

Motion By:
Seconded By:

J. Popli
A. Kurey

RESOLUTION
(JD & Sons, Inc. Project)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on May 19, 2020, in accordance with Executive Order Number 202.1.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON MAY 19, 2020, WITH RESPECT TO THE JD & SONS, INC. (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 AN 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 A PROJECT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

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

WHEREAS, JD & SONS, INC., a New York corporation or an entity formed or to be formed (collectively, the "Company") submitted an application to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold interest in a certain parcel of land located between Whitney Street and Orchard Street (near Lyell Avenue) in the City of Rochester, New York 14606 (the "Land"); (B) the construction on the Land of an approximately 25,000-30,000 square-foot building (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, a Quick Frozen freezer (collectively, the "Equipment" and, together with the Land and the Improvements, the "Facility"); to be used by the Company in its business as a wholesale seafood processing operation; 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, May 19, 2020, at 10:45 a.m., local time, at the Agency's offices at 50 West Main Street, Suite 1150, 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, whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of acquiring, constructing and equipping the Improvements, (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, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the City of Rochester Planning Board (the "Planning Board"), acting as "lead agency" (as such term is defined under SEQRA), undertook a "coordinated review" (as such term is defined under SEQRA) of the Project, determined that the Project was a "Type 1 Action" (as such term is defined under SEQRA) and on April 8, 2020 issued a "negative declaration" (as such term is defined under SEQRA) with respect to the Project (the "Negative Declaration").

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

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

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

(b) The 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 Improvements; 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 Planning Board has conducted a coordinated 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 1" pursuant to SEQRA, the Planning Board also issued a Negative Declaration on April 8, 2020, 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 Planning Board pursuant to 6 N.Y.C.R.R. § 617.7.

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

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

Section 4. Subject to the Company executing a Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project

satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to acquire, construct, renovate and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company and the Tenant choose; provided, however, the Project Agreements 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.

Section 5. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$2,190,000**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$175,200**; (ii) a mortgage (or mortgages), in connection with the financing of the Facility or portions thereof and including any refinancing thereof, securing an aggregate principal amount not to exceed **\$4,228,000**, resulting in a mortgage tax exemption not to exceed **\$31,710**; 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><i>Yea</i></u> | <u><i>Nay</i></u> | <u><i>Absent</i></u> | <u><i>Abstain</i></u> |
|---------------|-------------------|-------------------|----------------------|-----------------------|
| Jay Popli | X | | | |
| Anthony Meleo | + | | | |
| Troy Milne | + | | | |
| Lisa Bolzner | + | | | |
| Joseph Alloco | + | | | + |
| Rhett King | + | | | |
| Ann L. Burr | + | | | |

The Resolutions were thereupon duly adopted.

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

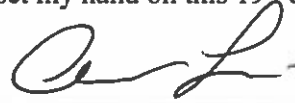
I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Seconded By:

J. Pooli
uBayer

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

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

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax through June 30, 2021. 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 and necessary to effectuate the above-described changes with respect to the Facility.

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 | | | |
| Troy Milne | X | | | |
| Lisa Bolzner | X | | | |
| Joseph Alloco | X | | | |
| Rhett King | 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Motion By: J. Alloco
Seconded By: A. Melero

RESOLUTION
(American Aerogel Corporation Project)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on May 19, 2020, in accordance with Executive Order Number 202.1.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE EXTENSION OF THE SALES TAX EXEMPTION BENEFIT GRANTED TO AMERICAN AEROGEL CORPORATION (THE "COMPANY") THROUGH JUNE 30, 2021.

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 September 17, 2019 (the "Authorizing Resolution"), the Agency appointed **American Aerogel Corporation**, a Delaware corporation, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of the acquisition and installation in, on or about an approximately 175,000 square-foot portion (the "Improvements") of an existing approximately 489,000 square-foot building located at 460 Buffalo Road in the City of Rochester, New York (the "Land") of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), for use by the Company in its business as a cold chain technology and service company; and

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

WHEREAS, the Company has notified the Agency, pursuant to a Project Modification Request, dated April 30, 2020, that the Project was delayed; and

WHEREAS, the Company has now requested the Agency grant a further extension to its sales tax exemption through June 30, 2021; and

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

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

Section 1. Based upon the representation and warranties made by the Company in its request, the Agency hereby authorizes and approves the Company, as its agent, to continue to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax through June 30, 2021. 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, 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 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 | | | |
| Troy Milne | X | | | |
| Lisa Bolzner | X | | | |
| Joseph Alloco | X | | | |
| Rhett King | 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Motion By:

Seconded By:

R. King
L. B. 12/20/21

RESOLUTION

(M/E Engineering, P.C. Project)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on May 19, 2020, in accordance with Executive Order Number 202.1.

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 ADDITIONAL FINANCIAL ASSISTANCE TO M/E ENGINEERING, P.C. (THE "COMPANY") IN AMOUNTS EXCEEDING THE AMOUNTS APPROVED BY THE AGENCY IN ITS RESOLUTION ADOPTED ON FEBRUARY 19, 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 February 19, 2019 (the "Authorizing Resolution"), the Agency appointed M/E ENGINEERING, P.C., a New York professional corporation, for itself or an entity formed or to be formed (collectively, the "Company"), the true and lawful agent of the Agency to undertake a certain project (the "Project") consisting of the acquisition and installation in the Company's newly renovated offices located at 300 Trolley Boulevard in the Town of Gates, New York (the "Facility"), of certain machinery, equipment and related personal property including, but not limited to, office furniture, data wiring, computers and signage (collectively, the "Equipment") for use by the Company in its engineering business; and

WHEREAS, the Company has notified the Agency, pursuant to a Project Modification Request, dated April 15, 2020, that the cost of the equipment has increased and thus the cost of the Project has increased; 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 \$390,000, 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 \$31,200; 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 \$510,000, which would result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$40,800; and

WHEREAS, the Agency desires to adopt a resolution authorizing increase in the Sales and Use Tax Exemption Benefits 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 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 \$510,000, which result in New York State and local Sales and Use Tax Exemption Benefits not to exceed \$40,800. 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, 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 4. This resolution shall take effect immediately.

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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 | | | NA | X |
| Anthony Meleo | X | | | |
| Troy Milne | X | | | |
| Lisa Bolzner | X | | | |
| Joseph Alloco | X | | | |
| Rhett King | 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Motion By: R. King

Seconded By: J. Poppe

RESOLUTION

(800 Parker Hill Drive LLC/Relph Benefit Advisors Project)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on May 19, 2020, in accordance with Executive Order Number 202.1.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TO (i) APPOINT RELPH BENEFIT ADVISORS OR A RELATED ENTITY FORMED OR TO BE FORMED (COLLECTIVELY, THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT AS MORE FULLY DESCRIBED BELOW; (ii) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE EQUIPPING OF THE IMPROVEMENTS (DEFINED BELOW); AND (iii) AUTHORIZE THE EXECUTION AND DELIVERY OF A PROJECT 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, 800 Parker Hill Drive LLC, a New York limited liability company for itself or an entity formed or to be formed (collectively, the "Landlord") previously submitted an application to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain Project (the "Project"), consisting of: (A) the acquisition of a leasehold interest in a portion of a parcel of land located at 125 Panorama Creek Drive in the Town of Penfield, New York 14625 (the "Land"); (B) the construction of an approximately 40,000 square-foot office building thereon (the "Improvements"); and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be subleased in part, to the Company (as hereinafter defined) and in part, to Dolomite Products Co., Inc. ("Dolomite") for use as office space; all pursuant the Act; and

WHEREAS, by resolution dated January 24, 2020, the Agency approved the Project, including the provision of financial assistance to the Landlord, the Company and Dolomite; and

WHEREAS, by Project Modification Request, dated May 7, 2020, **RELPH BENEFIT ADVISORS**, an insurance and employee benefit services company, for itself or a related entity formed or to be formed (collectively, the "Company") has requested that the Agency assist with a

the acquisition of certain machinery, equipment and related personal property and installation in the Facility as part of the Project; and

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

WHEREAS, it is contemplated that the Agency will (i) negotiate a project agreement (the "Project Agreement"), pursuant to which the Agency will appoint the Company as its agent for the purpose of equipping the Facility and (ii) provide financial assistance (the "Financial Assistance") to the Company in the form of sales and use tax exemptions for purchases and rentals related to the equipping of the Improvements.

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

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

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

(b) The 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 equipping the Improvements; 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;

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. Subject to the Company executing a Project Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency to equip the Improvements, and such appointment includes the following activities as they relate to 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 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 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 or the Equipment, including all repairs, maintenance and replacement of all such property. Said agents are authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses; provided, however, the Project Agreement shall expire on **December 31, 2020** (unless extended for good cause by the Executive Director, Chairman or Vice Chairman of the Agency).

Section 4. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$716,500**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$57,320**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services.

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

benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, shall (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 6. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate the Project Agreement, pursuant to which the Agency will appoint the Company as its agent for the purpose of equipping the Improvements.

Section 7. 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 8. 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 | | | |
| Troy Milne | X | | | |
| Lisa Bolzner | X | | | |
| Joseph Alloco | X | | | |
| Rhett King | 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Motion By: R. King
Seconded By: A. Mared

RESOLUTION

(Three City Center Partners LLC – Extension of Sales Tax Exemption)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on May 19, 2020, in accordance with Executive Order Number 202.1.

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

**RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL
DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING
(i) THE EXTENSION OF SALES TAX EXEMPTION BENEFITS
AND (ii) THE EXECUTION OF RELATED DOCUMENTS.**

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

WHEREAS, by resolutions dated December 20, 2016, the Agency approved financial assistance to the Company with respect to a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 1.46-acre parcel of land located at 180 South Clinton Avenue in the City of Rochester, New York [Tax Map No.: 121.320-0002-027.001] (the "Land") together with the approximately 226,000 square-foot building thereon (the "Existing Improvements"); (B) the renovation and modernization of the Existing Improvements into a mixed-use facility with banking, legal and government offices, a bistro, internet café and fitness center (collectively, the "Improvements"); (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property including, but not limited to, Wi-Fi, solar energy and LED lighting (collectively, the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease or sublease of the Facility to Three City Center Partners LLC (the "Company"); the top 2 floors of which (approximately 60,000 sq. ft.) will be subleased to M&T Bank; and

WHEREAS, the Company has entered into agreements with Rochester Gas & Electric Corporation ("RG&E") to occupy approximately 117,519 square feet of space in the Project; and

WHEREAS, the Company now requests the Agency's reinstate the sales tax exemption first approved in 2016, initially terminating on July 31, 2018 now be reinstated and extended through December 31, 2020, to finish the build-out of the space for the RG&E; and

WHEREAS, the Agency now desires to adopt a resolution: (i) approving the extension of the sales tax exemption with respect to the Project through December 31, 2020 and (ii) approving the execution of any and all documents necessary to effectuate this change.

WEREAS, the Company has entered into agreements with Rochester Gas & Electric Corporation ("RG&E") to occupy approximately 117,519 square feet of space in the Project; and

WHEREAS, the Company now requests the Agency's approval of RG&E as a tenant (the 'Tenant') taking over approximately 117,519 square feet of space in the Project; and

WHEREAS, the Agency now desires to adopt a resolution: (i) approving the appointment of RG&E as a new tenant, and (ii) 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 (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby consents to the appointment of RG&E as a new 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 | | | |
| Troy Milne | | X | | |
| Lisa Bolzner | X | | | |
| Joseph Alloco | X | | | |
| Rhett King | 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Motion By: A. Long
Seconded By: A. Meleo

RESOLUTION
(Three City Center Partners LLC – New Tenant)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on May 19, 2020, in accordance with Executive Order Number 202.1.

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 THREE CITY CENTER PARTNERS LLC (THE "COMPANY") OF A PORTION OF ITS PROJECT (DEFINED BELOW) TO ROCHESTER GAS & ELECTRIC CORPORATION; AND (ii) THE EXECUTION OF RELATED DOCUMENTS.

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

WHEREAS, by resolutions dated December 20, 2016, the Agency approved financial assistance to the Company with respect to a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an approximately 1.46-acre parcel of land located at 180 South Clinton Avenue in the City of Rochester, New York [Tax Map No.: 121.320-0002-027.001] (the "Land") together with the approximately 226,000 square-foot building thereon (the "Existing Improvements"); (B) the renovation and modernization of the Existing Improvements into a mixed-use facility with banking, legal and government offices, a bistro, internet café and fitness center (collectively, the "Improvements"); (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property including, but not limited to, Wi-Fi, solar energy and LED lighting (collectively, the "Equipment" and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and (D) the lease or sublease of the Facility to Three City Center Partners LLC (the "Company"); the top 2 floors of which (approximately 60,000 sq. ft.) will be subleased to M&T Bank; and

WHEREAS, the Company notified the Agency, pursuant to a Project Modification Request, dated May 1, 2020, that a new tenant has expressed interest in a portion of the Project; and

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

Section 1. The Agency hereby approves the extension of the sales tax exemption benefits with respect to the Project through December 31, 2020.

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:

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 | | | |
| Troy Milne | X | | | |
| Lisa Bolzner | X | | | |
| Joseph Alloco | X | | | |
| Rhett King | 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Motion By:

Seconded By:

L. Bolzner

J. Alaco

RESOLUTION
(Alex Park South LLC)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on May 19, 2020, in accordance with Executive Order Number 202.1.

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 ALEX PARK SOUTH LLC (THE "COMPANY") OF A PORTION OF ITS PROJECT LOCATED AT 330-350 MONROE AVENUE IN THE CITY OF ROCHESTER, COUNTY OF MONROE AND STATE OF NEW YORK (THE "PROJECT") TO ROCHESTER REGIONAL HEALTH; 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, Alexander Monroe Associates ("Alexander Monroe") previously entered into the Lease Agreement (as defined below) with the Agency whereby Alexander Monroe leased the Facility (as defined below) to the Agency pursuant to the terms thereof; and

WHEREAS, by Resolutions adopted by the Agency on February 17, 2009, the Agency authorized the execution of certain documents with respect to the Project (as defined below), including the Lease Agreement, a memorandum of which was recorded in the Monroe County Clerk's Office on June 26, 2009 in Liber 10760 of Deeds, at page 452 (the "Original Lease Agreement"); the Leaseback Agreement, a memorandum of which was recorded in the Monroe County Clerk's Office on June 26, 2009 in Liber 10760 of Deeds, at page 456 (the "Original Leaseback Agreement"); a certain Payment In Lieu of Tax Agreement, dated as of June 25, 2009, by and between the Agency and Assignor (the "Original PILOT Agreement" and, together with the Lease Agreement, Leaseback Agreement and related documents, the "Original Documents"); and

WHEREAS, the Alexander Monroe project (the "Project") consisted of the construction on an approximately 1.55-acre parcel of land situate at 330-350 Monroe Avenue in the City of

Rochester, New York (the "Land"), of approximately 100,000 square feet of space to be occupied by medical office and health care related users and general office space users within two (2) new buildings, and the purchase and installation therein of related equipment (the "Facility"); and

WHEREAS, pursuant to a certain Assignment and Assumption of Agreements, dated as of July 1, 2018 and recorded in the Office of the Monroe County Clerk on August 2, 2018 in Liber 12062 of Deeds, at page 157 (the "Assignment and Assumption Agreement"), Alexander Monroe assigned all of its rights, title, interest, duties, obligations and liabilities under the Original Documents to the Company, and the Company accepted such assignment and assumed all of such rights, title, interest, duties and obligations and liabilities of Alexander Monroe thereunder; and

WHEREAS, in connection with the Facility, the Agency and the Company then entered into a certain Amended and Restated Lease Agreement, dated as of July 1, 2018, a memorandum of which was recorded in the Office of the Monroe County Clerk on August 2, 2018 in Liber 12062 of Deeds, at Page 164 (the "Amended Lease Agreement"; and, together with the Original Lease Agreement, the "Lease Agreement"), a certain Amended and Restated Leaseback Agreement, dated as of July 1, 2018, a memorandum of which was recorded in the Office of the Monroe County Clerk on August 2, 2018 in Liber 12062 of Deeds, at Page 169 (the "Amended Leaseback Agreement"; and, together with the Original Leaseback Agreement, the "Leaseback Agreement"), a certain First Amendment to PILOT Agreement, dated as of July 1, 2018 (the "Amended PILOT Agreement"; and, together with the Original PILOT Agreement, the "PILOT Agreement") and related documents; and

WHEREAS, the PILOT Agreement provided for a real property tax abatement on a tenant by tenant basis, such that Healthcare Space (as defined in the PILOT Agreement) received the Healthcare Use Tax Abatement (as defined in the PILOT Agreement) and General Office Space (as defined in the PILOT Agreement) received a General Office Use Tax Abatement (as defined in the PILOT Agreement); and

WHEREAS, by Project Modification Request, dated April 16, 2020, the Company requested: (i) the Agency's approval of Rochester Regional Health ("RRH") as a tenant occupying approximately 70,000 square feet of General Office Space (the "RRH Space") and (ii) the application of the Healthcare Use Tax Abatement to the RRH Space; and

WHEREAS, the City of Rochester (the "City"), by email dated April 27, 2020, from Dana K. Miller, requested that the RRH Space receive the Healthcare Use Tax Abatement, equal to fifty percent (50%) exemption from taxation, for a period of five (5) years, commencing with the 2020-2021 City tax year; and

WHEREAS, the Agency now desires to adopt a resolution: (i) approving RRH as a new tenant, (ii) approving the application of the Healthcare Use Tax Abatement to the RRH Space, (iii) authorizing the amendment of the Lease Agreement, the Leaseback Agreement and the PILOT Agreement necessary to effectuate the application of the Healthcare Use Tax Abatement to the RRH Space, and (iv) approving the execution of any and all documents necessary and incidental thereto.

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

Section 1. The Agency hereby consents to RRH as a new tenant.

Section 2. The Agency is hereby authorized to execute and deliver any amendment to the Lease Agreement, the Leaseback Agreement and the PILOT Agreement pursuant to this resolution.

Section 3. The Agency shall cause an amended PILOT Agreement and related Form RP-412-a to be filed with Monroe County and the City. The abatement schedule shall be modified with respect to the RRH Space only to apply the Healthcare Use Tax Abatement as follows:

| Tax Year | Percentage of Exemption |
|-----------|-------------------------|
| 2020/2021 | 50% |
| 2021/2022 | 50% |
| 2022/2023 | 50% |
| 2023/2024 | 50% |
| 2024/2025 | 50% |

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required 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 the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 5. 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 6. This resolution shall take effect immediately.

[Remainder of Page Intentionally Left Blank]

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

| | <u><i>Yea</i></u> | <u><i>Nay</i></u> | <u><i>Absent</i></u> | <u><i>Abstain</i></u> |
|---------------|-------------------|-------------------|----------------------|-----------------------|
| Jay Popli | X | | | |
| Anthony Meleo | X | | | |
| Troy Milne | X | | | |
| Lisa Bolzner | X | | | |
| Joseph Alloco | X | | | |
| Rhett King | X | | | |
| Ann L. Burr | X | | | |

The Resolutions were thereupon duly adopted.

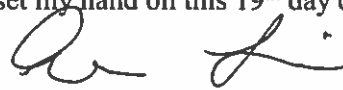
STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

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

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Motion By: A. Melo
Seconded By: J. Popai

RESOLUTION
(Button Lofts, LLC)

A regular meeting of the County of Monroe Industrial Development Agency (the "Agency"), was held at the Agency's offices at 50 West Main Street, Suite 1150, Rochester, New York 14614, on May 19, 2020, in accordance with Executive Order Number 202.1.

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

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL DEVELOPMENT AGENCY (i) TAKING OFFICIAL ACTION APPOINTING BUTTON LOFTS, LLC (THE "COMPANY") AS AGENT OF THE AGENCY FOR THE PURPOSE OF CONTINUING AND MAINTAINING THE OPERATION OF THE FACILITY (AS DEFINED BELOW); AND (ii) AUTHORIZING THE REINSTATEMENT OF FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM A REAL PROPERTY TAX ABATEMENT

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, BUTTON LOFTS, LLC, a New York limited liability company (the "Company"), previously submitted an application to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition of a leasehold interest in an approximately .066-acre parcel of land located at 340 Rutgers Street in the City of Rochester, New York (the "Land") together with the existing approximately 56,600 square-foot former Ted Cohen Office Furniture building located thereon (the "Existing Improvements"); (B) the renovation of the Existing Improvements into three (3) townhomes and 36 loft-style apartments (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"); and

WHEREAS, by resolution adopted on August 27, 2013, the Agency approved certain financial assistance for the Project including, but not limited to, a real property tax abatement pursuant to that certain Payment-In-Lieu-of-Tax Agreement, dated as of December 1, 2014 (the "PILOT Agreement"), by and between the Company and the Agency; and

WHEREAS, the City of Rochester (the "City") confirmed its support for the Project and the utilization by the Agency of the City's Conversion Urban Exemption Program schedule of real property tax abatement, as evidenced by the support letter attached hereto as **Exhibit A**; and

WHEREAS, on or about January 24, 2018, the County of Monroe's (the "County") Delinquent Tax Collector notified the Agency that the payments due under the PILOT Agreement (the "PILOT Payments") were past due and owing; and

WHEREAS, by letters dated February 16, 2018 and July 25, 2018 (collectively, the "PILOT Payment Default Letters"), the Agency notified the Company that it had failed to make the PILOT Payments and such PILOT Payments were due to the Monroe County Treasury. The Agency further advised the Company that failure to make the PILOT Payments could result in further action by the Agency; and

WHEREAS, the Agency did not receive a response from the Company following delivery of the PILOT Payment Default Letters; and

WHEREAS, on October 9, 2018, the Agency's PILOT Compliance Review Committee met to review all projects with unpaid PILOT payments; and

WHEREAS, on October 16, 2018, upon recommendation from the Agency's PILOT Compliance Review Committee, the Agency approved the termination of all projects that have not made PILOT payments; and

WHEREAS, by letter dated November 19, 2018, the Agency notified the City, the County and the Rochester City School District that (i) the Company had failed to timely make the PILOT Payments, (ii) the Agency had put the Company on notice of sure failure and (iii) the failure to cure the nonpayment of the PILOT Payments constituted an Event of Default, which resulted in the immediate termination of the PILOT Agreement; and

WHEREAS, the Company has now applied for the reinstatement of the PILOT Agreement; and

WHEREAS, the City has confirmed its support for the reinstatement of the PILOT Agreement, as evidenced by the support letter attached hereto as Exhibit B; and

WHEREAS, based upon the support and recommendation of the City, the Agency desires to adopt a resolution authorizing the reinstatement of the PILOT Agreement.

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's application and other correspondence submitted by the Company to the Agency, and the City 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 continuing and maintaining the Project; and

(d) The action to be taken by the Agency will induce the Company to continue operating 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.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the 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. Based upon the representation and warranties made by the Company in its application for financial assistance and the support from the City, the Agency hereby authorizes and approves the reinstatement of the PILOT Agreement.

Section 4. The Executive Director, Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute any and all documents necessary to effectuate the reinstatement of the PILOT Agreement.

Section 5. 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 6. This resolution shall take effect immediately.

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

| | <u><i>Yea</i></u> | <u><i>Nay</i></u> | <u><i>Absent</i></u> | <u><i>Abstain</i></u> |
|---------------|-------------------|-------------------|----------------------|-----------------------|
| Jay Popli | X | | | |
| Anthony Meleo | X | | | |
| Troy Milne | X | | | |
| Lisa Bolzner | X | | | |
| Joseph Alloco | X | | | |
| Rhett King | 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, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on May 19, 2020, 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 19th day of May, 2020.



Ana J. Liss, Executive Director

Exhibit A

City of Rochester CUE Support Letter

[See Attached]



City of Rochester

Neighborhood and Business Development
Commissioner
City Hall Room 223B, 30 Church Street
Rochester, New York 14614
www.cityofrochester.gov



R. Carlos Carballada
Commissioner

August 6, 2013

Judy Seil, Director
COMIDA
50 W. Main Street, Suite 8100
Rochester, NY 14614

RE: 340 Rutgers Street, SBL #121.067-0003-016.002 – Tax Abatement Schedule

Dear Ms. Seil:

The City of Rochester received a request from *Button Lofts LLC* (Developer) to support a partial tax exemption agreement utilizing the Conversion Urban Exemption (CUE) Program schedule of abatement with COMIDA for the proposed renovation of 340 Rutgers Street. The Developer is proposing converting the five-story, 56,660 square feet building into 36 one- and two-bedroom lofts and three (3) two-bedroom townhouses for a total of 39 new residential units. The estimated total development cost is \$6.5 million and this investment is expected to create one full-time permanent position and approximately eighty (80) temporary construction jobs.

Because the property is located outside the Center City District it does not qualify for direct participation in the CUE Program but the City is supporting this application because the anticipated investment of \$6.5 million in this neighborhood will be a boost to the revitalization of this section of Monroe Avenue near the YMCA and I-490. This project complements the other recently proposed project in close proximity at 795 Monroe Avenue, contributing further to a critical mass of desirable market rate housing for singles and young couples. The project at 795 Monroe Avenue was recently proposed for a similar tax abatement benefit.

The City of Rochester supports this application for consideration and approval by COMIDA. The City understands that the exemption will apply only to the added value attributable to the renovation of the property, use the CUE schedule of abatement, and expire at the end of the twelfth (12th) year when the property will return to full taxable status. If you have any questions please call Anne DaSilva Tella at 428-6124.

Very truly yours,

R. Carlos Carballada
Commissioner of Neighborhood and Business Development

xc: Thomas S. Richards, Mayor
Leonard Redon, Deputy Mayor
Bret Garwood, Director of Business and Housing Development
Brian Roulin, Director of Finance
Chris Wagner, Budget Director
Bob Bergin, Corporation Counsel

Phone: 585.428.8801

Fax: 585.428.6042

TTY: 585.428.6054

EEO/ADA Employer



Exhibit B

City of Rochester PILOT Reinstatement Support Letter

[See Attached]



City of Rochester

Neighborhood and Business Development
City Hall Room 005A, 30 Church Street
Rochester, New York 14614-1290
www.cityofrochester.gov

Bureau of Business &
Housing Development

April 28, 2020

Ana Liss, Executive Director
COMIDA
City Place, 50 West Main Street, Suite 8100
Rochester, NY 14614

RE: Button Lofts LLC – Support for reinstatement of Terminated PILOT
340 Rutgers St, Rochester NY; Tax Map Number 121.67-3-16.004

Dear Ms. Liss:

Thomas Masaschi of Button Lofts LLC (the Company) has requested and received the support of the City in seeking a reinstatement of the PILOT agreement previously negotiated for the property at 340 Rutgers Street in the city of Rochester. In November 2018, the PILOT was terminated by COMIDA following the Company's failure to make timely payments according to the PILOT agreement.

The City kindly requests a reinstatement of the former special PILOT so that it resumes where it left off, i.e. in the fifth year of the twelve-year special PILOT. The City is willing to cancel the real property tax bill issued in July for the 2019-29 tax year, and instead request a PILOT payment once COMIDA confirms reinstatement of the PILOT. It is our understanding that the Company has now paid all of its outstanding bills to Imagine Monroe and has brought the account current.

Sincerely,

Dana K. Miller
Deputy Commissioner, Neighborhood and Business Development

Cc: Gary Kirkmire, Commissioner of Neighborhood and Business Development
Michael Zazzara, City Assessor
Lydia Burr, Monroe County Economic Development
Thomas Masaschi, Button Lofts LLC

