

INITIAL RESOLUTION

(Batavia Special Needs Apartments, L.P. Project)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, March 25, 2021.

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

Resolution No. 03/2021 - 05

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) ACCEPTING AN APPLICATION WITH RESPECT TO A CERTAIN PROJECT (AS DEFINED BELOW, THE "PROJECT"), (ii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO THE PROJECT AND (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO THE PROJECT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 565 of the Laws of 1970 of the State of New York, as amended (hereinafter collectively called the "Act"), the **GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the Agency previously undertook a certain project (the "2009 Project") for the benefit of **BATAVIA SPECIAL NEEDS APARTMENTS, L.P.** (the "Company"), consisting of: (i) the acquisition or retention by the Agency of fee title to or a leasehold interest in certain contiguous parcels of land located at 555 East Main Street in the City of Batavia, Genesee County, New York (collectively, the "Land"), (ii) the razing of certain existing residential buildings located on the Land (the "2009 Existing Improvements"), (iii) the construction and equipping on the Land by the Company of an approximately 42,600 square-foot forty-two (42) unit apartment project for mentally handicapped and mentally challenged adults (the "2009 Improvements") and (iv) the acquisition by the Company in and around the 2009 Improvements of certain items of equipment and other tangible personal property (the "2009 Equipment" and, collectively with the Land, the Original Existing Improvements and the Original Improvements, the "2009 Facility"); and

WHEREAS, by resolution adopted on November 25, 2008, the Agency, among other things, (i) appointed the Company as its agent to undertake the 2009 Project and (ii) authorized financial assistance to the Company with respect to the 2009 Project in the form of (a) a sales and use tax exemption for purchases and rental related to the acquisition, construction and equipping of the 2009 Project, (b) a partial real property tax abatement structured through the

2009 Tax Agreement, and (c) a mortgage recording tax exemption for the financing or re-financing related to the 2009 Project (collectively, the "2009 Financial Assistance"); and

WHEREAS, in connection with the 2009 Project, the Agency and the Company entered into certain agreements, including but not limited to: (i) a certain Lease Agreement, dated as of March 1, 2009 (the "2009 Lease Agreement"), a memorandum of which was recorded in Genesee County Clerk's Office on March 31, 2009, in Liber 873, Page 19; (ii) a certain Leaseback Agreement, dated as of March 1, 2009 (the "2009 Leaseback Agreement"), a memorandum of which was recorded in the Genesee County Clerk's Office on March 31, 2009, in Liber 873, Page 24; and (iii) a certain Payment-in-Lieu-of-Tax Agreement, dated as of March 1, 2009 (the "2009 Tax Agreement"); and

WHEREAS, on or about March 11, 2021, the Company submitted an application (the "Application") requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the retention by the Agency of a leasehold interest in the Land; (ii) the planning, design, construction and operation of an approximately two-story 20,100 square foot addition to the 2009 Improvements consisting principally of approximately twenty (20) affordable housing units, all of which will serve those at 50% Area Median Income, a central elevator, computer lounges, on-site laundry services, community rooms and related amenities (the "Improvements"); and (iii) the acquisition and installation in and around the Improvements of certain items of machinery, equipment and other items of tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility"); and

WHEREAS, pursuant to Article 18-A of the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance (as defined below) that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will (i) hold a public hearing, (ii) designate the Company as agent of the Agency for the purpose of undertaking the Project pursuant to an agent, financial assistance and project agreement (the "Agent Agreement"), (iii) negotiate and enter into a lease agreement (the "Lease Agreement"), a leaseback agreement (the "Leaseback Agreement"), a tax agreement (the "Tax Agreement") and related documents, (iv) take a leasehold interest in the Land, the Improvements, the Equipment and the personal property constituting the Project (once the Lease Agreement, the Leaseback Agreement and the Tax Agreement have been negotiated), and (v) provide 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, reconstruction and equipping of the Facility and (b) a partial real property tax abatement structured through the Tax Agreement (collectively, the "Financial Assistance"); and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER AS FOLLOWS:

Section 1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Application, 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) 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

(C) The Agency has the authority to take the actions contemplated herein under the Act; and

(D) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Genesee County, New York, 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 facility or a 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 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 is hereby authorized to conduct a public hearing in compliance with the Act.

Section 3. 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 4. These Resolutions shall take effect immediately.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Peter Zeliff	[X]	[]	[]	[]
Matthew Gray	[X]	[]	[]	[]
Paul Battaglia	[X]	[]	[]	[]
Craig Yunker	[X]	[]	[]	[]
Todd Bender	[X]	[]	[]	[]
Amy Vanderhoof	[X]	[]	[]	[]
Marianne Clattenburg	[X]	[]	[]	[]

The Resolutions were thereupon duly adopted.

CERTIFICATION

(Batavia Special Needs Apartments, L.P. Project)

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

I, the undersigned Secretary of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on March 25, 2021, 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 related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

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 and affixed the seal of said Agency this 25th day of March, 2021.


Secretary

