

Motion By: T. Milne  
Seconded By: A. Meled

**RESOLUTION**  
(Butler/Till Media Services, Inc. Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA TAKING OFFICIAL ACTION TO (i) APPOINT BUTLER/TILL MEDIA SERVICES, INC. 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 TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION AND INSTALLATION OF EQUIPMENT IN, ON OR AROUND THE FACILITY, AND (iii) EXECUTE AN AGENT AGREEMENT AND 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, BUTLER/TILL MEDIA SERVICES, INC., a New York corporation, for itself or an entity formed or to be formed (the "Company"), submitted an application, attached hereto as **Exhibit A**, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of the acquisition and installation of various machinery, equipment and personal property including, but not limited to, office furniture, wiring/cabling, IT equipment, computers, copiers and networking switches (collectively, the "Equipment"), into the recently expanded approximately 7,000 square-foot portion (the "Improvements" and, together with the Equipment, the "Facility") of the Company's offices at 1565 Jefferson Road, Bldg. 200, Suite 280 in the Town of Henrietta, New York 14623, for continued use by the Company in its business as a full-service media planning and buying agency; 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 an agent agreement (the "Agent Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring and installing the Equipment and (ii) provide financial assistance (the "Financial Assistance") to the Company in the form of a sales and use tax exemption 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 d/b/a Imagine Monroe Powered By COMIDA as follows:

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

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The 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 purposes of acquiring and installing the Equipment; and

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

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

(f) Pursuant to SEQR, the Project constitutes a "Type II Action" as said term is defined in SEQR, and therefore no further action is required to be taken under SEQR.

Section 2. The Agency hereby determines that the Project 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 Agent 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 Project 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 the placement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Equipment. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for acquisition of the Equipment, 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. 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 Agent Agreement shall expire on **December 31, 2020** (unless extended for good cause by the Executive Director, Chairman or Vice Chairman of the Agency). The Executive Director, Chairman or Vice Chairman of the Agency are each authorized and directed to execute and deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 5. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves 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 **\$521,275**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$41,702**. 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 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 Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate the Agent Agreement, pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring and installing the Equipment.

Section 8. The Executive 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, 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 9. 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>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared Lusk				X
Lisa Bolzner	X			
Ann L. Burr	X			

The Resolutions were thereupon duly adopted.

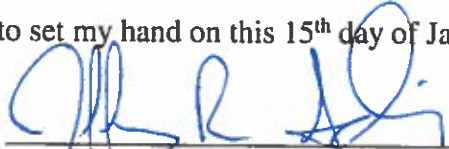
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

**EXHIBIT A**  
**APPLICATION**  
**[See Attached]**

Motion By: Timilne  
Seconded By: G. Collins

**RESOLUTION**  
(Frocione Properties LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES TAX EXEMPTION BENEFIT GRANTED TO FROCIONE PROPERTIES LLC (THE "COMPANY") THROUGH JUNE 30, 2019.

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 July 19, 2016 (the "Authorizing Resolution"), the Agency appointed **Frocione Properties 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 a portion of an approximately 5.51-acre parcel of land located at 150 FedEx Way in the Town of Gates, New York 14624 (the "Land") together with an existing approximately 44,000± square-foot warehouse located thereon (the "Existing Improvements"); (B) the construction, adjacent to the Existing Improvements, of an approximately 35,000 square foot cooler/freezer building comprised of an approximately 10,000 square-foot cooler section and an approximately 20,000 square-foot freezer section with an approximately 4,500 square-foot refrigerated receiving area on the south side of the building with four docks to receive trucks (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"), to be subleased to Big Apple Deli Products, Inc. for use in its business as a food distributor; 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, 2018; and

WHEREAS, the Company has requested the Agency grant an extension to its sales tax exemption through June 30, 2019; 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 d/b/a Imagine Monroe Powered By COMIDA 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 June 30, 2019. 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, 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.

Section 3. The Executive Director or any officer of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, 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:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared Lusk	X			
Lisa Bolzner	X			
Ann L. Burr	X			

The Resolutions were thereupon duly adopted.



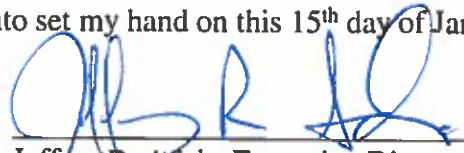
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

Motion By: \_\_\_\_\_

Seconded By: \_\_\_\_\_

*L. Bolzner*

*T. Miller*

## RESOLUTION

(32 Marway Circle LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (THE "AGENCY") AUTHORIZING ADDITIONAL FINANCIAL ASSISTANCE TO 32 MARWAY CIRCLE LLC (THE "COMPANY") IN AMOUNTS EXCEEDING THE AMOUNTS APPROVED BY THE AGENCY IN ITS RESOLUTION ADOPTED ON DECEMBER 18, 2018.

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, 2018 (the "Authorizing Resolution"), the Agency appointed 32 MARWAY CIRCLE 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 of a leasehold interest in an approximately 1.79-acre parcel of land located at 32 Marway Circle in the Town of Gates, Monroe County, New York [Tax Map No. 119.130-0001-018] (the "Land"), together with the existing approximately 29,000± square-foot building thereon (the "Existing Improvements"); (B) the renovation of the Existing Improvements including, but not limited to, construction of dividing walls, kitchen area, new HVAC, bathrooms and office space (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property including, but not limited to, new doors, windows, lighting, sinks, toilets, cabinets, countertops, fixtures and a 2019 GMC Savana Cargo Van (collectively, the "Equipment" and, together with the Land and the Improvements, the "Facility"); all for use by G. P. Land and Carpet Corporation d/b/a GP Flooring Solutions (the "Tenant") as office space; 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 in an amount up to \$323,420, which would result in New York State and local sales and use tax exemption benefits (the "Original Sales and Use Tax Exemption Benefits") not to exceed \$25,874; and

WHEREAS, the Company has requested that the Agency authorize 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 in an amount up to \$348,279, which would result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$27,862 (as amended and increased, the "Sales and Use Tax Exemption Benefits"); and

WHEREAS, the Agency desires to adopt a resolution authorizing the 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 d/b/a Imagine Monroe Powered By COMIDA 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 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 \$348,279, which result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$27,862. The Agency agrees to consider any requests by the Company for 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, 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.

Section 3. The Executive Director or any officer of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, 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:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared Lusk	X			
Lisa Bolzner	X			
Ann L. Burr	X			

The Resolutions were thereupon duly adopted.

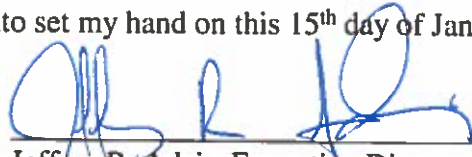
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

Motion By: L. Bolzaer  
Seconded By: T. Milne

**RESOLUTION**  
(REO Holding LLC and Center City Place, LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (THE "AGENCY") AUTHORIZING ADDITIONAL FINANCIAL ASSISTANCE TO REO HOLDING LLC AND CENTER CITY PLACE, LLC (COLLECTIVELY, THE "COMPANY") IN AMOUNTS EXCEEDING THE AMOUNTS APPROVED BY THE AGENCY IN ITS RESOLUTION ADOPTED ON JULY 18, 2017.

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 July 18, 2017 (the "Authorizing Resolution"), the Agency appointed **REO HOLDING LLC** and **CENTER CITY PLACE, LLC**, each a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agents of the Agency to undertake a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in 6 adjacent parcels of land containing, in the aggregate, approximately 0.40±-acres of land located at 131-133, 135, 139, 143-147, 153 and 155-163 State Street in the City of Rochester, New York [Tax Map #: 121.22-1-5, 106.78-1-30, 106.78-1-31, 106.78-1-32, 106.78-1-33 and 106.78-1-34.001, respectively] (collectively, the "Land") together with the existing buildings located thereon comprising, in the aggregate, approximately 55,000 square feet of space (collectively, the "Existing Improvements"); (B) the renovation of the Existing Improvements into approximately 54 apartments and space for commercial, service and retail uses (the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"); all pursuant 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 in an amount up to \$2,470,873, which would result

in New York State and local sales and use tax exemption benefits (the "Original Sales and Use Tax Exemption Benefits") not to exceed \$197,670; and

WHEREAS, the Company has requested that the Agency authorize 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 in an the amount up to \$3,470,873, which would result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$277,670 (as amended and increased, the "Sales and Use Tax Exemption Benefits"); and

WHEREAS, the Agency previously approved a mortgage amount of \$3,350,000 which would result in mortgage recording tax savings through the Agency of \$25,125; and

WHEREAS, the Company has subsequently requested the Agency approve a mortgage amount of \$8,092,796 which would result in mortgage recording tax savings through the Agency of \$60,696; and

WHEREAS, the Agency desires to adopt a resolution authorizing (i) the Sales and Use Tax Exemption Benefits and (ii) the savings on mortgage recording tax and the execution and delivery of any document necessary and incidental thereto.

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

Section 1. 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 make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to \$3,470,873, which result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$277,670. The Agency agrees to consider any requests by the Company for 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. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves a mortgage in the amount of \$8,092,796, which results in mortgage recording tax savings through the Agency of \$60,696.

Section 3. The Executive 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.

Section 4. The Executive 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 Sales and Use Tax Exemption Benefits and partial mortgage recording tax exemption.

Section 5. The Executive Director or any officer of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees,

charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, 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 6. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 7. 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>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	+			
Troy Milne	+			
Jared Lusk	+			
Lisa Bolzner	+			
Ann L. Burr	X			

The Resolutions were thereupon duly adopted.



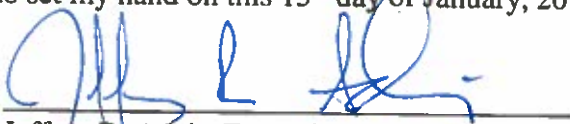
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

Motion By: J. Milne  
Seconded By: L. Bolzano

**RESOLUTION**  
(Midtown Tower LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

**RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES TAX EXEMPTION BENEFIT GRANTED TO MIDTOWN TOWER LLC (THE "COMPANY") THROUGH DECEMBER 31, 2019.**

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 August 27, 2013 (the "Authorizing Resolution"), the Agency appointed **Midtown Tower 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 2.405-acre parcel of land located at 280 and 290 East Broad Street in the City of Rochester, Monroe County, New York (the "Land") together with the vacant shell of the 17-story former Midtown Tower building located thereon (the "Existing Improvements"); (B) the redevelopment of the Existing Improvements into a mixed-use structure consisting of: (i) approximately 158,000 square-feet of commercial space (retail and office) on the first three floors; (ii) an approximately 7,800 square-foot addition; (iii) approximately 181 residential units on the upper floors; (iv) new façade on all four sides of the building; (v) an approximately 34-space surface parking lot; (vi) 3 loading docks; and (vii) various site improvements (landscaping/hardscaping) (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"), to be leased to the Company and subleased to various as-yet un-named tenants; 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, 2018; and

WHEREAS, due to project delays, the Company has requested the Agency grant an extension to its sales tax exemption through December 31, 2019; 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 d/b/a Imagine Monroe Powered By COMIDA 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, 2019. 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, 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.

Section 3. The Executive Director or any officer of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, 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>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared Lusk	X			
Lisa Bolzner	X			
Ann L. Burr	X			

The Resolutions were thereupon duly adopted.

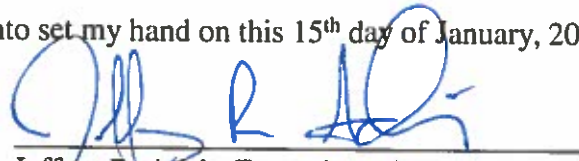
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

Motion By:

Seconded By:

G. Collins

A. Meleo

## RESOLUTION

(Sibley Redevelopment Limited Partnership Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES TAX EXEMPTION BENEFIT GRANTED TO SIBLEY REDEVELOPMENT LIMITED PARTNERSHIP (THE "COMPANY") THROUGH DECEMBER 31, 2019.

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 "Authorizing Resolution"), 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; (ii) the potential renovation of a significant portion of the Existing Improvements for use by Monroe Community College as its downtown campus (the "Improvements"); and (iii) 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"); 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, 2018; and

WHEREAS, the Company has requested the Agency grant an extension to its sales tax exemption through December 31, 2019; 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 d/b/a Imagine Monroe Powered By COMIDA 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, 2019. 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, 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.

Section 3. The Executive Director or any officer of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of such Executive Director, 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>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared Lusk	X			
Lisa Bolzner	X			
Ann L. Burr	X			

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 d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.



\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

Motion By:  
Seconded By:

A. Meleo  
L. Bolzner

**RESOLUTION**  
(Assignment of Love Family Properties, LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (THE "AGENCY") AUTHORIZING THE SALE BY LOVE FAMILY PROPERTIES, LLC ("SELLER") OF ITS ASSETS RELATED TO, AND THE ASSIGNMENT OF ITS INTERESTS IN AND TO, THE PROPERTY KNOWN AS 4621 RIDGE ROAD WEST IN THE TOWN OF PARMA, NEW YORK TO STORE MASTER FUNDING XVI, LLC ("PURCHASER"); 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, Love Family Properties, LLC (herein, the "Seller") owns a fee interest in property located at 4621 Ridge Road West in the Town of Parma, New York and entered into a certain Assignment and Assumption of Agreements, dated as of September 27, 2017, and recorded in the Office of the Monroe County Clerk on September 29, 2017 in Liber 11927 of Deeds, at page 34 (the "Assignment and Assumption"), pursuant to which Seller assumed all of the rights, title and interest in and to the property and the existing approximately 7,500 square-foot building thereon (the property and the building are hereinafter collectively referred to as, the "Facility"), including the rights and interest under that certain Lease Agreement, dated as of February 1, 2011, a memorandum of which was recorded in the Monroe County Clerk's Office on February 24, 2011 in Liber 10972 of Deeds, at page 124 (the "Lease Agreement"); the Leaseback Agreement, dated as of February 1, 2011, a memorandum of which was recorded in the Monroe County Clerk's Office on February 24, 2011 in Liber 10972 of Deeds, at page 128 (the "Leaseback Agreement"); a certain Payment In Lieu of Tax Agreement, dated as of February 1, 2011, by and between the Agency and Assignor (the "PILOT Agreement" and, together with the Lease Agreement, Leaseback Agreement and related documents, the "Documents"); and



WHEREAS, the Seller requests Agency approval of the sale of its assets with respect to the Facility and the assignment of its rights, interests and obligations in and to the Facility and the Documents to STORE Master Funding XVI, LLC, a Delaware limited liability company (hereinafter, the "Assignee"); and

WHEREAS, the Seller also requests that the benefits it receives through the PILOT Agreement be continued for the Assignee with respect to the Facility; and

WHEREAS, the Seller represents that the sale of its assets to the Assignee will not in any way change the use of the Facility and that the Facility will continue to constitute a "project" as such quoted term is defined in the Act; and

WHEREAS, the Agency now desires to adopt a resolution: (i) approving the sale of the Seller's assets in the Facility to the Assignee, (ii) approving the assignment of the Seller's rights, interests and obligations in and under the Documents to the Assignee, (iii) approving the continuation of PILOT benefits for the Assignee in connection with the Facility, and (iv) approving the execution of any and all documents necessary to effectuate sale, assignment and continuation of PILOT benefits.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby consents to the sale of the Seller's assets in the Facility to the Assignee.

Section 2. The Agency hereby consents to the assignment of the Seller's rights, interests and obligations in and to the Facility and under the Documents to the Assignee and consents to the continuation of the benefits afforded the Facility under the PILOT Agreement, for the Assignee.

Section 3. The Executive Director, Chairman or Vice Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all documents necessary to effectuate the above-described assignments and continuation of the PILOT benefits with respect to the Facility.

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>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared C. Lusk, Esq.	X			
Lisa Bolzner	X			
Ann L. Burr	X			

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 d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

Motion By: J. Lusk  
Seconded By: A. Meleo

**RESOLUTION**  
(Assignment of 5049 Ridge Road LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

**RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (THE "AGENCY") AUTHORIZING THE SALE BY 5049 RIDGE ROAD LLC ("SELLER") OF ITS ASSETS RELATED TO, AND THE ASSIGNMENT OF ITS INTERESTS IN AND TO, THE PROPERTY KNOWN AS 5049 RIDGE ROAD WEST IN THE TOWN OF PARMA, NEW YORK TO STORE MASTER FUNDING XVI, LLC ("PURCHASER"); 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, 5049 Ridge Road LLC (herein, the "Seller") owns a fee interest in property located at 5049 Ridge Road West in the Town of Parma, New York and entered into a certain Assignment and Assumption of Agreements, dated as of September 10, 2018, and recorded in the Office of the Monroe County Clerk on September 12, 2018 in Liber 12080 of Deeds, at page 160 (the "Assignment and Assumption"), pursuant to which Seller assumed all of the rights, title and interest in and to the property and the existing approximately 37,000 square-foot building thereon (the property and the building are hereinafter collectively referred to as, the "Facility"), including the rights and interest under that certain Lease Agreement, dated as of November 1, 2012 (the "Lease Agreement"), a memorandum of which was recorded in the Monroe County Clerk's Office on November 30, 2012 in Liber 11195 of Deeds, at page 372; the Leaseback Agreement, dated as of November 1, 2012 (the "Leaseback Agreement"), a memorandum of which was recorded in the Monroe County Clerk's Office on November 30, 2012 in Liber 11195 of Deeds, at page 377; and a certain Payment In Lieu of Tax Agreement, dated as of November 1, 2012 (the "PILOT Agreement" and, together with the Lease Agreement, the Leaseback Agreement and related documents, the "Documents"); and

WHEREAS, the Seller requests Agency approval of the sale of its assets with respect to the Facility and the assignment of its rights, interests and obligations in and to the Facility and the Documents to STORE Master Funding XVI, LLC, a Delaware limited liability company (hereinafter, the "Assignee"); and

WHEREAS, the Seller also requests that the benefits it receives through the PILOT Agreement be continued for the Assignee with respect to the Facility; and

WHEREAS, the Seller represents that the sale of its assets to the Assignee will not in any way change the use of the Facility and that the Facility will continue to constitute a "project" as such quoted term is defined in the Act; and

WHEREAS, the Agency now desires to adopt a resolution: (i) approving the sale of the Seller's assets in the Facility to the Assignee, (ii) approving the assignment of the Seller's rights, interests and obligations in and under the Documents to the Assignee, (iii) approving the continuation of PILOT benefits for the Assignee in connection with the Facility, and (iv) approving the execution of any and all documents necessary to effectuate sale, assignment and continuation of PILOT benefits.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby consents to the sale of the Seller's assets in the Facility to the Assignee.

Section 2. The Agency hereby consents to the assignment of the Seller's rights, interests and obligations in and to the Facility and under the Documents to the Assignee and consents to the continuation of the benefits afforded the Facility under the PILOT Agreement, for the Assignee.

Section 3. The Executive Director, Chairman or Vice Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all documents necessary to effectuate the above-described assignments and continuation of the PILOT benefits with respect to the Facility.

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>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared C. Lusk, Esq.	X			
Lisa Bolzner	X			
Ann L. Burr	X			

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 d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.

  
\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

Motion By:  
Seconded By:

L. Balzner  
T. Milne

**RESOLUTION**  
(Assignment of RCD Properties, LLC Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA (THE "AGENCY") AUTHORIZING THE SALE BY RCD PROPERTIES, LLC ("SELLER") OF ITS ASSETS RELATED TO, AND THE ASSIGNMENT OF ITS INTERESTS IN AND TO, THE PROPERTY KNOWN AS 50 AIR PARK DRIVE IN THE TOWN OF CHILI, NEW YORK TO STEUBEN TRUST COMPANY ("PURCHASER"); 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, RCD Properties, LLC (herein, the "Seller") owns a fee interest in property located at 50 Air Park Drive in the Town of Chili, New York and entered into a certain Lease Agreement, dated as of October 1, 2015 (the "Lease Agreement") with the Agency in connection with a project consisting of the construction and equipping of an approximately 33,000 square-foot multi-tenant building thereon (the "Facility"); and

WHEREAS, the Agency and the Seller then entered into a certain Leaseback Agreement, dated as of October 1, 2015 (the "Leaseback Agreement"), whereby the Agency transferred its interest in the Facility back to the Seller; and

WHEREAS, in connection with the Facility, the Agency and the Seller entered into a certain Payment In Lieu Of Tax Agreement, dated as of October 1, 2015 (the "PILOT Agreement"), pursuant to which the Seller receives a partial abatement of real property taxes in connection with the Facility (collectively, the Lease Agreement, Leaseback Agreement and PILOT Agreement are hereinafter referred to as the "Documents"); and



WHEREAS, the Seller requests Agency approval of the sale of its assets with respect to the Facility and the assignment of its rights, interests and obligations in and to the Facility and the Documents to Steuben Trust Company (hereinafter, the "Assignee"); and

WHEREAS, the Seller also requests that the benefits it receives through the PILOT Agreement be continued for the Assignee with respect to the Facility; and

WHEREAS, the Seller represents that the sale of its assets to the Assignee will not in any way change the use of the Facility and that the Facility will continue to constitute a "project" as such quoted term is defined in the Act; and

WHEREAS, the Agency now desires to adopt a resolution: (i) approving the sale of the Seller's assets in the Facility to the Assignee, (ii) approving the assignment of the Seller's rights, interests and obligations in and under the Documents to the Assignee, (iii) approving the continuation of PILOT benefits for the Assignee in connection with the Facility, and (iv) approving the execution of any and all documents necessary to effectuate sale, assignment and continuation of PILOT benefits.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby consents to the sale of the Seller's assets in the Facility to the Assignee.

Section 2. The Agency hereby consents to the assignment of the Seller's rights, interests and obligations in and to the Facility and under the Documents to the Assignee and consents to the continuation of the benefits afforded the Facility under the PILOT Agreement, for the Assignee.

Section 3. The Executive Director, Chairman or Vice Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all documents necessary to effectuate the above-described assignments and continuation of the PILOT benefits with respect to the Facility.

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>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared C. Lusk, Esq.				X
Lisa Bolzner	X			
Ann L. Burr	X			

The Resolutions were thereupon duly adopted.

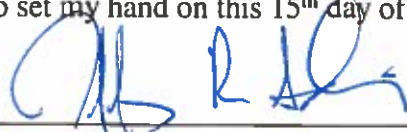
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), including the resolutions contained therein, held on January 15, 2019, 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 15<sup>th</sup> day of January, 2019.



\_\_\_\_\_  
Jeffrey R. Adair, Executive Director

Motion By: G. Collins  
Seconded By: T. Milne

**RESOLUTION**  
(The Marketplace Project)

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency"), was held at the Webster Town Hall, 1000 Ridge Road, Webster, New York 14580, on January 15, 2019.

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

**RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA AUTHORIZING THE EXECUTION AND DELIVERY OF A MODIFICATION OF PILOT BENEFITS AND RELATED DOCUMENTS IN CONNECTION WITH THE MARKETPLACE 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, The Marketplace (the "Company") is the developer of an approximately 125.46-acre parcel of land (the "Land") located on West Henrietta Road and Miracle Mile Drive in the Town of Henrietta, New York; which Land is leased to the Company by Rylan Enterprises, Inc., pursuant to a ground lease as described in a Memorandum of Lease recorded in the Monroe County Clerk's Office in Liber 4130 of Deeds, page 225; as amended by Memorandum of Lease recorded in Liber 4733 of Deeds, page 181, and a Memorandum of Lease recorded in Liber 4733 of Deeds, page 174, and has subleases on the Land with certain operating retail tenants; and

WHEREAS, the Land is comprised of the following tax parcels and related improvements (collectively, the "Facility"):

<u>Site</u>	<u>Tax Parcel No.</u>	<u>Address</u>
Penney's	161.12-1-1.1/A	25 Miracle Mile Drive
Macy's	161.12-1-1.1/B	20 Miracle Mile Drive
Sears	161.12-1-1.1/C	10 Miracle Mile Drive
Dick's	161.12-1-1.1/G	30 Miracle Mile Drive
Main Mall	161.12-1-1.11	3400 West Henrietta Road
Bon-Ton	161.12-1-1.1/D	15 Miracle Mile Drive
DSW (now F&S)	161.12-1-1.1/E	1200 Miracle Mile Drive
Vacant Land	161.12-1-1.1/F	1100 Miracle Mile Drive

**WHEREAS**, the Company and the Agency executed and delivered a Sublease Agreement, a Subleaseback Agreement (the "Lease and Leaseback") and a Payment in Lieu of Tax Agreement (the "PILOT Agreement"), each dated as of February 1, 2014, by and between the Agency and the Company, with respect to the Facility; and

**WHEREAS**, the Company has approached the Town of Henrietta (the "Town") and the Rush-Henrietta Central School District (the "School District" and, collectively with the Town, the "Affected Taxing Jurisdictions") regarding the repositioning of the tax parcel formerly occupied by Macy's (Tax Parcel No. 161.12-1-1.1/B); and

**WHEREAS**, the Affected Taxing Jurisdictions have agreed to amend the PILOT Agreement payment schedule with respect to the Main Mall and Macy's PILOT payments only, for years 2019 and 2020 Town and County taxes and 2019/20 School District taxes;

**WHEREAS**, the Agency desires to adopt a resolution authorizing amendments to the PILOT Agreement as described below.

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

**Section 1.** The Agency hereby approves modifying the PILOT Agreement payment schedule with respect to the Main Mall and Macy's PILOT payments only, for years 2019 and 2020 Town and County taxes and 2019/20 School District taxes.

**Section 2.** The Executive Director, the 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 or any officer of the Agency acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

**Section 3.** 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>
Jay Popli			X	
Anthony Meleo	X			
Gary Collins	X			
Troy Milne	X			
Jared Lusk				X
Lisa Bolzner	X			
Ann L. Burr	X			

The Resolutions were thereupon duly adopted.

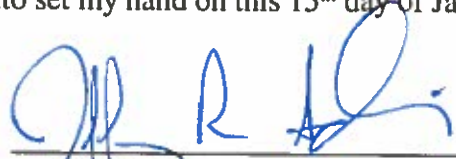
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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\_\_\_\_\_  
Jeffrey R. Adair, Executive Director