

SUPPLEMENTAL AUTHORIZING RESOLUTION
(Countryside Apartments, LLC Project)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, May 2, 2024.

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

Resolution No. 05/2024 - 01

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) AUTHORIZING THE AMENDMENT TO THE TAX AGREEMENT (DEFINED HEREIN) (HEREINAFTER REFERRED TO AS THE "AMENDMENT") AND (ii) AUTHORIZING THE NEGOTIATION, EXECUTION AND DELIVERY OF SUCH OTHER DOCUMENTS AS IS NECESSARY TO UNDERTAKE THE AMENDMENT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State"), 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 a certain Final Resolution adopted by the Agency on October 26, 2023 (the "Resolution"), the Agency authorized the undertaking of a certain project (the "Master Project") for the benefit of **COUNTRYSIDE APARTMENTS, LLC**, for itself or on behalf of an entity formed or to be formed by it or on its behalf (the "Company") consisting of: (i) the acquisition by the Agency of a leasehold or other interest in certain property located at 8900 Alleghany Road, Town of Pembroke, Genesee County, New York and all other lands in the Town of Pembroke 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 described as tax parcel No. 19.-1-86); (ii) the phased planning, design, construction and operation of four (4) twenty-four (24) unit market rate apartment buildings, along with utility and site improvements, parking lots, access and egress improvements, signage, curbage, landscaping and stormwater retention improvements (collectively, the "Master 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 "Master Equipment"; and, together with the Land and the Improvements, the "Master Facility"); and

WHEREAS, the Master Project is to be undertaken in four (4) phases, with each phase consisting of the planning, design, construction and operation of a twenty-four (24) unit market rate apartment building; and

WHEREAS, Phase I (the "Phase I Project") consists of: (i) the acquisition by the Agency of a leasehold or other interest in certain property located at 8900 Alleghany Road, Town of Pembroke, Genesee County, New York and all other lands in the Town of Pembroke 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 described as tax parcel No. 19.-1-86); (ii) the planning, design, construction and operation of a twenty-four (24) unit market rate apartment building, along with utility and site improvements, parking lots, access and egress improvements, signage, 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 and the Improvements, the "Facility"); and

WHEREAS, in furtherance of the Phase I Project, the Agency and the Company entered into (i) Project Agreement, (ii) a Lease Agreement, (iii) a Leaseback Agreement, (iv) a Tax Agreement, and (v) related documents (collectively, the "Agency Documents"), whereby the Agency appointed the Company as agent of the Agency to undertake the Project and provided the Company with certain forms of financial assistance (the "Financial Assistance"); and

WHEREAS, the Company has requested: (i) the Agency amend Schedule A to the Tax Agreement (the "Amendment") and (ii) given the multi-phased structure of the Master Project, that the abatement schedule (as more fully set forth in Exhibit A attached hereto) apply to all project phases (the "Abatement Schedule"); and

WHEREAS, furtherance of the foregoing, the Agency desires to authorize: (i) the execution and delivery of the Amendment and (ii) the Abatement Schedule.

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. Subject to the Company executing the Amendment, along with the payment of all costs and fees of the Agency (including attorneys' fees), the Chair, Vice Chair and/or Senior Vice President of Operations of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment and related documents with such changes as shall be approved by the Chair, Vice Chair, the Senior Vice President of Operations and counsel to the Agency upon execution.

Section 2. 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 3. 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 Zelif	[X]	[]	[]	[]
Matthew Gray	[]	[]	[X]	[]
Paul Battaglia	[]	[]	[X]	[]
Craig Yunker	[X]	[]	[]	[]
Kathleen Manne	[X]	[]	[]	[]
Chandy Kemp	[X]	[]	[]	[]
Marianne Clattenburg	[X]	[]	[]	[]

The Resolutions were thereupon duly adopted.

SECRETARY'S CERTIFICATION
(Countryside Apartments, LLC 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:

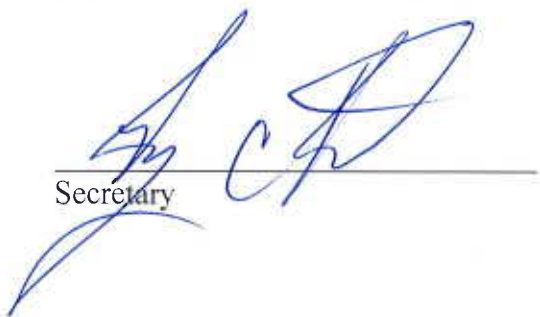
That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on May 2, 2024, with the original thereof on file in the offices of 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 2nd day of May, 2024.



Secretary