and the Tenant as its agents for purposes of acquiring, constructing and equipping the Project; and

(d) The action to be taken by the Agency will induce the Company and the Tenant to develop the Project, thereby increasing employment opportunities in Monroe County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(e) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or the Tenant or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or the Tenant or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(f) The Town of Perinton Planning Board has conducted a review of the Project pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"). In addition to classifying the Project as an Unlisted Action pursuant to SEQRA, the Town of Perinton Planning Board also issued a Negative Declaration on September 6, 2017 determining that the Project did not present a potential significant adverse environmental impact. The Agency, having reviewed the materials presented by the Company, further determines that the Project does not pose a potential significant adverse environmental impact and thus ratifies the Negative Declaration previously issued by the Town of Perinton Planning Board pursuant to 6 N.Y.C.R.R. § 617.7.

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. Subject to the Company and the Tenant executing the Agent Agreements and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company and the Tenant to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company and the Tenant as 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 agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents 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 agents of the Agency, the Company and the Tenant are 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 or the Tenant chooses. The 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 5. 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 $3,028,890, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed $242,312. 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) if necessary, a mortgage tax exemption in connection with the financing of the Facility or portions thereof and 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 6. Based upon the representation and warranties made by the Tenant in its application for financial assistance, the Agency hereby authorizes and approves (i) 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 $200,000, which result in New York State and local sales and use tax exemption benefits not to exceed $16,000. The Agency agrees to consider any requests by 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 (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 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 or the Tenant, its respective 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 and the Tenant, its respective agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (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 8. 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 redacted) are hereby approved.

Section 9. The Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Company, and (C) the PILOT Agreement; provided, that, (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 10. The Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and PILOT Agreement are collectively referred to as, the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency (if any) to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve, the execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.
Section 11. The Executive Director or any officer 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 and to execute and deliver all such certificates, instruments and documents, to 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 such Executive Director or any officer of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 12. 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 13. This resolution shall take effect immediately.

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

<table>
<thead>
<tr>
<th></th>
<th>Yea</th>
<th>Nay</th>
<th>Absent</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ann L. Burr</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jay Popli</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mary Worboys-Turner</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Peter Buckley</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Anthony Meleo</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gary Collins</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Troy Milne</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The Resolutions were thereupon duly adopted.
STATE OF NEW YORK )
COUNTY OF MONROE ) ss.:

I, the undersigned 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 d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on October 17, 2017, 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 17th day of October, 2017.

Jeffrey R. Adair, Executive Director
EXHIBIT A
APPLICATION

[See Attached]
### Board Report

#### Table 1: Basic Information

<table>
<thead>
<tr>
<th>Project/Applicant</th>
<th>162 PVR, LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Name</td>
<td>162 PVR, LLC</td>
</tr>
<tr>
<td>Project Industry</td>
<td>Insurance Carriers and Related Activities</td>
</tr>
<tr>
<td>Municipality</td>
<td>Perinton Town</td>
</tr>
<tr>
<td>School District</td>
<td>Pittsford</td>
</tr>
<tr>
<td>Type of Transaction</td>
<td>Lease</td>
</tr>
<tr>
<td>Project Cost</td>
<td>$7,477,934</td>
</tr>
<tr>
<td>Mortgage Amount</td>
<td>$5,458,450</td>
</tr>
<tr>
<td>Employment at Application (Annual FTEs)</td>
<td>11</td>
</tr>
<tr>
<td>Direct Employment Expected to Result from Project (Annual FTEs)</td>
<td>13 (2 created and 11 retained)</td>
</tr>
<tr>
<td>Direct Employment Required for PILOT (Annual FTEs)</td>
<td>1</td>
</tr>
</tbody>
</table>

#### Table 2: Estimated State & Regional Benefits / Estimated Project Incentives Analysis (Discounted Present Value*)

<table>
<thead>
<tr>
<th>Total State and Regional Benefits</th>
<th>$1,990,627</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Project Incentives</td>
<td>$1,167,308</td>
</tr>
<tr>
<td>State and Regional Benefits to Incentives Ratio</td>
<td>1.7:1</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Projected Employment</th>
<th>State</th>
<th>Region</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Employment</td>
<td>107</td>
<td>107</td>
</tr>
<tr>
<td>Direct**</td>
<td>13 (2 created and 11 retained)</td>
<td>13 (2 created and 11 retained)</td>
</tr>
<tr>
<td>Indirect***</td>
<td>9</td>
<td>9</td>
</tr>
<tr>
<td>Induced****</td>
<td>9</td>
<td>9</td>
</tr>
<tr>
<td>Temporary Construction (Direct and Indirect)</td>
<td>76</td>
<td>76</td>
</tr>
</tbody>
</table>

#### Table 3: Estimated State & Regional Benefits (Discounted Present Value*)

<table>
<thead>
<tr>
<th>Total State and Regional Benefits</th>
<th>$1,990,627</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income Tax Revenue</td>
<td>$770,859</td>
</tr>
<tr>
<td>Property Tax/PILOT Revenue</td>
<td>$697,110</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>----------</td>
</tr>
<tr>
<td>Sales Tax Revenue</td>
<td>$466,223</td>
</tr>
<tr>
<td>IDA Fee</td>
<td>$56,435</td>
</tr>
</tbody>
</table>

Table 4: Estimated Project Incentives (Discounted Present Value*)

<table>
<thead>
<tr>
<th>Total Project Incentives</th>
<th>$1,167,328</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mortgage Tax</td>
<td>$54,585</td>
</tr>
<tr>
<td>Property Tax Above 485-b</td>
<td>$854,432</td>
</tr>
<tr>
<td>Sales Tax</td>
<td>$258,311</td>
</tr>
</tbody>
</table>

* Figures over 10 years and discounted by 2%
** Direct - The recipient of IDA assistance adds new jobs to the regional economy and/or retains jobs at risk of being lost to another region.
Investments that result in displacing existing jobs (e.g., most retail and many service sector industries) do not fall under this definition.
*** Indirect - The recipient of IDA assistance makes purchases from regional firms, which stimulates suppliers to add jobs and payroll that are new to the regional economy or are saved from being lost to competitors outside the region.
**** Induced - The recipient of IDA assistance by adding to and/or retaining payroll stimulates household spending that is new to the regional economy and/or saved from being lost to competitors outside the region.

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APPLICATION FOR ASSISTANCE

COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY

Each applicant seeking assistance must complete this application and provide required supplemental form/documentation. A non-refundable application fee of $350.00 must be included with this application. Make check payable to COMIDA. Please see page 10 for additional information on costs and fees.

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law, except for information that is considered deniable by the Freedom of Information Law. This form is available at www.monroemapa.org.

Projects will be subject to compliance monitoring regarding the local labor commitment, employment requirements and incentive verification. The cost of this monitoring will be paid by COMIDA.

I. APPLICANT

A. Name 1162 PVR, LLC
   Address 1173 Pittsford Victor Road, Suite 14
   City/State/Zip Pittsford, NY 14534
   Tax ID No. 82-2692268
   Contact Name James D. Ryan, Jr.
   Title Member
   Telephone (585) 248-8822
   E-Mail jryan@ryconmgt.com

B. Owners of 20% or more of Applicant Company
   Name % Corporate Title
   Northern Holdings, LL 100

C. Applicant’s Legal Counsel
   Name Timothy Fitzgerald
   Firm Harris Beach, PLLC
   Address 99 Garmsey Road
   City/State/Zip Pittsford, NY 14534
   Telephone (585) 419-8600
   Fax
   Email tfitzgerald@harrisbeach.com

II. PROJECT

A. Address of proposed project facility
   1162 Pittsford Victor Road
   Pittsford, NY 14534
   Tax Map Parcel Number 193.02-1-1
   City/Town/Village Penfield
   School District Pittsford
   Current Legal Owner of Property
   Northern Holdings, LLC

B. Proposed User(s)/Tenant(s) of the Facility
   If there are multiple Users/Tenants, please attach additional pages.
   Company Name Northwestern Mutual
   Address 345 Woodcliff Dr, Suite 162
   City/State/Zip Fairport, NY 14450
   Tax ID No.
   Contact Name
   Title
   Telephone
   E-Mail
   % of facility to be occupied by company 50%

C. Owners of 20% or more of User/Tenant Company
   Name % Corporate Title
   Northwestern Mutual 50%
   Northwestern is a mutual Co. owned by
   It’s policy holdings

D. Benefits Requested (Check all that apply)
   ☑ Sales Tax Exemption
   ☐ Industrial Revenue Bond Financing
   ☑ Mortgage Recording Tax Exemption
   ☑ Real Property Tax Abatement

8100 CityPlace  50 West Main Street  Rochester, New York 14614

REV/5/15/2016

45
Plan to build a two story 40,000 square foot Class A office building. Each floor will comprise 20,000 square feet, with finished ceiling heights of approximately nine feet six inches, windows on all sides providing significant natural light, and will allow maximum flexibility for space planning and efficiency. The building will contain the most advanced HVAC systems, including thermal insulated glass, all to create a cost-effective, healthy environment. The building will have direct-fiber optic connections to multiple providers to ensure competitive and reliable service.

The 3.25 acre site is located in the Town of Perinton in the heart of the primary Class A office corridor in the southeast suburbs. The corridor runs along Route 96/Pittsford Victor Road from Bushnell’s Basin in the north to Eastview Mall in the south. Access to the site will be on a direct entrance from Route 96 to the site.

The project was approved by the Perinton Planning Board on September 6, 2017.

The building will be anchored by Northwestern Mutual, who will be relocating their Rochester headquarters. They will occupy approximately 50% of the building for a term of 10 years. We have another Letter of Intent out for signature for 15,000 rentable sq feet of the first floor. That application will follow once the lease is signed.

Our construction manager is Lefrol Builders, a well-regarded and experienced builder well known in the Rochester community. BME Associates is our Civil Engineer, also a company with many years of excellent experience.
II. PROJECT (cont’d)

F. Are other facilities or related companies located within New York State?
   ☑ Yes    ☐ No
   Location:
   Northwestern has similar offices throughout the state and county.

Will the Project result in the removal of an industrial or manufacturing plant of the Project occupant from one area of the state to another area of the state?

   ☐ Yes    ☑ No

Will the Project result in the abandonment of one or more plants or facilities of the Project occupant located within the state?

   ☑ Yes    ☐ No

If Yes to either question, explain how, notwithstanding the aforementioned closing or activity reduction, the Agency’s Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant’s competitive position in its respective industry**:

N/A

G. Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency?
   ☑ Yes    ☐ No

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken with the Financial Assistance to be provided by the Agency**:

N/A

H. PROJECT TIMELINE
   Proposed Date of Acquisition 10/01/2017
   Proposed Commencement Date of Construction 11/01/2017
   Anticipated Completion Date 05/01/2018

I. Contractor(s)
   LeFrois Builders

J. State Environmental Quality Review (SEQR) Act Compliance
   COMIDA, in granting assistance to the Applicant, is required to comply with the New York State Environmental Quality Review Act (SEQR). This is applicable to projects that require the state or local municipality to issue a discretionary permit, license or other type of Approval for that project.

   Does the proposed project require discretionary permit, license or other type of approval by the state or local municipality?
   ☑ Yes – Include a copy of any SEQR documents related to this Project including Environmental Assessment Form, Final Determination, Local Municipality Negative Declaration, etc.
   ☐ NO

**To be completed with Agency assistance.
III. PROPERTY TAX ABATEMENT/PAYMENT IN LIEU OF TAX AGREEMENT (PILOT)

Check One:

☐ JOBSPLUS

Requirements:

• Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is ___.

☐ LEASEPLUS

Requirements:

• University and/or medical related facilities in which a 501(c)3 entity leases from a for-profit entity.
• Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is ___.

☐ ENHANCED JOBSPLUS

Requirements:

• A minimum $15 million investment in new plant, machinery and equipment or renovation of existing building(s) AND
• A minimum of 100 new jobs from new companies locating in Monroe County, or existing companies expanding operations here.

☐ GREEN JOBSPLUS

Requirements:

• LEED® Certification – Project must be rated as Certified, Gold, Silver or Platinum by the United States Green Building Council’s Leadership in Energy and Environmental Design (LEED®) Green Building Rating System.
• Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is ___.

☐ SHELTER RENTS

for student housing or affordable housing projects.

☐ Local Tax Jurisdiction Sponsored PILOT

☐ NO PROPERTY TAX ABATEMENT IS SOUGHT FOR THIS PROJECT
IV. APPLICANT PROJECT COSTS

A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipping of the project by the APPLICANT.

Building Construction or Renovation
a. MATERIALS $2,928,890
b. LABOR $2,928,890

c. MATERIAls $__________
d. LABOR $__________
e. Non-Manufacturing Equipment $__________
f. Furniture and Fixtures $200,000
g. LAND and/or BUILDING Purchase $800,000
h. Manufacturing Equipment $__________
i. Soft Costs (Legal, Architectural, Engineering) $620,164

Other (specify)

j. $__________
k. $__________
l. $__________
m. $__________

Total Project Costs $7,277,934

B. Sources of Funds for Project Costs:

a. Tax-Exempt Industrial Revenue Bond $__________
b. Taxable Industrial Revenue Bond $__________
c. Tax-Exempt Civic Facility Bond $__________
d. Bank Financing $5,458,450
e. Public Sources $__________

Identify each state and federal grant/credit

$__________

$__________

$__________

$__________

$__________

Total Sources $7,277,934

C. Has the applicant made any arrangements for the financing of this project?

☐ Yes ☐ No

If so, please specify bank, underwriter, etc.

IV. COMPLETE FOR EACH USER/TENANT THAT IS SEEKING SALES TAX EXEMPTION

USER/TENANT(S) PROJECT COSTS

Use additional sheets as necessary.

Company Name: Northwestern Mutual

A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipping of the project by the user(s)/tenant(s) for which a sales tax exemption is requested.

Estimated Costs Eligible for Sales Tax Exemption Benefit

a. MATERIALS $__________
b. LABOR $__________
c. Non-Manufacturing Equipment $__________
d. Furniture and Fixtures $200,000

e. Other (specify) $__________

f. $__________
g. $__________
h. $__________

Total $200,000

A non-refundable fee of 3% on TOTAL(s) above is due and payable upon issuance of a Sales Tax Letter to User(s)/Tenant(s)

RPD Group Inc

Signature	Date

For Office Use Only

Total Assessment Value

Land

Building

Applicant 2600-

User/Tenant 2600-

RM
VI. Value of Incentives
Project name: 1162 PVR, LLC

A. IDA PILOT Benefits:

<table>
<thead>
<tr>
<th>Current Land Assessment</th>
<th>230,300</th>
<th>Taxes on Land</th>
<th>8,309</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dollar Value of New Construction &amp; Renovation Costs</td>
<td>6,058,780</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Estimated New Assessed Value of Project Subject to IDA</td>
<td>6,289,080</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| County Tax rate/$1,000 | 8.37 |
| Local Tax Rate* Tax Rate/$1,000 | 2.20 |
| School Tax Rate /$1,000 | 25.51 |
| Total Tax Rate | 36.08 |

<table>
<thead>
<tr>
<th>PILOT Year</th>
<th>PILOT % Payment</th>
<th>PILOT Amount</th>
<th>PILOT Amount</th>
<th>PILOT Amount</th>
<th>PILOT Amount</th>
<th>Full Tax Payment</th>
<th>Full Tax Net</th>
<th>w/o PILOT Exemption</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>90%</td>
<td>5,264</td>
<td>1,384</td>
<td>16,043</td>
<td>22,691</td>
<td>235,219</td>
<td>204,219</td>
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</tr>
<tr>
<td>2</td>
<td>80%</td>
<td>10,528</td>
<td>2,767</td>
<td>32,087</td>
<td>45,382</td>
<td>235,219</td>
<td>181,528</td>
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<tr>
<td>3</td>
<td>70%</td>
<td>15,792</td>
<td>4,151</td>
<td>48,130</td>
<td>68,073</td>
<td>235,219</td>
<td>158,837</td>
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<tr>
<td>4</td>
<td>60%</td>
<td>21,056</td>
<td>5,334</td>
<td>64,174</td>
<td>90,764</td>
<td>235,219</td>
<td>136,146</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>50%</td>
<td>26,320</td>
<td>6,918</td>
<td>80,217</td>
<td>113,455</td>
<td>235,219</td>
<td>113,455</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>40%</td>
<td>31,584</td>
<td>8,302</td>
<td>96,261</td>
<td>136,146</td>
<td>235,219</td>
<td>90,764</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>30%</td>
<td>36,848</td>
<td>9,685</td>
<td>112,304</td>
<td>158,837</td>
<td>235,219</td>
<td>68,073</td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>20%</td>
<td>42,112</td>
<td>11,069</td>
<td>128,348</td>
<td>181,528</td>
<td>235,219</td>
<td>45,382</td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>10%</td>
<td>47,376</td>
<td>12,452</td>
<td>144,391</td>
<td>204,219</td>
<td>235,219</td>
<td>22,691</td>
<td></td>
</tr>
<tr>
<td>10</td>
<td>0%</td>
<td>52,640</td>
<td>13,836</td>
<td>160,434</td>
<td>226,910</td>
<td>235,219</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>289,518</td>
<td>76,098</td>
<td>882,389</td>
<td>1,248,005</td>
<td>2,352,192</td>
<td>1,021,095</td>
<td></td>
</tr>
</tbody>
</table>

* Local Tax Rate for Town/City/Village

B. Sales Tax Exemption Benefit:
- Estimated value of Sales Tax exemption for faculty construction: $242,311
- Estimated Sales Tax exemption for fixtures and equipment: $16,000
- Estimated duration of Sales Tax exemption: 1 year

C. Mortgage Recording Tax Exemption Benefit:
- Estimated Value of Mortgage Recording Tax exemption: $54,585

D. Industrial Revenue Bond Benefit
- IRB inducement amount, if required: $0

E. Percentage of Project Costs financed form Public Sector sources:
- Total Value of Incentives: $1,333,991.03
- Sources of Funds (Section IV.B): $7,477,934.00
- Percentage: 17.84%

** All estimates are based on current tax rates.
VII. PROJECTED EMPLOYMENT

Complete for each Applicant or User/Tenant

Northwestern Mutual

Company Name: ________________

Applicant: □ or User/Tenant: ■

You must include a copy of the most recent NYS-455 Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Report OR if you have multiple locations within New York State, the Bureau of Labor — BLS 3620 — Multiple Worksite Report

<table>
<thead>
<tr>
<th></th>
<th>Current # of jobs at proposed project location or to be relocated to project location</th>
<th>IF FINANCIAL ASSISTANCE IS GRANTED — project the number of FTE and PTE jobs to be retained</th>
<th>IF FINANCIAL ASSISTANCE IS GRANTED — project the number of FTE and PTE jobs to be created upon THREE Years after Project completion</th>
<th>Estimate number of residents of the Labor Market Area in which the Project is located that will fill the FTE and PTE jobs to be created upon THREE Years after Project Completion **</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Time (FTE)</td>
<td>11.0</td>
<td>11.0</td>
<td>2.0</td>
<td></td>
</tr>
<tr>
<td>Part Time (PTE)</td>
<td>1.0</td>
<td>1.0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>12.0</td>
<td>12.0</td>
<td>2.0</td>
<td>0.0</td>
</tr>
</tbody>
</table>

** For purposes of this question, please estimate the number of FTE and PTE jobs that will be filled, as indicated in the third column, by residents of the Labor Market Area, in the fourth column. The Labor Market Area includes: Monroe County, Orleans County, Genesee County, Wyoming County, Livingston County, Ontario County, Wayne County, Yates County, and Seneca County chosen at the Agency's discretion.

[Remainder of this page intentionally left blank]
Salary and Fringe Benefits for Jobs to be Retained and/or Created:

<table>
<thead>
<tr>
<th>Category of Jobs to be Retained and Created</th>
<th>Average Annual Salary or Range of Salary</th>
<th>Average Annual Fringe Benefits or Range of Fringe Benefits (stated as a percentage)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Management</td>
<td>$50,000</td>
<td>20%</td>
</tr>
<tr>
<td>Professional</td>
<td>$75,000</td>
<td>20%</td>
</tr>
<tr>
<td>Administrative</td>
<td>$30,000</td>
<td>20%</td>
</tr>
<tr>
<td>Production</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Independent Contractor</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Estimated Annual Salary of NEW jobs

- **AVERAGE**: $35,000
- **HIGH**: $75,000
- **LOW**: $25,000

This information constitutes a "trade secret" and/or "information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprise", and, is thereby exempt from disclosure pursuant to New York Freedom of Information Law.

(The Remainder of this Page Intentionally Left Blank)
VIII. LOCAL LABOR

To be completed by all Applicants and Users/Tenants of Projects which include the construction of new, expanded or renovated facilities:

Company Name 1162 PVR, LLC

Applicant: □ or User/Tenant: □

All project employees of the general contractor, subcontractor, or sub to a subcontractor (contractors) working on the project must reside within the following counties in the State of New York: Monroe, Genesee, Livingston, Ontario, Orleans, Seneca, Wayne, Wyoming or Yates. The All-Local Labor criterion will be verified based on employment, payroll and related records.

COMIDA understands that at certain times local labor may not be available within the local area. Under this condition, applicants are required to complete a waiver request of the All-Local Labor requirement prior to beginning construction. Contractors do not have to be local companies as defined herein, but must employ local people to qualify under the All-Local Labor criterion.

The foregoing terms have been read, reviewed and understood by the Applicant or User/Tenant and all appropriate personnel. Furthermore, the undersigned agrees and understands that the information contained herein must be transmitted and conveyed in a timely fashion to all applicable subcontractors, suppliers and materialman. Furthermore, the undersigned agrees to post and maintain a sign, provided by COMIDA, in a prominent, easily accessible location, identifying the project as a recipient of COMIDA assistance and the local labor requirements associated with this assistance.

Furthermore, the undersigned realizes that failure to abide by the terms herein could result in COMIDA revoking all or any portion of benefits it deems reasonable in its sole discretion for any violation hereof.

1162 PVR, LLC

(APLICANT or USER/TENANT COMPANY)

Signature

Title

Date 9/26/17
IX. FEES

1. Application Fee - Send with Completed Application

A non-refundable application fee of Three Hundred Fifty Dollars ($350.00) shall be charged each applicant.

2. Administrative Fee - Paid at Closing

(a) For tax-exempt IRB bond issues, the fee shall be one percent (1%) of the project amount. For projects that utilize a Payment In Lieu of Taxes (PILOT) agreement, an additional one-quarter percent (1/4%) will be added.

(b) For lease/leaseback transactions and taxable bond issues, the fee shall be one-half percent (1/2%) of the project amount. For projects that utilize a Payment In Lieu of Taxes (PILOT) agreement, an additional one-quarter percent (1/4%) will be added.

(c) For refunding outstanding COMIDA bond issues, the fee shall be one-quarter percent (1/4%) of the new issuance amount.

3. If a sales tax letter is required prior to closing, a non-refundable twenty-five percent (25%) of the Administrative Fee and Agency Counsel fee is payable at that time. This amount will be applied towards the Administrative fee and Agency Counsel Fee. The Sales Tax Letter shall only be for a three (3) month period. If the project does not have a formal closing within three (3) months of the sales tax letter being issued, and an extension is not granted, the balance of the Administrative fee and Agency Counsel fee become immediately due and payable.

4. Agency Counsel fee is one-third (1/3) of the Agency's Administrative fee, with a minimum fee for a lease/leaseback transaction of $4,000.00.

5. Designated Bond Counsel fee is based on the complexity and amount of the transaction.
X. CERTIFICATION

The undersigned company officer and/or user/tenant officer each hereby certifies, on behalf of the company and/or user/tenant, respectively (each singularly and together, the "Applicant"), as follows:

A. The information contained in this Application, including employment information, is true and correct. The Applicant is aware that any material misrepresentation made in this Application constitutes an act of fraud, resulting in revocation of COMIDA benefits.

B. The undersigned, on behalf of the Applicant, hereby certifies that the Applicant, and all parties which own a minimum of 20% of the Applicant are current and will remain current on all real property, federal, state, sales, income and withholding taxes throughout the term of any agreements made in connection with this Application.

C. Compliance with N.Y. GML Sec. 862(1): Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

D. Compliance with Applicable Laws: The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

E. False and Misleading Information: The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.

F. Recapture: Should the Applicant not expend as projected or hire as presented, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.

G. Applicant hereby releases the County of Monroe Industrial Development Agency ("Agency") from, agrees that the Agency shall not be liable for, and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, this Application, regardless of whether or not this Application or the Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (B) the Agency's acquisition, construction, renovation and/or equipping of the Project described herein; and (C) any further action taken by the Agency with respect to the Project; including, without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law, that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency in connection with the Project may be subject to recapture by the Agency under such terms and conditions as will be set forth in the Agent Agreement to be entered into by and between the Agency and the Applicant. The Applicant further represents and warrants that the information contained in this
Application, including without limitation, information regarding the amount of New York State and local sales and use tax exemption benefits, is true, accurate and complete.

APPLICANT COMPANY

1187 PVR, LLC

Member 09/25/20

Signature , Title Date

USER/TELEANT COMPANY

Northwestern Mutual

Signature , Title Date
EXHIBIT B

SEQR

[See Attached]
PLANNING BOARD
Meeting date: September 6, 2017

BME
10 Lift Bridge Lane
Fairport, NY 14450
Attn: Bob Cantwell

Northern Development, II LLC
1173 Pittsford Victor Road
Pittsford, NY 14534

Re: Pittsford-Victor Road – two story office building. BME Associates, as Engineer for Northern Development II, LLC, owner of property located at Pittsford Victor Road (tax id # 193.02-1-1.1), requesting preliminary and final site plan approval for development of a vacant 3.25 acre site for a two story office building, consisting of 40,000 sf of total gross floor area.

Presenter: BME Associates, Robert Cantwell
Zoned: Industrial
(site previously known as 2 Corporate Place)

Dear Sir/Madam:

Please be advised that the following action was taken by the Perinton Planning Board.

The Planning Board granted a Negative Declaration of SEQR, based on the following findings:

1. This project is a redevelopment of an existing site, for which existing infrastructure, including stormwater treatment, is already present on site.
2. There is no change in impervious surface.
3. Project exceeds minimum green space and lot coverage.
4. There is no LDD on site.
5. The proposed project is for a smaller building (footprint and height) than a similar, previously approved project.
6. The proposed commercial use is less intense than permitted in an industrially zoned area.
7. Entrance/egress will be modified to provide two outbound lanes.

Motion carries 5 – 0.

The Planning Board granted a 0’ setback waiver for parking on the north boundary line, as parking is contiguous with parking on the existing site and will cause no harm to the adjacent property.
Motion carries 5 – 0.

The Planning Board granted preliminary site plan approval for development of a vacant 3.25-acre site for a two story office building, consisting of 40,000 sf of total gross floor area, for plans received by the Town on 7/31/17, subject to the following conditions:

1. Satisfaction of any remaining concerns of the DPW & CED.
2. Applicant shall add to the final plans submitted for signature all of the comments raised by CED, including, but not limited to handicap sign permit signs, all dumpsters to be screened, architectural elevations to be submitted with final plans submitted for signature.
3. Pedestrian sidewalk shall be extended all the way across the property to the new building as discussed by the DPW tonight.
4. This approval includes no signage, and any proposed signage requires a separate application to the Planning Board.
Motion carries 5 – 0.

The Planning Board granted final site plan approval for development of a vacant 3.25-acre site for a two story office building, consisting of 40,000 sf of total gross floor area, for plans received by the Town on 7/31/17, subject to the following conditions:

1. Satisfaction of any remaining concerns of the DPW & CED.
2. Applicant shall add to the final plans submitted for signature all of the comments raised by CED, including, but not limited to handicap sign permit signs, all dumpsters to be screened, architectural elevations to be submitted with final plans submitted for signature.
3. Pedestrian sidewalk shall be extended all the way across the property to the new building as discussed by the DPW tonight.
4. This approval includes no signage, and any proposed signage requires a separate application to the Planning Board.
Motion carries 5 – 0.
If you wish to review the final minutes regarding this discussion on the application, please contact the Planning Board Secretary at the Town Hall.

Please note that the date supplied hereon is for information only and cannot be used for construction purposes. Subdivision maps must be filed in the Monroe County Clerk's Office prior to issuance of a Building Permit. Site Plan Maps shall have the signature and date of the Town Engineer, Commissioner of Public Works, Planning Board Chairman, the Planning Board Attorney, Fire Chief, and any and all affected agencies prior to the issuance of a Building Permit.

Dated: September 25, 2017

Lori L. Stid
Secretary, Planning Board & Zoning Board of Appeals
### Short Environmental Assessment Form
#### Part 1 - Project Information

**Instructions for Completing**

Part 1 - Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

#### Part 1 - Project and Sponsor Information

<table>
<thead>
<tr>
<th>Name of Action or Project:</th>
<th>1162 Pitsford-Victor Road Office Building</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Location (describe, and attach a location map):</td>
<td>1162 Pitsford-Victor Road, Town of Perinton NY</td>
</tr>
<tr>
<td>Brief Description of Proposed Action:</td>
<td>The proposal is for the development of the 3.25 acre site, which is zoned industrial, for a two-story office building, consisting of 40,000 square feet of total gross floor area.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name of Applicant or Sponsor:</th>
<th>Northern Capital Group, Inc.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Telephone:</td>
<td>585-419-9800</td>
</tr>
<tr>
<td>E-Mail:</td>
<td><a href="mailto:janderson@northerncapital.net">janderson@northerncapital.net</a></td>
</tr>
<tr>
<td>Address:</td>
<td>1175 Pitsford-Victor Road</td>
</tr>
<tr>
<td>City/PO:</td>
<td>Pitsford</td>
</tr>
<tr>
<td>State:</td>
<td>NY</td>
</tr>
<tr>
<td>Zip Code:</td>
<td>14534</td>
</tr>
</tbody>
</table>

1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation?  
   - Yes [ ]  
   - No [X]  

2. Does the proposed action require a permit, approval or funding from any other governmental Agency?  
   - Yes [X]  
   - No [ ]  

3a. Total acreage of the site of the proposed action?  
   - 3.25 acres

b. Total acreage to be physically disturbed?  
   - 2.8 acres

c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor?  
   - 3.25 acres

4. Check all land uses that occur on, adjoining and near the proposed action.  
   - [ ] Urban  
   - [X] Rural (non-agriculture)  
   - [X] Industrial  
   - [X] Commercial  
   - [ ] Residential (suburban)  
   - [ ] Forest  
   - [ ] Agriculture  
   - [ ] Aquatic  
   - [ ] Other (specify):  
   - [ ] Parkland
<table>
<thead>
<tr>
<th></th>
<th>NO</th>
<th>YES</th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>5. Is the proposed action,</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. A permitted use under the zoning regulations?</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>b. Consistent with the adopted comprehensive plan?</td>
<td>YES</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>If Yes, identify:</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>8. a. Will the proposed action result in a substantial increase in traffic above present levels?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Are public transportation service(s) available at or near the site of the proposed action?</td>
<td>YES</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>c. Are any pedestrian accommodations or bicycle routes available at or near site of the proposed action?</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>9. Does the proposed action meet or exceed the state energy code requirements?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>If the proposed action will exceed requirements, describe design features and technologies:</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>10. Will the proposed action connect to an existing public/private water supply?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>If No, describe method for providing potable water:</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>11. Will the proposed action connect to existing wastewater utilities?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>If No, describe method for providing wastewater treatment:</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>12. a. Does the site contain a structure that is listed on either the State or National Register of Historic Places?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Is the proposed action located in an archaeological sensitive area?</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres:</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shoreline</td>
<td>☐</td>
<td>Forest</td>
<td>☐</td>
</tr>
<tr>
<td>Wetland</td>
<td>☐</td>
<td>Urban</td>
<td>☐</td>
</tr>
<tr>
<td>15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?</td>
<td>YES</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>16. Is the project site located in the 100 year flood plain?</td>
<td>YES</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>17. Will the proposed action create storm water discharge, either from point or non-point sources?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>If Yes,</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Will storm water discharges flow to adjacent properties?</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
<tr>
<td>b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)?</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>If Yes, briefly describe:</td>
<td>N/A</td>
<td>YES</td>
<td>N/A</td>
</tr>
</tbody>
</table>
| Storm water from the site will be collected within an existing storm sewer system which discharges into an existing storm water facility.
18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g. retention pond, waste lagoon, dam)?
   If Yes, explain purpose and size: ________________________________
   [YES/NO] □ ☑

19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility?
   If Yes, describe: ____________________________________________
   [YES/NO] □ ☑

20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste?
   If Yes, describe: ____________________________________________
   [YES/NO] □ ☑

I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE.

Applicant/spoqtor name: Robert Carroll - BMG Associates As Agent
Signature: __________________________
Date: 7-27-2017
Part 1 / Question 7 [Critical Environmental Area] No
Part 1 / Question 12a [National Register of Historic Places] No
Part 1 / Question 12b [Archeological Sites] Yes
Part 1 / Question 13a [Wetlands or Other Regulated Waterbodies] Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
Part 1 / Question 15 [Threatened or Endangered Animal] No
Part 1 / Question 16 [100 Year Flood Plain] No
Part 1 / Question 20 [Remediation Site] No
18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)?
   If Yes, explain purpose and size:

19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility?
   If Yes, describe:

20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste?
   If Yes, describe:

I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE

Applicant/Sponsor name: ___________________________ Date: ___________________________
Signature: ____________________________________________

Part 2 - Impact Assessment. The Lead Agency is responsible for the completion of Part 2. Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept “Have my responses been reasonable considering the scale and context of the proposed action?”

<table>
<thead>
<tr>
<th>Question</th>
<th>No, or small impact may occur</th>
<th>Moderate to large impact may occur</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?</td>
<td>☑</td>
<td>☐</td>
</tr>
<tr>
<td>2. Will the proposed action result in a change in the use or intensity of use of land?</td>
<td>☑</td>
<td>☐</td>
</tr>
<tr>
<td>3. Will the proposed action impair the character or quality of the existing community?</td>
<td>☑</td>
<td>☐</td>
</tr>
<tr>
<td>4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?</td>
<td>☑</td>
<td>☐</td>
</tr>
<tr>
<td>5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walking?</td>
<td>☑</td>
<td>☐</td>
</tr>
<tr>
<td>6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?</td>
<td>☑</td>
<td>☐</td>
</tr>
</tbody>
</table>
| 7. Will the proposed action impact existing:
   a. public/private water supplies?
   b. public/private wastewater treatment utilities?
| ☑                             | ☐                                  |
| 8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources? | ☑                             | ☐                                  |
| 9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)? | ☑                             | ☐                                  |
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?

\[ \checkmark \] \[ \Box \]

11. Will the proposed action create a hazard to environmental resources or human health?

\[ \checkmark \] \[ \Box \]

Part 3 - Determination of significance. The Lead Agency is responsible for the completion of Part 3. For every question in Part 2 that was answered "moderate to large impact may occur", or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

[Table]

- Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.

- Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.

**Print**

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