

SUPPLEMENTAL RESOLUTION

(Mega Properties, Inc. Project)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, January 13, 2022.

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

Resolution No. 01/2022 - 03

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) ACKNOWLEDGING THE PUBLIC HEARING HELD BY THE AGENCY ON TUESDAY, DECEMBER 21, 2021 WITH RESPECT TO THE MEGA PROPERTIES, INC. (THE "COMPANY") PROJECT (AS DESCRIBED BELOW), (ii) AUTHORIZING THE PROVISION OF FINANCIAL ASSISTANCE (AS DEFINED HEREIN) IN EXCESS OF \$100,000.00, (iii) RATIFYING AND CONFIRMING THE FINDINGS OF THE AGENCY MADE IN THE RESOLUTIONS PREVIOUSLY ADOPTED BY THE AGENCY ON DECEMBER 2, 2021, AND DECEMBER 16, 2021, AND (iv) IF NECESSARY, AUTHORIZING THE EXECUTION AND DELIVERY OF 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, pursuant to resolutions adopted on December 2, 2021 (the "Initial Resolution") and December 16, 2021 (the "Final Resolution"), the Agency authorized certain Financial Assistance (as defined in the Final Resolution) with respect to a certain project (the "Project") to be undertaken by **MEGA PROPERTIES, INC.** (the "Company"), as agent of the Agency, consisting of: (i) the acquisition by the Agency of a leasehold or other interest in certain real property located at 4320 Federal Drive in the Town of Batavia, Genesee County, New York (the "Land", being more particularly identified as TMID No. 8.-1-66) and the existing improvements located thereon, consisting principally of an approximately 147,000 square foot building (the "Existing Improvements"), (ii) the planning, design, engineering, reconstruction, renovation and rehabilitation of the Existing Improvements for operation as a distribution center, together with related site and exterior improvements (collectively, the "Improvements"), and (iii) the acquisition by the Company in and around the Improvements of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, pursuant to the Final Resolution, the Agency authorized the provision of certain financial assistance to the Company, the amount of which was to not exceed \$100,000.00 until a public hearing was held, 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 partial real property tax abatement structured through a certain Tax Agreement, and (c) a mortgage recording tax exemption as authorized by the laws of New York State (collectively, the "Financial Assistance"); and

WHEREAS, pursuant to Section 859-a of the Act, on Tuesday, December 21, 2021, at 2:00 p.m., local time, at 3833 W. Main Street Road, Batavia, New York 14020, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, the Agency desires to adopt a resolution (i) acknowledging that the Public Hearing with respect to the Project was held in compliance with the Act, (ii) authorizing the provision of the Financial Assistance in excess of \$100,000.00, (iii) ratifying and confirming the findings made by the Agency in the Initial Resolution and Final Resolution adopted, and (iv) 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. The Public Hearing held by the Agency on December 21, 2021, concerning the Project and the Financial Assistance to be provided by the Agency to the Company was duly held in accordance with the Act, including but not limited to the giving of at least ten (10) days published notice of the Public Hearing (such notice also provided to the Chief Executive Officer of each affected tax jurisdiction), affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Amended Project.

Section 2. By virtue of the conduct of the public hearing, the Agency is hereby authorized to provide the Company with the Financial Assistance in excess of \$100,000.00.

Section 3. Unless amended by the terms hereof, the Agency hereby ratifies, confirms and reaffirms the findings made in the Initial Resolution and Final Resolution and hereby re-approves the Project and the Financial Assistance.

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>
Peter Zeliff	[X]	[]	[]	[]
Matthew Gray	[X]	[]	[]	[]
Paul Battaglia	[X]	[]	[]	[]
Craig Yunker	[X]	[]	[]	[]
Todd Bender	[]	[]	[X]	[]
Chandy Kemp	[]	[]	[X]	[]
Marianne Clattenburg	[X]	[]	[]	[]

The resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION
(Mega Properties, 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:

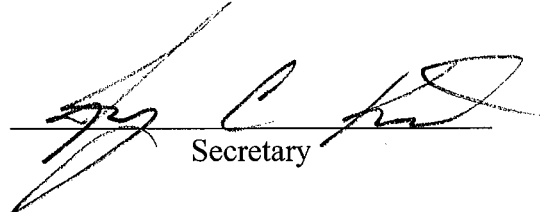
That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on January 13, 2022, with the original thereof on file in the offices of the Agency, 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 13 day of January, 2022.


Secretary