

Motion By:  
Seconded By:

J. Lusk  
G. Collins

**RESOLUTION**  
(10 Colony Manor, 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 Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, on March 19, 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 (I) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON MARCH 18, 2019, WITH RESPECT TO THE 10 COLONY MANOR, LLC (THE "COMPANY") PROJECT (THE "PROJECT"); (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, (B) IF NECESSARY, A 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 AN AGENT, FINANCIAL ASSISTANCE AND 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, **10 COLONY MANOR, LLC**, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company") submitted an application, attached hereto as **Exhibit A**, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold or subleasehold interest in an approximately 14-acre parcel of land located at 10-284 Colony Manor Drive in the Town of Henrietta, New York (the "Land"); (B)(i) the demolition of the existing 16 structures on the Land and (ii) the construction in its place of an approximately 445,000 square-foot, 7-story,

300-unit/935-bed student housing facility featuring 14,000 square feet of modern amenities available 24/7 to its residents (collectively, the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be used by the students of Rochester Institute of Technology ("RIT"); all pursuant the Act; and

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

WHEREAS, pursuant to Section 859-a of the Act, on Monday, March 18, 2019, at 10:00 a.m., local time, in the Main Meeting Room at the Henrietta Town Hall, 475 Calkins Road, Henrietta, New York 14467, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing"), whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; a copy of the Notice of Public Hearing published in the *City Newspaper*, the affidavit of publication of such newspaper, and Minutes of the Public Hearing are attached hereto as Exhibit C; 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, constructing and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance (the "Financial Assistance") to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, (b) if necessary, a mortgage recording tax exemption for financing relating to the Project and (c) a partial real property tax abatement structured through the PILOT Agreement; and

WHEREAS, the Company 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, the Henrietta Town Supervisor, by letter dated February 12, 2019 (the "Town Letter"), has provided support for the Project, stating that the Project provides needed student housing for RIT; and

WHEREAS, the Town Board of the Town of Henrietta, 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 of the Town of Henrietta dated January 9, 2019 (the "Negative Declaration"), concluding the SEQRA process.

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

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

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

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

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

(f) The Town Board of the Town of Henrietta 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 a "Type I" Action pursuant to SEQRA, the Town Board of the Town of Henrietta also issued a Negative Declaration on January 9, 2019, 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 of the Town of Henrietta pursuant to 6 N.Y.C.R.R. § 617.7. A copy of the Environmental Assessment Form and Negative Declaration are attached hereto as **Exhibit B**; and

(g) Based upon the Town Letter and representations by the Company, the Project will provide needed student housing for RIT.

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 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 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 Agent Agreement shall expire on **December 31, 2021** (unless extended for good cause by the Executive 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, 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 **\$52,000,000**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$4,224,000**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption

benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof and including any refinancing thereof not to exceed \$562,500; 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, 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, 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, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive 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, 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 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:

	<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.:

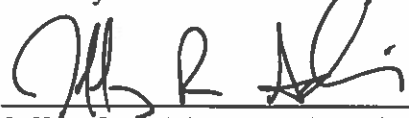
I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

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 March 19, 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.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 19<sup>th</sup> day of March, 2019.

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

**EXHIBIT A**  
**APPLICATION**

**[See Attached]**



**EXHIBIT B**

**SEQR**

**[See Attached]**

**EXHIBIT C**

**NOTICE DOCUMENTS**

**[See Attached]**

Motion By: J. Lusk  
Seconded By: L. Bolzner

**RESOLUTION**  
(ReddRoc, 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 Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, on March 19, 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 (I) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON MARCH 19, 2019, WITH RESPECT TO THE REDDROC, LLC (THE "COMPANY") PROJECT (THE "PROJECT"); (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 AND (B) 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 AN AGENT, FINANCIAL ASSISTANCE AND 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, REDDROC, LLC, a New York limited liability company, for itself or an entity formed or to be formed (collectively, the "Company") submitted an application, attached hereto as Exhibit A, to the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA (the "Agency") requesting the Agency to assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold or subleasehold interest in an approximately 0.35-acre parcel of land located at 24 Winthrop Street in the City of Rochester, New York (the "Land"); (B) the renovation of the vacant approximately 4,622 square foot building thereon into a restaurant/bar (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 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 Tuesday, March 19, 2019, at 11:45 a.m., local time, at the Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing"), whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; a copy of the Notice of Public Hearing published in the *Democrat and Chronicle*, the affidavit of publication of such newspaper, and Minutes of the Public Hearing are attached hereto as Exhibit B; and

WHEREAS, the Project constitutes a "retail" project as defined under Section 862 of the Act and as such requires additional findings; and

WHEREAS, the Company has represented to the Agency that the Project is located in "highly distressed area" as defined in Section 862(b)(ii) of the Act; 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, renovating and equipping the Project, (ii) negotiate and enter into a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") with the Company, (iii) take title to or a leasehold interest in the Land, the Improvements and personal property constituting the Facility (once the Lease Agreement, Leaseback Agreement and PILOT Agreement have been negotiated), and (iv) provide financial assistance (the "Financial Assistance") to the Company 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 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; and

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's

application and other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

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

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

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

(f) The Project involves a "Type II Action" as said term is defined in SEQRA, and therefore no further action is required to be taken under SEQRA; and

(g) Pursuant to Section 862 of the Act, the Project constitutes a "retail" project. Based on representations made by the Company to the Agency, the Agency hereby finds that the Project is located in a "highly distressed area" as defined in Section 862(b)(ii) of the Act.

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 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

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 Agent Agreement shall expire on **December 31, 2019** (unless extended for good cause by the Executive 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, 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 **\$750,000**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$60,000**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; and (ii) 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, 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, 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, Chairman or Vice Chairman of the Agency shall approve, the execution thereof by the Executive 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, 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 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><u>Yea</u></i>	<i><u>Nay</u></i>	<i><u>Absent</u></i>	<i><u>Abstain</u></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.:

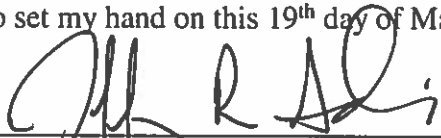
I, the undersigned Executive Director of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA, DO HEREBY CERTIFY:

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 March 19, 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.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 19<sup>th</sup> day of March, 2019.

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

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

**EXHIBIT B**

**NOTICE DOCUMENTS**

**[See Attached]**

Motion By: G. Collins  
Seconded By: J. Popli

**RESOLUTION**  
(Cedarwood Community Partners, LP 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 Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, on March 19, 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 CEDARWOOD COMMUNITY PARTNERS, LP (THE "COMPANY") IN AMOUNTS EXCEEDING THE AMOUNTS APPROVED BY THE AGENCY IN ITS RESOLUTION ADOPTED ON JULY 17, 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 July 17, 2018 (the "Authorizing Resolution"), the Agency appointed **CEDARWOOD COMMUNITY PARTNERS, LP**, a California 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: (A) the acquisition of an approximately 1.80 acre parcel of land located at 2052 East Main Street in the City of Rochester, Monroe County, New York (the "Land"), together with the two (2) existing eleven (11) story buildings thereon (known as Cedarwood Towers) containing in the aggregate approximately 134,900 square feet and 206-units comprised of 82 studio apartment units of affordable senior housing, 123 one-bedroom apartment units of affordable senior housing and 1 manager's unit (one bedroom), elevators, a community room with kitchen, laundry facilities, a library and a courtyard (collectively, the "Existing Improvements"); (B) the renovation, equipping and modernization of the Existing Improvements, including, but not limited to, improvements and upgrades to mechanical, life/safety and energy systems, accessibility, façade and amenities, and related improvements (collectively, the "Improvements"); (C) the acquisition and installation in and around the Improvements of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (collectively, 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 in an amount up to \$5,600,000, 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 \$448,000; 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 \$9,667,700, which would result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$773,416 (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 \$9,667,700, which result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$773,416. 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.

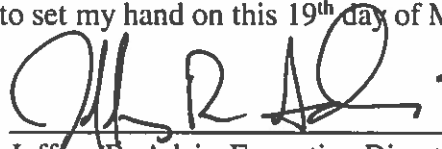
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 March 19, 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 19<sup>th</sup> day of March, 2019.

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

Motion By: L. Balzner  
Seconded By: J. Popli

**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 Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, on March 19, 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 RESOLUTIONS ADOPTED ON DECEMBER 18, 2018 AND JANUARY 15, 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, 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 initially 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 not to exceed \$25,874 and,



pursuant to a resolution duly adopted on January 15, 2019, the Agency authorized 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 \$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 "Original Sales and Use Tax Exemption Benefits"); and

WHEREAS, the Company has now 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 \$457,279, which would result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$36,582 (as amended and increased, the "Sales and Use Tax Exemption Benefits"); 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 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 \$457,275, which result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$26,582. 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 and partial mortgage recording tax exemption.

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.

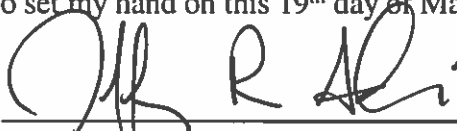
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 March 19, 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 19<sup>th</sup> day of March, 2019.

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

Motion By: G. Collins  
Seconded By: J. Lusk

**RESOLUTION**  
(Rochester Midland Corporation – New Tenant)

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 Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, on March 19, 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 (THE "AGENCY") AUTHORIZING THE SUBLEASE BY ROCHESTER MIDLAND CORPORATION (THE "COMPANY") OF A PORTION OF ITS PROJECT LOCATED AT 155 PARAGON DRIVE IN THE TOWN OF OGDEN, NEW YORK (THE "PROJECT") TO AMA PRECISION SCREENING, LLC; 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, Rochester Midland Corporation (the "Company") previously requested the Agency to issue its Convertible Variable Rate Industrial Development Revenue Bonds (Rochester Midland Corporation Project), Series 2010 in a principal amount not to exceed \$10,000,000 (the "Bonds") for the purpose of financing a certain project (the "Project") consisting of: (A) the acquisition or retention of fee title to or a leasehold or other interest in a certain parcel of land located at 155 Paragon Drive in the Town of Ogden, New York (the "Land"); (B) the acquisition and renovation of an approximately 167,000 square foot building thereon including 20,000 square feet of office space to house manufacturing and distribution under one roof as well as fifty percent (50%) increase in warehousing space. Approximately 40-50,000 square feet will be used for office space. The project will include: (i) the addition of approximately 20,000 square feet of new office space; (ii) the building of a hazardous material storage area; and (iii) the building and/or upgrade/increase for a storage tank farm (the "Building"); and (iv) the acquisition and installation in and around the Building of certain items of machinery, equipment and other tangible personal property (the "Equipment" and, collectively with the Land and the Building, the "Facility"); and (C) the payment of certain costs and expenses incidental to the issuance of the Bond; and

WHEREAS, in connection with the Facility, the Agency and the Company entered into a certain Company Lease Agreement, dated as of September 1, 2010 (the "Company Lease"), a certain Agency Lease Agreement, dated as of September 1, 2010 (the "Agency Lease"); and a certain Payment-In-Lieu-Of-Tax Agreement, dated as of September 1, 2010 (the "PILOT Agreement" and, collectively with the Company Lease and Agency Lease, the "Documents"); and

WHEREAS, the Company now requests the Agency's approval of AMA Precision Screening, LLC ("AMA") as a Tenant under and pursuant to the Documents, and requests the Agency join in the execution of a PILOT Addendum naming AMA as Tenant and as responsible for the job creation/maintenance required under the terms of, and for the remainder of the term of, the PILOT Agreement; and

WHEREAS, the Agency now desires to adopt a resolution: (i) approving the appointment of AMA as a new Tenant, (ii) approving the execution by the Agency of a PILOT Addendum naming AMA as Tenant, and (iii) approving the execution of any and all documents necessary to effectuate this change.

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 appointment of AMA as a new Tenant and approves the continuation of the PILOT Agreement for the remainder of its term, with AMA as the Tenant.

Section 2. 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 change with respect to the Facility.

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:

	<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 March 19, 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 19<sup>th</sup> day of March, 2019.

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

Motion By: L. Bdzner  
Seconded By: J. Popli

**RESOLUTION**

A regular meeting of the County of Monroe Industrial Development Agency d/b/a Imagine Monroe Powered By COMIDA was held at the Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, on March 19, 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 2019 Project more particularly described below.

The following resolution was duly offered and seconded, to wit:

**RESOLUTION AUTHORIZING THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA TO COMMENCE AND PURSUE TO CONCLUSION THE PROCESS, THROUGH ITS EMINENT DOMAIN POWERS, OF ACQUIRING CERTAIN REAL PROPERTY INTERESTS LOCATED AT THE MALL FACILITY (AS DEFINED BELOW) LOCATED IN THE TOWN OF HENRIETTA, MONROE COUNTY, NEW YORK, ALL AS DESCRIBED BELOW.**

WHEREAS, by Title 1 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, as amended (collectively, the "Act"), the **COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA** (the "Agency") was created with the authority and power through eminent domain or otherwise to acquire, own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, The Marketplace, a New York limited partnership, for itself and on behalf of its affiliate, MMPO, LLC or other entities to be formed (collectively, the "Company"), and the Agency previously entered into a "straight-lease transaction" (as such quoted term is defined in the Act) pursuant to that certain Sublease Agreement, dated as of February 1, 2014 (as may be amended from time to time, the "Lease Agreement"), from the Company to the Agency, and that certain Sub-Leaseback Agreement, dated as of February 1, 2014 (as may be amended from time to time, the "Leaseback Agreement"), from the Agency to the Company, all in connection with the undertaking by the Company, as agent of the Agency, of the "Project" (as defined in the Leaseback Agreement); and

WHEREAS, pursuant to the Lease Agreement, the Agency acquired a leasehold interest in certain parcels of land comprising in the aggregate approximately 125±-acres and located at 3400 West Henrietta Road (identifiable by Tax ID#: 161.12-1-1.11), 10 Miracle Drive (identifiable by Tax ID#: 161.12-1-1.1/C), 15 Miracle Drive (identifiable by Tax ID#: 161.12-1-

1.1/D), 20 Miracle Drive (identifiable by Tax ID#: 161.12-1-1.1/B), 25 Miracle Drive (identifiable by Tax ID#: 161.12-1-1.1/A), 30 Miracle Drive (identifiable by Tax ID#: 161.12-1-1.1/G), 1100 Miracle Drive (identifiable by Tax ID#: 161.12-1-1.1/F) and 1200 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/E) all located in the Town of Henrietta, New York (collectively, the "Land") and upon which is located, among other things, the shopping center referred to as The Marketplace Mall and The Outlets at Marketplace Mall, including, but not limited to, the Main Mall building, the Sears department store, the JC Penney department store, the former Bon-Ton department store, the Former Macy's Parcel (as defined below), the DICK'S Sporting Goods store and the Field & Stream store (collectively, the "Mall Improvements", and collectively with the Land, the "Mall Facility"); and

WHEREAS, the Proposed Site (as defined below) consists of (i) the situs at the Mall Facility of the former, and now vacant, approximately 149,009 square foot Macy's Department Store and existing Macy's improvements, adjoining and/or nearby parking fields and related improvements located at 20 Miracle Mile Drive (identifiable by Tax ID#: 161.12-1-1.1/B) and containing in the aggregate approximately 9.53 acres (collectively, the "Former Macy's Parcel") and (ii) such portions of the Mall Facility adjoining and/or near the Former Macy's Parcel containing in the aggregate approximately 25 acres that are to become part of the Former Macy's Parcel by way of modification by the Town of Henrietta, New York, to the existing lot lines (collectively, the "Addition to Macy's Parcel", and collectively with the Former Macy's Parcel, the "Proposed Site"); and

WHEREAS, the Company, by letter (and exhibits thereto) dated December 26, 2018 (the "December Request Letter"), has requested, among other things, the Agency to further assist in a certain project (collectively, the "2019 Project") consisting of the "acquisition" (as such quoted term is defined under the New York Eminent Domain Procedure Law ("EDPL")); hereinafter referred to as the "Acquisition") by the Agency of all or a portion of certain "real property" (as such quoted term is defined under the EDPL) interests of only those certain tenants of the Mall Facility and parties identified by the Company in their December Request Letter, their respective successors or assigns, including, without limitation, any and all rights, rights of approval, interests, privileges or easements of any and all such tenants, their respective successors or assigns, under any and all leases, instruments or agreements, including, without limitation, any and all operating covenant agreements (or similar agreements), reciprocal easement agreements (or similar agreements) whether or not recorded (collectively, the "Proposed Interests"), all as may be needed in order to facilitate and in connection with the productive reuse and redevelopment by the Company of the Proposed Site and any and all related parking realignments, parking improvements, infrastructure or site improvements or modifications necessary therefor at the Mall Facility, including, without limitation, related parking garages, buildings of heights in excess of two (2) stories and signage, contemporaneously or in stages pursuant to the EDPL, to attract and accommodate new tenant(s) and/or end user(s) and thereby attract additional visitors to the Mall Facility and to redevelop and enhance the Proposed Site; and

WHEREAS, in order to complete the 2019 Project, it will be necessary for the Agency to exercise its power of eminent domain; and



WHEREAS, the Company has represented to the Agency that no proposed alternate locations are being considered for the 2019 Project and the Company has existing agreements under the Leaseback Agreement to hold the Agency harmless and to pay all Agency expenses and fees related to the existing Project and the 2019 Project (as indicated in the Company's December Request Letter to the Agency); and

WHEREAS, the Agency desires to adopt a resolution authorizing (1) the commencement of all steps necessary for the Acquisition of the Proposed Interests and (2) the taking of title to or another interest in the Proposed Interests.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY D/B/A IMAGINE MONROE POWERED BY COMIDA AS FOLLOWS:

Section 1. The members, officers, employees and agents of the Agency (including counsel to the Agency) are hereby authorized to commence proceedings under the EDPL, including, but not limited to, the sending and publication of notice and scheduling of a public hearing, if any, to be held at a date, time and place to be determined to consider proceeding with the Acquisition of the Proposed Interests in connection with the 2019 Project (the "Public Hearing"), as well as undertake all other action as permitted or required by law in connection with the Acquisition or other transfer of the Proposed Interests.

Section 2. At any such Public Hearing, all interested parties shall be invited to attend the Public Hearing and be afforded an opportunity to comment on the proposed Acquisition. Any comments and related documents will be brought to the attention of the Agency and will become part of the official public hearing record.

Section 3. The members, 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 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 4. These Resolutions shall take effect immediately upon adoption.

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Ann L. Burr	X			
Jay Popli	X			
Anthony Meleo	X			
Gary Collins	X			

Troy Milne			X	
Jared Lusk				X
Lisa Bolzner	X			

The Resolutions were thereupon duly adopted.

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

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 March 19, 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 resolution set forth therein and of the whole of said original insofar as the same relates to the subject in 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 the New York Open Meetings Law, constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said Agency had due notice of said meeting and that the meeting was in all respects duly held.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 19<sup>th</sup> day of March, 2019.

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

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

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

*L. Bolzner*  
*J. Poppi*

**RESOLUTION**  
(C&P Equities, 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 Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, on March 19, 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 C&P EQUITIES, 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 March 20, 2018 (the "Authorizing Resolution"), the Agency appointed **C&P Equities, 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 5-acre parcel of land located at 655 Driving Park Avenue in the City of Rochester, New York 14613 [Tax Map No. 090.800-0002-003] (the "Land") together with the approximately 100,000± square-foot building located thereon (the "Existing Improvements"); (B) the renovation and modernization of the Existing Improvements including, but not limited to, office build-outs, security systems updates, factory dividing walls, dock installation and exterior 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"), to be subleased to various small business tenants for office, manufacturing and warehousing uses; 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 October 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.

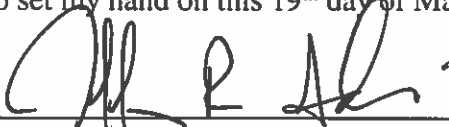
STATE OF NEW YORK )  
COUNTY OF MONROE ) ss.:

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 March 19, 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 19<sup>th</sup> day of March, 2019.

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