

**INITIAL RESOLUTION**  
*(LKN Holdings, Inc. Project)*

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, May 4, 2023.

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

Resolution No. 05/2023 - 03

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) ACCEPTING AN APPLICATION OF LKN HOLDINGS, INC. 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 appointed ADVJ Realty, LLC (the "Assignor") as agent to undertake a certain project (the "2018 Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in an approximately 3-acre parcel of land located at Apple Tree Avenue, in the Town of Bergen, Genesee County, New York (being tax map number 13.-1-58.21) (the "Land"); (ii) the construction of an approximately 5,000 square-foot building for food processing, storage, offices and related improvements (the "2018 Improvements"); and (iii) the acquisition and installation in and around the 2018 Improvements of certain items of equipment, machinery and other tangible personal property (the "2018 Equipment", and collectively with the Land and the 2018 Improvements, the "2018 Facility"); and

WHEREAS, in connection with the 2018 Project, the Agency and the Assignor entered into certain agreements, including, but not limited to: (i) a certain Agent, Financial Assistance and Project Agreement, dated as of February 20, 2018 (the "2018 Project Agreement"); (ii) a certain Lease Agreement, dated as of February 20, 2018, a memorandum of which was recorded in the Office of the Genesee County Clerk on February 21, 2018 at Instrument No. DE2018-260 (the "2018 Lease Agreement"); (iii) a certain Leaseback Agreement, dated as of February 20, 2018, a memorandum of which was recorded in the Office of the Genesee County Clerk on February 21, 2018 at Instrument No. DE2018-261 (the "2018 Leaseback Agreement"); (iv) a certain Tax Agreement, dated as of February 20, 2018 (the "2018 Tax Agreement"); and (v)

related documents (collectively, the "2018 Agency Documents"); and

WHEREAS, by resolution adopted by the Agency on May 4, 2023 (the "Assignment Authorizing Resolution"), the Agency authorized (i) the transfer of ownership of the 2018 Project from Assignor to LKN Holdings, Inc. and (ii) the assignment of the 2018 Agency Documents to LKN Holdings, Inc.; and

WHEREAS, **LKN HOLDINGS, INC.**, for itself or on behalf of an entity formed or to be formed by it or on its behalf (the "Company") has submitted an application (the "Application") to the Agency, 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: (i) the retention by the Agency of a leasehold or other interest in certain property located on Apple Tree Avenue, Town of Bergen, Genesee County, New York and all other lands in the Town of Bergen where, by license or easement or other agreement, the Company or its designees are making improvements that benefit the Project (the "Land", being more particularly identified as tax parcel numbers 13.-1-58.21 and 13.-1-58.21/P) and the 2018 Improvements and 2018 Equipment constituting the 2018 Facility (collectively, the "Existing Improvements"); (ii) the planning, design, construction and operation of an approximately 4,000 square foot addition to the Existing Improvements, together with utility and site improvements, parking lots, access and egress improvements, curbage, landscaping and stormwater retention 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 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 a project agreement (the "Project Agreement"), (iii) negotiate and enter into an amended and restated lease agreement (the "Lease Agreement"), an amended and restated leaseback agreement (the "Leaseback Agreement"), an amended and restated tax agreement (the "Tax Agreement") and related documents, (iv) retain and acquire 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, renovation and equipping of the Facility, (b) a partial real property tax abatement structured through the Tax Agreement, and (c) a partial mortgage recording tax exemption as authorized by the laws of New York State (collectively, the "Financial Assistance").

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 (i) appoint the Company as its agent for purposes of acquiring, constructing and equipping the Project, (ii) retain and acquire a leasehold interest in the Land, Existing Improvements, Improvements and the Equipment constituting the Facility, (iii) lease the Agency's interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Company, and (iv) enter into certain amendments to the 2018 Agency Documents to effectuate the foregoing; 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 Zelif	[ X ]	[ ]	[ ]	[ ]
Matthew Gray	[ X ]	[ ]	[ ]	[ ]
Paul Battaglia	[ ]	[ ]	[ ]	[ ]
Craig Yunker	[ X ]	[ ]	[ ]	[ ]
Todd Bender	[ ]	[ ]	[ X ]	[ ]
Chandy Kemp	[ X ]	[ ]	[ ]	[ ]
Marianne Clattenburg	[ ]	[ ]	[ X ]	[ ]

The Resolutions were thereupon duly adopted.

**CERTIFICATION**  
*(LKN Holdings, 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:

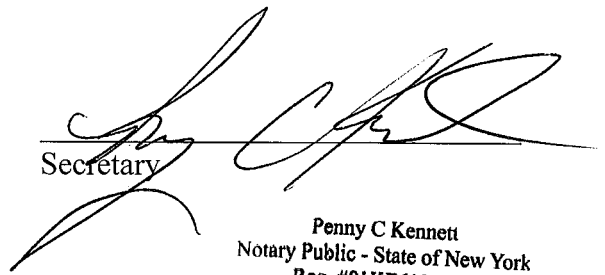
That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on May 4, 2023, with the original thereof on file at the Agency's office, 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 5<sup>th</sup> day of May, 2023.

  
Secretary

Penny C Kennett  
Notary Public - State of New York  
Reg. #01KE6134587  
Qualified in Genesee County  
My Commission Expires 10/3/25