

SUPPLEMENTAL RESOLUTION
(Manning-Squires-Hennig Co., Inc. Project)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on December 7, 2017.

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

Resolution No. 12/2017 - 01

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER AUTHORIZING AN INCREASE IN THE SALES AND USE TAX EXEMPTION BENEFITS PREVIOUSLY APPROVED WITH RESPECT TO THE MANNING-SQUIRES-HENNING CO., INC. PROJECT (AS MORE FULLY DESCRIBED BELOW).

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 565 of the Laws of 1972 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 civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to resolutions adopted by the Agency on October 26, 2017 (the "Authorizing Resolution"), the Agency appointed **MANNING-SQUIRES-HENNIG CO., INC.**, for itself or on behalf of an entity to be formed by it or on its behalf (the "Company"), as its agent to undertake a certain project (the "Project") at the Company's existing facility located at 8426 Seven Springs Road, Town of Batavia, Genesee County, New York (the "Facility"), consisting of the acquisition of various pieces of construction equipment and/or rolling stock, including but not limited to the purchase of two (2) pieces of Lull construction equipment and one (1) boom lift (the "Equipment"), all to be used in, and to maintain the competitive position of, the Company's construction business; and

WHEREAS, pursuant to the Authorizing Resolution, the Agency authorized and approved the Company, as its 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 \$450,000.00, which would result in New York State and local sales and use tax exemption benefits not to exceed \$36,000; and

WHEREAS, subsequent to the adoption by the Agency of the Authorizing Resolution, the Company submitted a revised application regarding the Project (as so revised, the "Application") to the Agency requesting that the Agency authorize and approve the Company, as its 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 **\$600,000**, which would result in

New York State and local sales and use tax exemption benefits (the "Sales and Use Tax Exemption Benefits") not to exceed \$48,000; and

WHEREAS, the Financial Assistance provided by the Agency to the Company shall not exceed \$100,000 and, therefore, a public hearing is not required to be held by the Agency; and

WHEREAS, the Agency desires to adopt a resolution authorizing the Company to make purchases of goods and services related to the Project in an amount of up to \$600,000, which would result in Sales and Use Tax Exemption Benefits not to exceed \$48,000.

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. Based upon representations and warranties made by the Company in the Application, the Agency hereby authorizes and approves the Company, as its 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 \$600,000.00, which result in New Sales and Use Tax Exemption Benefits not to exceed \$48,000.00. The Agency agrees to consider any requests by the Company for an increase to the amount of the Sales and Use Tax Exemption Benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services. Pursuant to Section 875(3) of the Act, 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 the 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 2. Subject to the Company executing the Agent Agreement and the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, construction and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, reconstruct, renovate and equip the Project; (ii)

to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; *provided, however*, the Agent Agreement shall expire on **December 31, 2018** (*unless extended for good cause by the President/CEO of the Agency*).

Section 3. The Financial Assistance provided by the Agency to the Company shall not exceed \$100,000 and, therefore, a public hearing is not required to be held by the Agency.

Section 4. The Chairman, Vice Chairman, President/CEO and/or the Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute the Agent Agreement, a NYS Form ST-60, "IDA Appointment of Project Operator or Agent", a bill of sale (the "Bill of Sale") and related documents.

Section 5. 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.

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>
Paul Battaglia	[X]	[]	[]	[]
Peter Zeliff	[]	[]	[X]	[]
John L. Rizzo	[X]	[]	[]	[]
Michael Davis	[X]	[]	[]	[]
Craig Yunker	[]	[]	[X]	[]
Matthew Gray	[]	[]	[X]	[]
Todd Bender	[X]	[]	[]	[]

The Resolutions were thereupon duly adopted.

CERTIFICATION
(Manning-Squires-Hennig Co., Inc. 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:

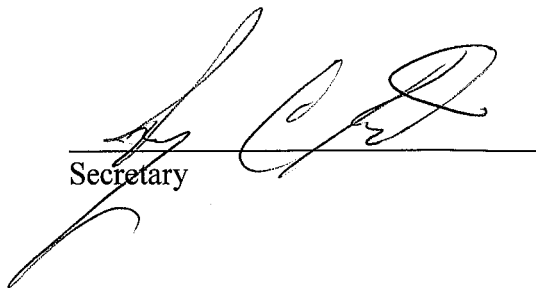
That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on December 7, 2017, with the original thereof on file in my office, 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 7th day of December, 2017.



Secretary