

RESOLUTION- Attachment One – WCIDA Minutes 12/16/2016
(Altra Rental and Supply, Inc. Project)

A meeting of Wayne County Industrial Development Agency was convened on December 16, 2016, at 9:30 a.m.

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

Resolution No. 12/2016 - _____

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) AUTHORIZING THE UNDERTAKING OF A CERTAIN PROJECT (AS MORE PARTICULARLY DESCRIBED HEREIN) UNDERTAKEN FOR THE BENEFIT OF 2127 ROUTE 104 LLC (THE “COMPANY”) (ii) ACCEPTING THE MINUTES OF A PUBLIC HEARING AND AUTHORIZING A CERTAIN CONTEMPLATED DEVIATION (AS MORE FULLY DESCRIBED HEREIN); (iii) AUTHORIZING THE EXECUTION AND DELIVERY A LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX AGREEMENT AND RELATED DOCUMENTS; (iv) AUTHORIZING THE PROVISION OF FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (A) A SALES TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT AND (B) A PARTIAL REAL PROPERTY TAX ABATEMENT THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 916 of the Laws of 1969 of the State of New York, (the “Act”), the **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, civic, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, **ALTRA RENTAL AND SUPPLY, INC.** (the “Operator”), for itself and on behalf of **2127 ROUTE 104 LLC** (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 (i) the acquisition by the Agency of a leasehold interest in an approximately 6.04 acres of land located at 2127 Route 104 in the Town of Ontario, New York (the “Land”, being identified as TMID No. 63117-10-492716) and the existing improvements thereon primarily consisting of an approximately 4,400 square foot commercial building and related site improvements (collectively, the “Existing Improvements”) owned by the Company and leased to the Operator as a construction equipment and materials warehousing and sales facility, (ii) the planning, design, construction and reconstruction on the Land and around the Existing Improvements of an approximately 11,500 square foot addition, along with related building upgrades, site work, parking, curbage and related improvements (collectively, the “Improvements”), (iii) the acquisition of and installation in and around the Existing Improvements and Improvements of certain machinery and related equipment and other

items of tangible personal property (the “Equipment” and, collectively with the Land, the Existing Improvements and the Improvements, the “Facility”); and

WHEREAS, by resolution dated November 18, 2016, the Agency adopted a resolution (the “Inducement Resolution”) (i) authorizing the Company to act as its agent to undertake the Project; (ii) directed that a public hearing be held relating to the Project; (iii) and authorized the negotiation of: (I) AN Agent and Financial Assistance and Project Agreement (the “Agent Agreement”), (ii) a Lease Agreement (the “Lease Agreement”), Leaseback Agreement (the “Leaseback Agreement”), Payment-in-lieu-of-Tax Agreement (the “PILOT Agreement”, and together with the Agent Agreement, Lease Agreement, Leaseback Agreement and related documents, the “Straight Lease Documents”); and

WHEREAS, pursuant to General Municipal Law Section 859-a, on December 15, 2016 at 9:30 a.m. local time, at the Town of Ontario Town Hall, 1850 Ridge Road, Ontario, New York 14519, the Agency held a public hearing with respect to the Project and the proposed financial assistance (the “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 (a copy of the Minutes of the Public Hearing along with the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions prior to said Public Hearing are attached hereto as Exhibit A); and

WHEREAS, the contemplated Financial Assistance to be provided to the Company under the PILOT Agreement deviates from the Agency’s Uniform Tax Exemption Policy; and

WHEREAS, in accordance with the Act, notice letters (the “Notice Letters”) detailing the proposed deviation (the “Deviation”) were mailed by the Agency to the chief executive officers of each affected tax jurisdiction on or about November 18, 2016; and

WHEREAS, the Agency, having (i) provided response to comments from the affected tax jurisdictions relative to the Deviation; and (ii) allowed any representative of the affected tax jurisdictions to address the Agency with respect to the Deviation, desires to proceed with the Project and the provision of the Financial Assistance; and

WHEREAS, the Straight Lease Documents have been negotiated and are presented to this meeting for approval and execution.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby accepts the verbal summary report of comments and questions received by the Agency at the Public Hearing. Further, upon due consideration of the written comments previously received and presented at this meeting in connection with the proposed Deviation, and for the reasons set forth in the Notice Letter and discussed before this meeting, the Agency hereby authorizes the undertaking of the Deviation as discussed before this meeting and the provision of the Financial Assistance to the Company.

Section 2. The Chairman (or Vice Chairman), Executive Director and/or Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to enter into the Straight Lease Documents; *provided*, that the rental payments under the Agent Agreement

and Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

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 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>
David Spickerman, Sr.	XX			
Steven LeRoy	XX			
Pamela Heald	XX			
James Hoffman	XX			

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF WAYNE) ss:

I, the undersigned Assistant Secretary of the WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolutions contained therein, held on the 16th day of December, 2016, 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 relates 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 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 seal of said Agency this 16th day of December, 2016.

Assistant Secretary

[SEAL]