

Motion By: NORMAN JONES  
Seconded By: NORMAN TOLEFREE

RESOLUTION  
(Alchlight, LLC Project)  
OSC Code 2602-24-033A

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices located at 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 TAKING OFFICIAL ACTION TO APPOINT (i) ALCHLIGHT, LLC OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT AS MORE FULLY DESCRIBED BELOW; (ii) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT; (iii) AUTHORIZE THE EXECUTION AND DELIVERY OF A PROJECT AGREEMENT AND RELATED DOCUMENTS; AND (iv) MAKE A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW).

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, **ALCHLIGHT, LLC**, a New York limited liability company for itself or a related entity formed or to be formed (collectively, the "Company") has requested that the Agency assist with a certain Project (the "Project"), consisting of the purchase and installation of one (1) Motorized 3D Surface Profiler (model # VK-X3100) (the "Equipment") to be located at the Company's offices at 1999 Lake Avenue in the City of Rochester, New York 14615 for use in the Company's manufacturing process which involves creating surface textures on various materials; and

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

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the

purpose of undertaking the Project and (ii) provide financial assistance (the "Financial Assistance") to the Company in the form of sales and use tax exemptions for purchases and rentals related to the acquisition and installation of the Equipment; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency 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 Project 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 as its agent for purpose of undertaking the Project; and

(d) The action to be taken by the Agency will induce the Company to undertake 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 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 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) Pursuant to SEQRA, the Project constitutes a "Type II Action" as said term is defined in SEQRA, and therefore no further action is required to be taken under SEQRA.

Section 2. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 3. Subject to the Company executing the Project Agreement 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 to proceed with the acquisition and installation of the Equipment and hereby appoints the Company as the true and lawful agent of the Agency to acquire and install the Equipment, and such appointment includes the following activities as they relate to the completion, use, repair and maintenance of the Equipment 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 Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with repairing and maintaining the Equipment, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquisition and installation of the Equipment, 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 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 Project, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2025** (unless extended for good cause by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency).

Section 4. 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 **\$145,279**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$11,622**. 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.

Section 5. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants,

subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, 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 6. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate the Project Agreement, pursuant to which the Agency will appoint the Company as its agent for the purpose of undertaking the Project.

Section 7. The Executive Director, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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 8. This resolution shall take effect immediately.

*[Remainder of Page Intentionally Left Blank]*



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

	<i><u>Yea</u></i>	<i><u>Nay</u></i>	<i><u>Absent</u></i>	<i><u>Abstain</u></i>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

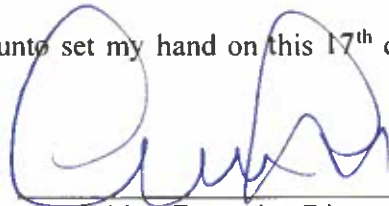
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December, 2024.



\_\_\_\_\_  
Ana J. Liss, Executive Director

*Motion By:* Lisa Bolzner  
*Seconded By:* Truman Telefun

**RESOLUTION**  
(Woerner Industries, LLC Project)  
OSC Code 2602-24-032A

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 TAKING OFFICIAL ACTION (i) APPOINTING WOERNER INDUSTRIES, LLC OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT AS MORE FULLY DESCRIBED BELOW; (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, RENOVATION AND EQUIPPING OF THE PROJECT, AND (B) A PARTIAL MORTGAGE RECORDING TAX EXEMPTION; AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

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, **WOERNER INDUSTRIES, LLC**, a New York limited liability company, for itself or a related entity formed or to be formed (collectively, the "Company") has requested that the Agency assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold interest in an approximately 1.42-acre parcel of land located at 322 Oak Street in the City of Rochester, New York 14608 and all other lands in the City of Rochester where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land") together with the existing approximately 24,742 square-foot building thereon (the "Existing Improvements"); (B) the renovation of the Existing Improvements including, but not limited to, electrical upgrades, heating/cooling upgrades, new bathrooms, break room and office space, dust collection system and fire suppression system (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility") for use by the Company in its business of manufacturing church furniture including, but not limited to,



wood altars, communion tables, pulpits and also for the manufacture of machined equipment; 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, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of undertaking the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement") and leaseback agreement (the "Leaseback Agreement") with the Company and (iii) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, renovation and equipping of the Facility and (b) a partial mortgage recording tax exemption for financing relating to the Project; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section I. 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 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 as its agent for purposes of undertaking the Project; and

(d) The action to be taken by the Agency will induce the Company to undertake 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 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 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) Pursuant to SEQRA, the Project constitutes a "Type II Action" as said term is defined in SEQRA, and therefore no further action is required to be taken under SEQRA.

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

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

Section 4. Subject to the Company executing the Project Agreement 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 to proceed with the acquisition, renovation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire, renovate and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, renovating, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said 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 agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2025** (unless extended for good cause by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency) if the Lease Agreement and

Leaseback Agreement contemplated have not been executed and delivered. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are 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 **\$593,000** which results in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$47,440**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage (or mortgages), in connection with the financing of the Facility or portions thereof and including any refinancing thereof, securing an aggregate principal amount not to exceed **\$2,920,000**, resulting in a mortgage tax exemption not to exceed **\$21,900**; and (iii) a partial real property tax abatement.

Section 6. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, 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 7. The form and substance of the Lease Agreement and Leaseback 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 8. The Executive Director, Deputy Director, Chairman or Vice Chairman 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 and (B) the related Leaseback Agreement conveying the Project back to the Company; provided, that, 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.

Section 9. The Executive Director, Deputy Director, Chairman or Vice Chairman 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 and Leaseback 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 Director, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive Director, Deputy Director, Chairman or Vice Chairman 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 10. The Executive Director, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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 11. This resolution shall take effect immediately.

*[Remainder of Page Intentionally Left Blank]*

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

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

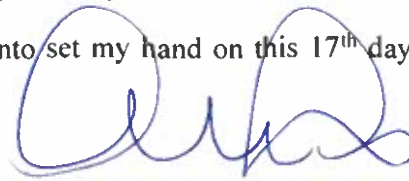
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December, 2024.



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Ana J. Liss, Executive Director



*Motion By:* Norman Jones  
*Seconded By:* Lisa Bolzner

**RESOLUTION**  
(Waffle8er LLC Project)  
OSC Code 2602-24-030A

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON DECEMBER 12, 2024, WITH RESPECT TO A CERTAIN PROJECT (AS DEFINED BELOW) BEING UNDERTAKEN BY WAFFLE8ER LLC, OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, RENOVATION AND EQUIPPING OF THE PROJECT, (B) A PARTIAL MORTGAGE RECORDING TAX EXEMPTION AND (C) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT ("PILOT AGREEMENT"); AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

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, **WAFFLE8ER LLC**, a New York limited liability company, for itself or a related entity formed or to be formed (collectively, the "Company") has requested that the Agency assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold interest in an existing approximately 133,000 square-foot building (the "Existing Improvements") located at 3780 West Ridge Road in the Town of Greece, New York 14626 and all other lands in the Town of Greece where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land"); (B) the renovation of the Existing Improvements including, but not limited to, turning it from a dry storage facility into a food manufacturing plant with wash-down walls, fire suppressants, ammonia-driven cold storage, electrical upgrades, new flooring, drainage and various office



improvements (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"), all for use by the company in its business as a producer of waffles and other frozen foods; 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, pursuant to Section 859-a of the Act, on Thursday, December 12, 2024, at 10:00 a.m., local time, at the Greece Town Hall, One Vince Tofany Boulevard, Greece, New York 14612, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined below) being contemplated by the Agency, whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of undertaking 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 and (iii) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, renovation and equipping of the Facility, (b) a partial 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 has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency 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 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 as its agent for purposes of undertaking the Project; and

(d) The action to be taken by the Agency will induce the Company to undertake 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 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 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) Pursuant to SEQRA, the Project constitutes a "Type II Action" as said term is defined in SEQRA, and therefore no further action is required to be taken under SEQRA.

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 executing the Project Agreement 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 to proceed with the acquisition, renovation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire, renovate and equip the Facility, and such appointment includes the following activities as they relate to the construction, 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 agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2025** (unless extended for good cause by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency) if the Lease Agreement, Leaseback Agreement and PILOT Agreement contemplated have not been executed and delivered. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are 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 **\$2,167,500** which results in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$173,400**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage (or mortgages), in connection with the financing of the Facility or portions thereof and including any refinancing thereof, securing an aggregate principal amount not to exceed **\$3,732,283**, resulting in a mortgage tax exemption not to exceed **\$27,992**; and (iii) a partial real property tax abatement.

Section 6. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, 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 7. 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 8. The Executive Director, Deputy Director, Chairman or Vice Chairman 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 9. The Executive Director, Deputy Director, Chairman or Vice Chairman 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 Director, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive Director, Deputy Director, Chairman or Vice Chairman 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 10. The Executive Director, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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 11. 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:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

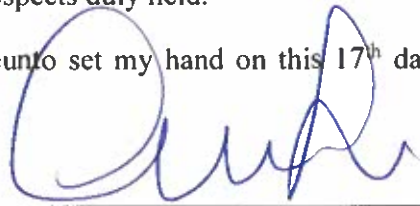
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December 2024.



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Ana J. Liss, Executive Director



Motion By:

Truman Tolfree

Seconded By:

Norman Jones

### RESOLUTION

(2851 Clover, LLC Project)

OSC Code 2602-24-028A

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON DECEMBER 9, 2024, WITH RESPECT TO A CERTAIN PROJECT (AS DEFINED BELOW) BEING UNDERTAKEN BY 2851 CLOVER, LLC, OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY"); (ii) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (iii) APPOINTING THE COMPANY AS AGENT OF THE AGENCY; (iv) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT AND (B) A PARTIAL MORTGAGE RECORDING TAX EXEMPTION; AND (v) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

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, **2851 CLOVER, LLC**, a New York limited liability company, for itself or a related entity formed or to be formed (collectively, the "Company") has requested that the Agency assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold interest in a portion of an approximately 5.33-acre parcel of land located at 2851 Clover Street in the Town of Pittsford, New York 14534 and all other lands in the Town of Pittsford where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land"); (B)(i) the demolition of the existing approximately 44,722 square-foot vacant building thereon, and (ii) the construction in its place of an apartment living community to be known as Pittsford Oaks, consisting of approximately 175-units made up of one-, two- and three-bedroom apartments (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"); and

WHEREAS, the Project is subject to the Agency's Housing Policy; 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, pursuant to Section 859-a of the Act, on Monday, December 9, 2024, at 4:00 p.m., local time, in the Town Board Meeting Room (lower level) at the Pittsford Town Hall, 11 South Main Street, Pittsford, New York 14534, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined below) being contemplated by the Agency, whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, based upon comments received at the above-referenced public hearing, the Board may consider waiving the affordable set-aside requirement from the Agency's Housing Policy; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of undertaking the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement") and leaseback agreement (the "Leaseback Agreement") with the Company and (iii) provide financial assistance (the "Financial Assistance") to the Company 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 and (b) a partial mortgage recording tax exemption for financing relating to the Project; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Town Board of the Town of Pittsford (the "Town 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 Board, dated May 7, 2024 (the "Negative Declaration"), concluding the SEQRA process.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency 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 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) According to the Town of Pittsford Comprehensive Plan Update, adopted October 1, 2019, the Town of Pittsford has cited a need for incentives to developers to develop more affordable housing in the Town of Pittsford for residents aged 55 and over; and

(c) Such lack of housing for seniors has adversely affecting employers, businesses, retailers, banks, financial institutions, insurance companies, health and legal services providers and other merchants in the Town of Pittsford and otherwise adversely impacting the economic health and well-being of the residents of the Town of Pittsford and the tax base of the Town of Pittsford; and

(d) The Facility, by providing such housing options will enable seniors and other persons to remain in, or return to, the Town of Pittsford and thereby to support the businesses, retailers, banks, and other financial institutions, insurance companies, health care and legal services providers and other merchants in the Town of Pittsford which will increase the economic health and well-being of the residents of the Town of Pittsford, help preserve and increase permanent private sector jobs in the Town of Pittsford, all in furtherance of the Agency's public purposes as set forth in the Act, and therefore the Agency finds and determines that the Facility is a commercial project within the meaning of Section 854(4) of the Act; and

(e) The Facility will provide services, i.e., housing, which, but for the Facility, would not otherwise be reasonably accessible to the senior residents of the Town of Pittsford; and

(f) The Facility constitutes a "project", as such term is defined in the Act; and

(g) It is desirable and in the public interest for the Agency to appoint the Company as its agent for purposes of undertaking the Project; and

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

(i) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company 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 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

(j) The Town 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 Board also issued a Negative Declaration on May 7, 2024, 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 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. As a result of comments received at the public hearing, the Agency hereby waives the affordable set-aside requirement contained in the Agency's Housing Policy.

Section 4. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project.

Section 5. Subject to the Company executing the Project Agreement 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 to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company 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 agent of the Agency, the



Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2027** (unless extended for good cause by the Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency) if the Lease Agreement and Leaseback Agreement contemplated have not been executed and delivered. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 6. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$18,093,000** which results in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$1,447,440**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services and (ii) a mortgage (or mortgages), in connection with the financing of the Facility or portions thereof and including any refinancing thereof, securing an aggregate principal amount not to exceed **\$38,000,000**, resulting in a mortgage tax exemption not to exceed **\$285,000**.

Section 7. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, 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 and the Leaseback 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, Deputy Director, Chairman or Vice Chairman 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; provided, that, 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.

Section 10. The Executive Director, Deputy Director, Chairman or Vice Chairman 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 and Leaseback 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 Director, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive Director, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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. This resolution shall take effect immediately.

*[Remainder of Page Intentionally Left Blank]*

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Lisa Bolzner		✓		
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

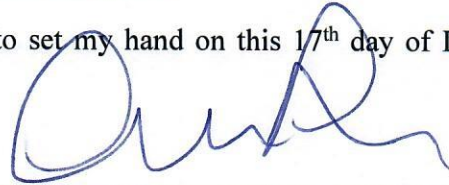
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December 2024.



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Ana J. Liss, Executive Director



Motion By: Brett King  
Seconded By: Norman Jones

**RESOLUTION**  
(I-Square, LLC Project Modification)  
OSC Code: 2602-13-014F

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 AUTHORIZING THE EXECUTION AND  
DELIVERY OF AN AMENDED AND RESTATED PILOT AGREEMENT  
AND RELATED DOCUMENTS IN CONNECTION WITH THE I-SQUARE,  
LLC PROJECT

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, I-SQUARE, LLC (the "Company") previously submitted an application (the "Application") to the Agency requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in various properties located south of the intersection of Titus Avenue and Cooper Road in the Town of Irondequoit, County of Monroe, New York (the "Land"); (B) the demolition of the existing improvements and the construction on the Land of a new road extension and a mixed-use "town center" comprised of multiple buildings totaling approximately 92,000 square feet, consisting of, but not limited to, retail, restaurants, office and residential uses (collectively, the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of various machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, as contemplated by the Application, effective June 1, 2013, the Agency and the Company entered into a lease agreement whereby the Company leased the Facility to the Agency (the "Original Lease Agreement"), a related leaseback agreement whereby the Agency leased the Facility back to the Company (the "Original Leaseback Agreement"), and a Payment in Lieu of Tax Agreement (the "Original PILOT Agreement"), by and between the Company and the Agency, and approved as to form by the Town of Irondequoit (the "Town") and the West Irondequoit Central School District (the "School"); and

WHEREAS, the Town and the School confirmed their support for the Project and the Original PILOT Agreement as evidenced by their respective approving resolutions; and

WHEREAS, the Company, pursuant to correspondence, dated May 22, 2017, requested that the Agency, the Town and the School amend and restate the PILOT Agreement, pursuant to the terms of that certain Amended and Restated PILOT Agreement, dated as of August 1, 2017, by and between the Agency and the Company (as so amended and restated, the "2017 PILOT Agreement"); and

WHEREAS, the Agency, the Town and the School confirmed their support for the 2017 PILOT Agreement as evidenced by their respective approving resolutions; and

WHEREAS, the Company, pursuant to correspondence, dated December 7, 2018, requested that the Agency, the Town and the School amend and restate the 2017 PILOT Agreement pursuant to the terms of that certain Amended and Restated PILOT Agreement, dated as of February 1, 2019, by and between the Agency and the Company (as so amended and restated, the "2019 PILOT Agreement"; and, together with the Original PILOT Agreement and the 2017 PILOT Agreement, the "Prior PILOT Agreements"); and

WHEREAS, in connection with the 2019 PILOT Agreement and in order to add certain parcels now comprising the Land to the Project, the Original Lease Agreement and the Original Leaseback Agreement were amended, pursuant to that certain First Amendment to Lease Agreement and that certain First Amendment to Leaseback Agreement, each dated as of February 1, 2019, and each by and between the Agency and the Company; and

WHEREAS, the Agency, the Town and the School confirmed their support for the 2019 PILOT Agreement as evidenced by their respective approving resolutions and/or correspondence; and

WHEREAS, on or before January 31, 2020, the Company demolished or caused to be demolished all existing improvements located on parcels identified as tax map numbers 076.15-6-48; 076.15-6-42; 076.15-6-49; 076.15-6-41; 076.15-6.40; 076.15-6-39; and 076.15-6-56.1, as required by Section 3 of the 2019 PILOT Agreement; and

WHEREAS, the Prior PILOT Agreements contained Milestones (as defined therein), the following of which the Company has satisfied:

(a) on or about December 31, 2017, the Company demonstrated an aggregate Investment (as defined herein) of Five Million Five Hundred Thousand Dollars (\$5,500,000) in the Project; and

(b) on or about December 31, 2019, the Company demonstrated that it has completed construction of approximately 33,000 square feet of the Project; and

(c) on or about December 31, 2021, the Company demonstrated an aggregate Investment of at least Nine Million Dollars (\$9,000,000) in the Project.

WHEREAS, the Company has represented to the Agency that, as of December 31, 2021, it has completed construction of 47,000 square feet of the Facility; and

WHEREAS, as of December 31, 2023, the Company has demonstrated compliance with the job creation requirements set forth in Section 7 of the 2019 PILOT Agreement; and



WHEREAS, on or about July 24, 2024, the Company notified the Town, the School and the Agency that it desires to remove 633 Titus Avenue (tax map number 076.15-6-11) ("633 Titus Avenue") from the Project; and

WHEREAS, 633 Titus Avenue was removed from the Project by Amendment to Agreements, dated as of September 3, 2024, by and between the Agency and the Company; and

WHEREAS, the Company has now requested that the Agency, the Town and the School further amend and restate the 2019 PILOT Agreement pursuant an Amended and Restated PILOT Agreement in order to (i) modify the total square footage of the Facility from approximately 92,000 square feet to a minimum of 55,000 square feet, (ii) add a certain parcel of land located at 41 Lorraine Drive (tax map number 076-15.6-45) to the Land, the Facility and the Project and (iii) modify the Milestones with respect to the square footage constructed as of December 31, 2021; and

WHEREAS, the Town and the School confirmed their support for the Amended and Restated PILOT Agreement as evidenced by their respective approving resolutions; and

WHEREAS, the Agency desires to adopt a resolution authorizing the amendment and restatement of the 2019 PILOT Agreement as described below.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. The Agency hereby ratifies the removal of 633 Titus Avenue from definitions of Land, the Facility and the Project and amends the definition of the Land, the Facility and the Project to include 41 Lorraine Drive.

Section 2. The Agency hereby approves amending the total square footage of the Facility from approximately 92,000 square feet to 55,000 square feet.

Section 3. The Agency hereby approves amending Section 6 of the PILOT Agreement, regarding "Milestone Provisions" to reduce the total square footage of the Facility required to be completed by December 31, 2021 to 47,000 square feet.

Section 4. The Executive Director, Deputy Director, Chair or Vice Chair 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, Deputy Director, Chair or Vice Chair 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 5. 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:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

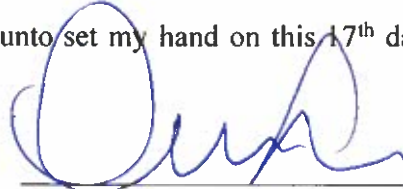
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December, 2024.



\_\_\_\_\_  
Ana J. Liss, Executive Director

**EXHIBIT A**

**Town and School District Resolutions**

**[See Attached]**

**A RESOLUTION AUTHORIZING THE AMENDMENT OF  
THE I-SQUARE LLC PAYMENT IN LIEU OF TAXES AGREEMENT**

At the regular meeting of the West Irondequoit Central School District, held at the District Office located at 321 List Ave., Rochester, New York 14617, on the 7<sup>th</sup> day of November, 2024, there were:

PRESENT: Melissa Bohner, Victoria Bournival, Kathryn Copeland, Kevin Schaeffel, Matthew Sullivan, John Vay, Tamara Wall

ABSENT:  $\emptyset$

Board Member Tamara Wall offered the following resolution and it was seconded by Board Member Kathryn Copeland:

**WHEREAS**, in 2013, I-Square, LLC (hereinafter, "I-Square") entered into a 25-year Payment-in-lieu-of-taxes ("PILOT") agreement with the Imagine Monroe (formerly known as County of Monroe Industrial Development Agency) to facilitate the redevelopment of area south of the intersection of Titus Avenue and Cooper Road; and

**WHEREAS**, the Town of Irondequoit (hereinafter, "the Town"), together with the West Irondequoit Central School District (hereinafter, "the School District"), adopted resolutions approving two prior amendments to the PILOT Agreement in 2017 and 2019; and

**WHEREAS**, I-Square has requested to amend the PILOT Agreement to consent to:

- (1) The sale of 633 Titus Avenue from the PILOT Agreement;
- (2) The addition of 41 Lorraine Avenue to the PILOT Agreement; and
- (3) The reduction of the total square footage of the development that will be completed on the project, from 92,000 sq. ft. to 55,000 sq. ft. and

**WHEREAS**, the Town Board has already adopted a resolution approving the amendment.

**NOW, THEREFORE, BE IT RESOLVED**, subject to the terms set forth herein, the School District approves the Amended and Restated Payment in Lieu of Taxes Agreement dated November 7, 2024, attached hereto.

Dated: November 7, 2024

  
\_\_\_\_\_  
District Clerk  
West Irondequoit Central School District

Baranello

  
SIGNATURE RECORDS ACCESS OFFICER JB

**FOR AGENCY USE ONLY**

DATE 12/2/24

DEPT. REFERRED TO Clerk RESPOND TO TOWN CLERK BY: 12/9/24

**APPROVED**

(Dept. Head Initials): HC  
(Dept. Head Initials): \_\_\_\_\_

- DENIED FOR REASON(S) CHECKED BELOW:
- CONFIDENTIAL DISCLOSURE
  - PART OF INVESTIGATORY FILES
  - UNWARRANTED INVASION OF PERSONAL PRIVACY
  - RECORD NOT MAINTAINED BY THIS AGENCY
  - RECORD OF WHICH THIS AGENCY IS LEGAL CUSTODIAN CANNOT BE FOUND
  - OTHER (SPECIFY) \_\_\_\_\_

**WITHIN FIVE (5) BUSINESS DAYS, THE DEPARTMENT MUST:**

- DENY REQUEST; OR
- MAKE THE RECORD AVAILABLE; OR
- FURNISH WRITTEN ACKNOWLEDGEMENT OF RECEIPT OF THE REQUEST STATING THE APPROXIMATE DATE WHEN THE INFORMATION WILL BE MADE AVAILABLE

**\*\* TOWN CLERK MUST BE COPIED IN ON ALL RESPONSES \*\***

**UPON COMPLETION, FORWARD TO THE TOWN CLERK FOR RELEASE. THE TOWN CLERK WILL:**

- REVIEW THE INFORMATION FOR RELEASE AND CONTACT THE REQUESTOR; OR
- DENY ACCESS IN WRITING GIVING REASON FOR DENIAL (REQUESTOR HAS A RIGHT TO APPEAL DENIAL BY SUBMITTING A LETTER TO THE BOARD AT THE ADDRESS BELOW)

APPROVED FOR RELEASE BY:  DATE: 12/2/24

CONTACTED REQUESTOR ON: \_\_\_\_\_ FEE TO BE COLLECTED \$ 0

**THE FOLLOWING INFORMATION IS REQUIRED ON FREEDOM OF INFORMATION REQUESTS FOR THE POLICE DEPARTMENT. IF THIS INFORMATION IS NOT INCLUDED IN YOUR REQUEST, YOUR APPLICATION WILL BE DENIED.**

**IF REQUESTING INFORMATION ON:**

1. SPECIFIC INDIVIDUAL (i.e., ARREST RECORD)
  - DATE OF BIRTH
2. SPECIFIC ADDRESS (i.e., CALLS TO A SPECIFIC ADDRESS)
  - DATE OR TIME FRAME
3. SPECIFIC REPORT (i.e., ACCIDENT, INCIDENT, ETC)
  - DATE OF ACCIDENT/INCIDENT
  - LOCATION
  - NAME(S) OF PERSONS INVOLVED (IF POSSIBLE)

**EXTRACT OF THE MINUTES OF A MEETING OF THE TOWN BOARD ADOPTING  
A RESOLUTION AUTHORIZING THE AMENDMENT OF THE I-SQUARE, LLC  
PAYMENT IN LIEU OF TAXES AGREEMENT**

At the regular meeting of the Town Board of the Town of Irondequoit ("Town"), Monroe County, New York held at the Town Hall, 1280 Titus Avenue, in said Town, on the 20<sup>th</sup> day of August 2024 at 7:00 p.m. local time, there were

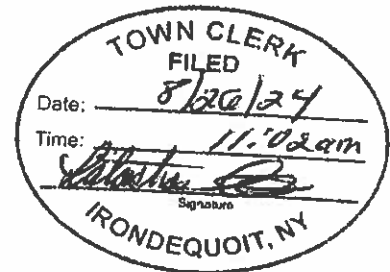
**PRESENT:**

Andraé Evans  
Ann Cunningham  
Grant Malone  
John Perticone  
Peter Wehner

Town Supervisor  
Town Board Member  
Town Board Member  
Town Board Member  
Town Board Member

Harter Secrest & Emery LLP

Attorney for the Town



Town Board Member **Malone** offered the following resolution and moved its adoption:

**WHEREAS**, in 2013, I-Square, LLC ("I-Square") entered into a 25-year Payment-in-lieu-of-taxes ("PILOT") agreement with the County of Monroe Industrial Development Agency ("COMIDA") to facilitate the redevelopment of area south of the intersection of Titus Avenue and Cooper Road; and

**WHEREAS**, pursuant to Town Board Resolution No. 2013-019, the Town of Irondequoit ("the Town"), together with the West Irondequoit Central School District ("the School"), adopted resolutions supporting the 25-year PILOT agreement; and

**WHEREAS**, in 2017 and 2019, the Town Board authorized amendments to the PILOT agreement pursuant to Town Board Resolution; and

**WHEREAS**, I-Square notified the Town, the School, and COMIDA that it desires to modify Section 6 of the Milestones Provisions by decreasing the required square footage of the Project from 92,000 square feet to 47,000 square feet; and

**WHEREAS**, I-Square notified the Town, the School, and COMIDA that it desires to remove 633 Titus Avenue (tax map number 076.15-6-11) from the PILOT agreement and add 41 Lorraine Drive (tax map number 076-15.6-45) to the PILOT agreement; and

**WHEREAS**, the Town, the School, and COMIDA support the amendments contemplated to the PILOT agreement as shown in redline in **Attachment A** hereto.

**NOW, THEREFORE, BE IT RESOLVED**, subject to the terms set forth herein, the Town Board of the Town of Irondequoit supports the following amendments to the I-Square PILOT:

1. Amending Section 6 of the PILOT, regarding "Milestones Provisions," specifically to:

- i. Amend subsection b to decrease the required square footage during the progress of the Project from 50,000 to 33,000
- ii. Amend subsection c to decrease the final required square footage of Project from 92,000 to 47,000.
- iii. The aggregate investment amounts shall remain the same as in the 2019 amended PILOT

**AND, THEREFORE, BE IT FURTHER RESOLVED**, the Town Board supports the removal of parcel 076.15-6-11 from the Project.

**AND, THEREFORE, BE IT FURTHER RESOLVED**, the Town Board supports the inclusion of parcel 076-15.6-45 (the "Additional Parcel") into the PILOT provided that the following conditions are met:

- 1. I-Square must take title to the Additional Parcels before the Additional Parcels may be added to the PILOT.
- 2. I-Square must obtain approval from the Town Board to rezone the Additional Parcels from R-1 to a zoning designation that would allow the Project, as that term is defined in the PILOT, before the Additional Parcels may be added to the PILOT.
- 3. I-Square must obtain approval from the Town Planning Board for a revised site plan incorporating the Additional Parcels before the Additional Parcels may be added to the PILOT.
- 4. Upon the inclusion of the Additional Parcels, the PILOT base payments in Schedule 1 must be increased to reflect the land value of each parcel.
- 5. All buildings and structures currently located on the Additional Parcel must be demolished within one (1) year of being added to the PILOT.

These conditions are being provided for planning purposes only, and are not intended to commit the Town Board to commence, engage in, or approve any actions.

**AND, THEREFORE, BE IT FURTHER RESOLVED**, that the Town Board hereby authorizes the Town Supervisor to provide a copy of this resolution to COMIDA in support of amending I-Square's PILOT Agreement and sign any and all documents necessary to indicate the Town's support.

This resolution shall take effect immediately upon its adoption.

Seconded by Town Board Member **Cunningham** and duly put to vote, which resulted as follows:

Town Board Member	Perticone	voting	Aye
Town Board Member	Wehner	voting	Aye
Town Board Member	Malone	voting	Aye
Town Board Member	Cunningham	voting	Aye
Town Supervisor	Evans	voting	Aye



Motion By: Rhett King  
Seconded By: Norman Jones

**RESOLUTION**  
(I-Square, LLC Project)  
OSC Project Code: 2602-13-014F

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices located at 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES AND USE TAX EXEMPTION BENEFITS (AS HEREINAFTER DEFINED) GRANTED TO I-SQUARE, LLC (THE "COMPANY") THROUGH DECEMBER 31, 2026, AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, by Resolutions duly adopted on March 19, 2013 (collectively, the "Authorizing Resolution"), the Agency appointed **I-Square, LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of the acquisition by lease or otherwise, and interest in various properties located just south of the intersection of Titus Avenue and Cooper Road in the Town of Irondequoit, County of Monroe, New York (the "Land"); (B) the demolition of the existing improvements and the construction on the Land of a new road extension and a mixed-use "Town Center" comprised of approximately seven new buildings totaling at least 92,000 square feet of space, consisting of, but not limited to, an art gallery, outdoor amphitheater stage with room for 400 spectators, a community learning and business conference center, rooftop gardens, retail space, restaurants, office and residential space (collectively, the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of various machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); all pursuant the Act; and

WHEREAS, the Agency previously appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax (the "Sales and Use Tax Exemption Benefits") through December 31, 2019; and

WHEREAS, the Agency subsequently extended the Company's exempt status for Sales and Use Tax Exemption Benefits in connection with the Project through June 30, 2020; and

WHEREAS, the Company then requested the Agency grant a further extension to its sales tax exemption through December 31, 2021; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated October 26, 2021, requested the Agency grant a further extension to the Sales and Use Tax Exemption Benefits through June 30, 2023; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated May 17, 2023, requested the Agency grant a further extension to the Sales and Use Tax Exemption Benefits through December 31, 2024; and

WHEREAS, the Company now desires a further extension to its Sales and Use Tax Exemption Benefits and has, pursuant to a certain Project Modification Request, dated December 9, 2024, requested the Agency grant a further extension to the Sales and Use Tax Exemption Benefits through December 31, 2026; and

WHEREAS, the Agency desires to adopt a resolution authorizing the extension of Sales and Use Tax Exemption Benefits to the Company and the execution and delivery of any documents necessary and incidental thereto.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue 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 through **December 31, 2026**. The Agency agrees to consider any requests by the Company for another extension or an 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.

Section 2. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any agreements, documents or certificates necessary and incidental to providing the Company with the Sales and Use Tax Exemption Benefits and necessary to effectuate the above-described changes with respect to the Facility.

Section 3. The Executive Director, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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 4. 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:

	<i><u>Yea</u></i>	<i><u>Nay</u></i>	<i><u>Absent</u></i>	<i><u>Abstain</u></i>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

*[Remainder of Page Intentionally Left Blank]*

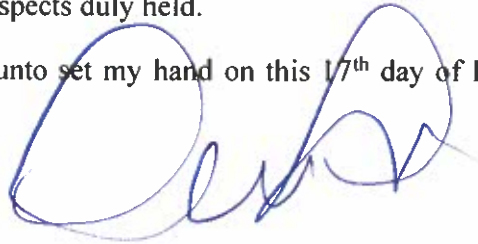
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December, 2024.



---

Ana J. Liss, Executive Director

Motion By: Norman Jones  
Seconded By: Rhett King

**RESOLUTION**  
(Sibley Redevelopment Limited Partnership Project Modification)  
OSC Code 2602-12-067H

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 (THE "AGENCY") AUTHORIZING (i) THE EXTENSION OF THE SALES TAX EXEMPTION BENEFIT GRANTED TO SIBLEY REDEVELOPMENT LIMITED PARTNERSHIP (THE "COMPANY") THROUGH DECEMBER 31, 2026; AND (ii) THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, by Resolution duly adopted on December 18, 2012, the Agency appointed **Sibley Redevelopment Limited Partnership**, a limited partnership, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (i) the acquisition of a leasehold or other interest in an approximately 3.21-acre parcel of land located at 228-280 Main Street in the City of Rochester, New York (the "Land"), together with the existing 12-story, approximately 980,000 square foot former Sibley Department Store located thereon (the "Existing Improvements"), a portion of which Existing Improvements are to continue to be leased to various remaining tenants; and (ii) the acquisition and installation of various machinery, equipment and personal property therein and thereon (the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, the Agency previously appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax (the "Sales and Use Tax Exemption Benefits") through December 31, 2018; and

WHEREAS, the Company pursuant to a certain Project Modification Request, dated January 3, 2019, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2019; and

WHEREAS, the Company subsequently submitted a Project Modification Request, dated December 17, 2019, requesting the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2020; and

WHEREAS, the Company subsequently submitted a Project Modification Request, dated October 29, 2020, requesting the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2021; and

WHEREAS, the Company subsequently submitted a Project Modification Request, dated November 30, 2021, requesting the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2022; and

WHEREAS, the Company subsequently submitted a Project Modification Request, dated November 23, 2022, requesting the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2023; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated November 29, 2023, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2024; and

WHEREAS, the Company has, pursuant to a certain Project Modification Request, dated December 4, 2024, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2026; and

WHEREAS, the Agency now desires to adopt a resolution authorizing the further extension of Sales and Use Tax Exemption Benefits to the Company and the execution and delivery of any documents necessary and incidental thereto.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue 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 through **December 31, 2026**. The Agency agrees to consider any requests by the Company for another extension or an 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.

Section 2. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any agreements, documents or certificates necessary and incidental to providing the Company with the Sales and Use Tax Exemption Benefits and necessary to effectuate the above-described extension.

Section 3. The Executive Director, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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 4. This resolution shall take effect immediately.

*[Remainder of Page Intentionally Left Blank]*

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

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.



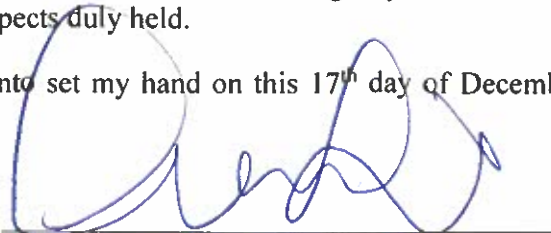
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December, 2024.



Ana J. Liss, Executive Director

*Motion By:* Lisa Boltzner  
*Seconded By:* Truman Tolefree

**RESOLUTION**  
(Sibley Mixed Use LLC Project Modification)  
OSC Code 2602-16-070G

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 (THE "AGENCY") AUTHORIZING (i) THE EXTENSION OF THE SALES AND USE TAX EXEMPTION BENEFITS (AS HEREINAFTER DEFINED) GRANTED TO SIBLEY MIXED USE LLC (THE "COMPANY") THROUGH DECEMBER 31, 2026; AND (ii) THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, by Resolution duly adopted on May 17, 2016, the Agency appointed **SIBLEY MIXED USE LLC**, a New York corporation, for itself or a related entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (A) the renovation of approximately 39,000 square feet of leasable retail space on the first floor of the existing building located at 250 East Main Street in the City of Rochester, New York and the conversion of Floors 9 through 12 of the building into ninety-six (96) new apartments with an entrance on the first floor and amenities on the second floor (the "Improvements"); and (B) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Improvements, the "Facility"); and

WHEREAS, the Agency previously appointed the Company as its true and lawful agent to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax (the "Sales and Use Tax Exemption Benefits") through June 30, 2020; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated September 9, 2020, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2021; and

WHEREAS, the Company subsequently submitted a Project Modification Request, dated November 30, 2021, requesting the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2022; and

WHEREAS, the Company subsequently submitted a Project Modification Request, dated November 23, 2022, requesting the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2023; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated November 29, 2023, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2024; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated December 4, 2024, has requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2026; and

WHEREAS, the Agency desires to adopt a resolution authorizing the extension of Sales and Use Tax Exemption Benefits to the Company and the execution and delivery of any documents necessary and incidental thereto.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue 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 through **December 31, 2026**. The Agency agrees to consider any requests by the Company for another extension or an 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.

Section 2. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any agreements, documents or certificates necessary and incidental to providing the Company with the Sales and Use Tax Exemption Benefits and necessary to effectuate the above-described extension.

Section 3. The Executive Director, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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 4. This resolution shall take effect immediately.

*[Remainder of Page Intentionally Left Blank]*

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

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

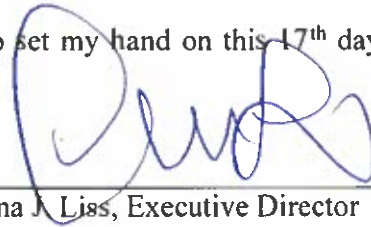
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December, 2024.



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Ana J. Liss, Executive Director



Motion By: Norman Jones  
Seconded By: Truman Tolofree

**RESOLUTION**  
(Sibley Commercial LLC Project)  
OSC Project Code 2602-16-069G

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices located at 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES AND USE TAX EXEMPTION BENEFITS (AS HEREINAFTER DEFINED) GRANTED TO SIBLEY COMMERCIAL LLC (THE "COMPANY") THROUGH DECEMBER 31, 2026, AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, by Resolutions duly adopted on May 17, 2016, May 19, 2020, July 20, 2021 and July 19, 2022, the Agency appointed **Sibley Commercial LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 72,912 square-foot portion of the existing building located at 250 East Main Street in the City of Rochester, New York (the "Existing Improvements"); (B) the conversion of the Existing Improvements into a commercial condominium unit (the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Existing Improvements and the Improvements, the "Facility"); all pursuant the Act; and

WHEREAS, the Company, pursuant to a certain Project Modification Request, dated March 27, 2023, requested the Agency extend its authorization of the Company to make purchases of goods and services relating to the Project that would otherwise be subject to New York State and local sales and use tax (the "Sales and Use Tax Exemption Benefits") through December 31, 2024; and

WHEREAS, the Company has, pursuant to a certain Project Modification Request, dated December 4, 2024, requested the Agency grant an extension to the Sales and Use Tax Exemption Benefits through December 31, 2026; and

WHEREAS, the Agency desires to adopt a resolution authorizing the extension of Sales and Use Tax Exemption Benefits to the Company and the execution and delivery of any documents necessary and incidental thereto.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency as follows:

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue 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 through **December 31, 2026**. The Agency agrees to consider any requests by the Company for another extension or an 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.

Section 2. The Executive Director, Deputy Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any agreements, documents or certificates necessary and incidental to providing the Company with the Sales and Use Tax Exemption Benefits and necessary to effectuate the above-described extension.

Section 3. The Executive Director, Deputy Director, Chairman or Vice Chairman 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, Deputy Director, Chairman or Vice Chairman 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 4. This resolution shall take effect immediately.

*[Remainder of Page Intentionally Left Blank]*

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

	<i><u>Yea</u></i>	<i><u>Nay</u></i>	<i><u>Absent</u></i>	<i><u>Abstain</u></i>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

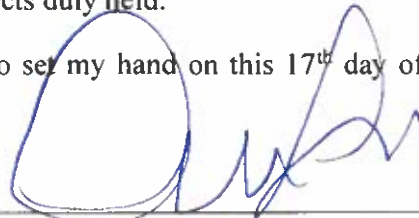
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December, 2024.



\_\_\_\_\_  
Ana J. Liss, Executive Director

Motion By:

R. H. King

Seconded By:

Lisa Bolzner

## RESOLUTION

(SAM Grant – Rochester Gas & Electric)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's Offices, 50 West Main Street, Rochester, New York 14614, on December 17, 2024 at 12:00 p.m.

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 (i) MAKING A DETERMINATION WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA (AS DEFINED BELOW); (ii) AUTHORIZING THE SUBMISSION OF THE GRANT APPLICATION AND RECEIPT AND DISBURSEMENT OF FUNDS AND (iii) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

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, New York State provides State and Municipal (SAM) Facilities Grants for which New York State agencies, authorities and public benefits corporation (among other similar entities) can apply (each an "Eligible Applicant"); and

WHEREAS, eligible candidate projects include, but are not limited to, economic development projects that will create or retain jobs in New York State ("Eligible Project"); and

WHEREAS, Rochester Gas & Electric Company, or a related company formed or to be formed on its behalf (collectively, "RG&E") is undertaking a certain project (the "Project") to increase the electrical capacity, in the Town of Henrietta, through the addition of a new transformer with a power rating of 50 mega volt-amperes; and

WHEREAS, the Agency is an Eligible Applicant and the Project is an Eligible Project; and

WHEREAS, the Agency will (i) submit an application (the "Application"), (ii) receive the funds available under the SAM Grant program and (iii) pursuant to a certain grant agreement (the "Grant Agreement"), disburse the funds the RG&E for purposes of undertaking the Project; and



WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617.1 et seq., as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Agency has identified the Project as an Unlisted Action under SEQRA, and the Agency has caused to be prepared, including based on the input of its counsel, an Short Environmental Assessment Form ("EAF") for the Project, including preparation of a Part 1 of the EAF for the Proposed Site, Parts 2 and 3 of the EAF for the Project, as well as other information summarizing the Project and its potential impacts; and

WHEREAS, the Agency has considered the impact on the environment of the Project as set forth in more detail below by undertaking a thorough review of conditions and issues associated with the Project, and the Agency's review and analysis of the potential impacts of the Project includes review and examination of: (i) the completed EAF, including Parts 1, 2 and 3, and the EAF Mapper results for the Project and applicable database results; and (ii) other supporting information and material available concerning the Project on file with the Agency; and

WHEREAS, based on the information contained in the completed EAF, the other information summarized above and herein comprising the administrative record in this matter, and the determination of negative declaration made herein, the Agency determines that the Project will not result in any significant adverse impact to the environment as specified below in accordance with the following:

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Project is classified as an Unlisted Action under SEQRA as that term is defined by 6 NYCRR §617.2(ak), and each of the "Whereas" Clauses in this Resolution is incorporated by reference as specific findings of this Resolution and shall have the same effect as the other findings herein.

Section 2. The Agency has considered the Project pursuant to the parameters and criteria set forth in applicable law and regulations, including but not limited to those set forth in 6 NYCRR §§617.1 and 617.3.

Section 3. The Agency has considered the significance of the potential environmental impacts of the Project by: (i) carefully reviewing and examining the responses to the EAF, including the information in Part 1 of the EAF and the EAF Mapper results and various database results assessing impacts or potential impacts associated with the Project including Part 1 EAFs prepared for the Project, and completing the analyses for Parts 2 and 3 of the EAF for the Project, together with examining other available supporting information and documents concerning the Project to identify the relevant areas of environmental concern with respect to potential impacts to land, stormwater and groundwater, wetlands, historic, archaeological and other recognized and/or protected resources, threatened or endangered species, community character and cumulative

impacts, if any, and other potential impacts as required by applicable regulation; (ii) considering the criteria set forth in 6 NYCRR § 617.7(c); and (iii) thoroughly analyzing the identified areas of relevant environmental concern.

Section 4. Based upon a thorough and comprehensive review by the Agency of the EAF, including Parts 1, 2 and 3 thereof, the EAF Mapper and pertinent documents from various databases assessing impacts and potential impacts from the Project, the Agency hereby finds that the Project will result in no potential significant adverse environmental impacts requiring the preparation of an environmental impact statement for the proposed action. The Agency, having conducted an uncoordinated review of the Project pursuant to SEQRA, thus issues a Negative Declaration for the action pursuant to 6 NYCRR 617.7.

Section 5. The Agency approves, adopts and incorporates by reference the responses to the EAF, including Parts 1, 2 and 3 thereof with its supporting written elaboration, and finds that the Project will not result in any significant adverse impact on the environment.

Section 6. This Resolution has been prepared in accordance with Article 8 of the New York Environmental Conservation Board by the County of Monroe Industrial Development Agency with offices located at 50 West Main Street, Suite 1150, Rochester, New York 14614.

Section 7. The Agency and/or the persons whom it may designate or has designated for such purpose are authorized to file the Negative Declaration in accordance with applicable provisions of the law and this Resolution shall constitute a Notice of Negative Declaration. The requirements of SEQRA have been satisfied.

Section 8. The Agency, based upon representations made by RG&E to the Agency, hereby finds and determines that:

- (A) Receipt of the Grant will allow the RG&E to increase electrical in the Town of Henrietta thereby supporting economic development activity therein; and
- (B) The Agency is an Eligible Applicant and the Project is an Eligible Project.

Section 9. The Agency is authorized to submit the Applicant, receive the funds under the SAM Grant program, and, pursuant to the term of the Grant Agreement, disburse the funds to RG&E to undertake the Project.

Section 10. (A) The Grant Agreement shall be in form and substance satisfactory to the Executive Director, the Deputy Director and Agency Counsel. The Executive Director, Deputy Director, Chair and Vice Chair of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver, on behalf of the Agency, the Grant Agreement and any such documents as may be necessary to evidence the terms of this resolution (collectively, the "Agency Documents").

(B) The Executive Director and Deputy Director of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 11. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 12. The Agency Documents shall be deemed the obligation of the Agency, and not of any member, officer, agent or employee of the Agency in his/her individual capacity, and the members, officers, agents and employees of the Agency shall not be personally liable thereon or be subject to any personal liability or accountability based upon or in respect hereof or of any transaction contemplated hereby. The Agency Documents shall not constitute or give rise to an obligation of the State or the County and neither the State nor the County shall be liable thereunder, and further, such documents shall not constitute or give rise to a general obligation of the Agency, but rather shall constitute limited obligations of the Agency.

Section 13. The members, officers, employees and agents of the Agency (including general, special, and/or transaction counsel to 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 certificates, instruments and documents, to pay all fees, charges and expenses and to do all further acts and things as may be necessary or, in the opinion of the member, officer, employee or agent of the Agency, desirable and proper to effectuate the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of any documents executed for and on behalf of the Agency for purposes of effectuating any of the foregoing.

Section 14. This Resolution shall take effect immediately.

*[Remainder of Page Intentionally Left Blank]*

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Lisa Bolzner	✓			
Rhett King	✓			
Norman Jones	✓			
Truman Tolefree	✓			
Ann L. Burr	✓			

The Resolutions were thereupon duly adopted.

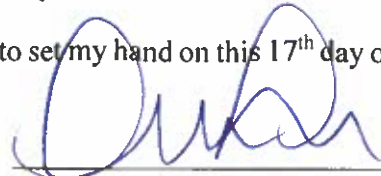
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 (the "Agency"), including the resolutions contained therein, held on December 17, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given 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 17<sup>th</sup> day of December 2024.



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Ana J. Liss, Executive Director

## 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.

<b>Part 1 – Project and Sponsor Information</b>			
Rochester Gas & Electric			
Name of Action or Project: Station 255 Upgrades			
Project Location (describe, and attach a location map): 4601 East River Road Henrietta, NY			
Brief Description of Proposed Action: Expand the 115 kV and build a new 12 kV yard at Station 255 (0.5 Miles west of Station 419) with a new 50 MVA 115/12.5 kV transformer. Install two new 12 kV feeders to tie with two circuits from Station 419 and transfer load from Station 419 to Station 255.			
Name of Applicant or Sponsor: Rochester Gas & Electric (Joe Sayre)		Telephone: 585-749-4238 E-Mail: joseph_sayre@rge.com	
Address: 180 S Clinton Ave, 3 City Center			
City/PO: Rochester		State: NY	Zip Code: 14604
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 <input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other government Agency? If Yes, list agency(s) name and permit or approval:			YES <input checked="" type="checkbox"/>
3. a. Total acreage of the site of the proposed action? _____ 15 acres b. Total acreage to be physically disturbed? _____ .5 acres c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ 175 acres			
4. Check all land uses that occur on, are adjoining or near the proposed action: <input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban) <input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input checked="" type="checkbox"/> Other(Specify): Utility Substation <input type="checkbox"/> Parkland			



5. Is the proposed action, a. A permitted use under the zoning regulations?	NO	YES	N/A
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Consistent with the adopted comprehensive plan?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area? If Yes, identify: _____	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels? b. Are public transportation services available at or near the site of the proposed action? c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: _____	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: _____	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places?  b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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? 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: _____ _____ _____	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply:		
<input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input type="checkbox"/> Urban <input checked="" type="checkbox"/> 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
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
16. Is the project site located in the 100-year flood plan?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes,	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
a. Will storm water discharges flow to adjacent properties?	<input type="checkbox"/>	<input type="checkbox"/>
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)?	<input type="checkbox"/>	<input type="checkbox"/>
If Yes, briefly describe: _____ _____		
18. Does the proposed action include construction or other activities that would result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)? If Yes, explain the purpose and size of the impoundment: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE</b>  Applicant/sponsor/name: <u>Joseph M Sayre</u> Date: <u>12/05/2024</u> Signature: <u>Joseph M Sayre</u> Title: <u>Manager - Economic Development</u>		

**PRINT FORM**

**Agency Use Only [If applicable]**

<b>Project:</b>	Henrietta Power Capital Project
<b>Date:</b>	December 10, 2024

**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?"

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Will the proposed action result in a change in the use or intensity of use of land?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Will the proposed action impair the character or quality of the existing community?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. Will the proposed action impact existing:		
a. public / private water supplies?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. public / private wastewater treatment utilities?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Will the proposed action create a hazard to environmental resources or human health?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**PRINT FORM**

Project: **Henrietta Power**

Date: **December 10, 2024**

**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.

Upon review of Part 1 of the Short Environmental Assessment Form (SEAF), dated December 5, 2024, and upon completion of Part 2 of the SEAF and review and deliberation:

1. The total acreage to be physically disturbed by the proposed project is approximately 0.5 acre at an existing utility substation, in addition to 0.4 acre of temporary disturbance adjacent to the substation and 0.09 acre of temporary disturbance in or near a freshwater wetland, the boundary of which may be located near the substation at the project site.
2. The project site is located in or adjacent to an area that may be designated as sensitive for archaeological sites on the New York State Historic Preservation Office (SHPO) archaeological site inventory. However, the proposed project will have no or a small potential impact on the character or quality of important historic, archaeological, architectural, or aesthetic resources because SHPO has previously recommended that the project site is not National Register eligible and therefore SHPO determined it did not have further cultural resource concerns with the site. Accordingly, any potential impact would not be significant.
3. The project site, or lands adjoining the proposed project, contain wetlands or other waterbodies regulated by a federal, state, or local agency. However, the proposed project will have no or a small potential adverse change to natural resources because, to the extent the proposed project includes any construction activities within an area(s) subject to the freshwater wetland jurisdiction of the Army Corps of Engineers and/or the New York State Department of Environmental Conservation, the proposed project would require either an avoidance determination, a letter of permission, or a permit from the appropriate governmental authorities upon satisfaction of applicable standards and criteria. Accordingly, any potential impact would not be significant.

- 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.

Name of Lead Agency	Date
Print or Type Name of Responsible Officer in Lead Agency	Title of Responsible Officer
Signature of Responsible Officer in Lead Agency	Signature of Preparer (if different from Responsible Officer)