

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 17, 2015.

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

Resolution No. 12/2015 - 02

RESOLUTION AUTHORIZING THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER TO (i) ACCEPT AN AMENDED APPLICATION WITH RESPECT TO THE MANNING-SQUIRIES-HENNING CO., INC. PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) AUTHORIZE AN INCREASE IN THE SALES AND USE TAX EXEMPTION BENEFITS FOR THE MANNING-SQUIRES-HENNIG CO., INC. PROJECT; AND (iii) AUTHORIZE THE EXECUTION OF AN AMENDED AND RESTATED AGENT AGREEMENT AND AMENDED ST-60 FORM AND RELATED DOCUMENTS

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, **MANNING-SQUIRE-HENNIG CO., INC.** (or an affiliate, subsidiary, or entity formed on its behalf) (the "Company") previously submitted an application (the "Application"), a copy of which is on file with the Agency, requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (A) the acquisition by the Agency of a leasehold interest in a parcel (or parcels) of land located at 8426 Seven Springs Road, Town of Batavia, Genesee County, New York (the "Land") and the existing improvements located thereon consisting principally of the general contracting corporate offices and maintenance facilities of the Company (the "Existing Improvements"), (B) the construction and equipping on the Land by the Company as agent of the Agency of (1) an approximately 5,000 square-foot shop, and (2) two additions to the main building containing in the aggregate approximately 4,500 square feet of space, (C) the reconstruction, renovation and equipping of the existing shop for use as office space ((A) through (C) being collectively referred to as the "Improvements"), and (D) the acquisition by the Company in and around the Existing Improvements and Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment", and collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, by resolutions adopted on June 4, 2015 (the "Inducement Resolution") and June 25, 2015 (the "Final Resolution", and, together with the Inducement Resolution, the "Resolutions"), the Agency authorized 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) a real property tax abatement structured through a tax agreement and (c) if necessary, a mortgage recording tax exemption for the financing related to the Project (collectively, the "Financial Assistance")

WHEREAS, based upon representations and warranties made by the Company in the Application, the Agency, within the terms of the Final Resolution, 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 **\$835,000.00**, which will result in New York State and local sales and use tax exemption benefits not to exceed **\$66,800.00**; and

WHEREAS, since the adoption of the Final Resolution, the Company has submitted an amended application to the Agency (as so amended, the "Amended Application") indicating, among other things, that the purchase of goods and services by the Company relating to the Project and subject to New York State and local sales and use taxes have **increased**, and are now estimated to be in amount up to **\$1,340,000.00**, with the value of the sales and use tax exemption benefits being requested from the Agency not to exceed **\$107,200.00**; and

WHEREAS, pursuant to Article 18-A of the General Municipal Law the Agency desires to adopt a resolution acknowledging the change in Project scope and size (as more fully described on Schedule A attached hereto) and (i) authorizing the Company to make purchases of goods and services relating to the Project in an amount of up to \$1,340,000.00, which will result in local sales and use tax exemption benefits not to exceed \$107,200.00, (ii) ratifying and confirming the findings made by the Agency in the Resolutions previously adopted, and (iii) if necessary, authorizing the execution and delivery of related documents.

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 and the Amended 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 **\$1,340,000.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$107,200.00**. 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. 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 2. The Chairman, Vice Chairman and/or President/CEO the Agency are hereby authorized, on behalf of the Agency, to negotiate and enter into an Amended and Restated Agent Agreement with respect to the Sales and Use Tax Exemption Benefits and execute an amended ST-60 Form and related documents.

Section 3. Unless amended by the terms hereof, the Agency hereby ratifies, confirms and reaffirms the findings made in the Resolutions.

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. These Resolutions shall take effect immediately upon adoption.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Paul Battaglia	[X]	[]	[]	[]
Mary Ann E. Wiater	[X]	[]	[]	[]
John L. Rizzo	[X]	[]	[]	[]
Raymond Cianfrini	[X]	[]	[]	[]
Peter Zelif	[X]	[]	[]	[]
Craig Yunker	[X]	[]	[]	[]
Matthew Gray	[X]	[]	[]	[]

SECRETARY'S CERTIFICATION

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:

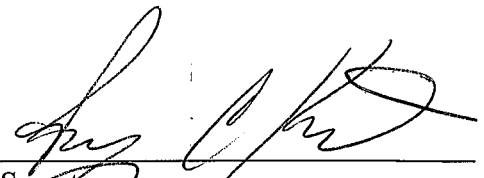
That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on December 17, 2015, with the original thereof on file in my office, 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 18th day of December, 2015.


Secretary
Penny C. Kennett

SCHEDULE A

Project Cost increasing from \$1.3 million to \$2.2 million.

Sales tax Incentives increasing from \$66,800 to \$107,200

Mortgage tax incentives increase from \$12,500 to \$21,875 (from a \$1m to a \$1.75 m mortgage)

Property tax incentives decrease (500 sq ft less) from \$91,256 to \$86,454

Total incentives from \$170,556 to \$215,529