

**INITIAL PROJECT RESOLUTION -- Attachment Two 4/27/18**  
*(Maxpro, LLC with Optimax Systems, Inc. – 2018 Expansion Project)*

A special meeting of the Wayne County Industrial Development Agency was convened on April 27, 2018 at 9:30 a.m.

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

Resolution No. 4/2018 - \_\_\_

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) (i) ACCEPTING THE APPLICATION OF MAXPRO, LLC, LLC (THE “COMPANY”) AND OPTIMAX SYSTEMS, INC. (THE “OPERATOR”) IN CONNECTION WITH A PROPOSED PROJECT (AS FURTHER DESCRIBED HEREIN); (ii) AUTHORIZING THE SCHEDULING AND CONDUCT OF A PUBLIC HEARING; 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 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, 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, the Agency previously undertook a certain project (the “2011 Project”) for the benefit of Maxpro, LLC (the “Company”) and Optimax Systems, Inc. (the “Operator”) consisting of: (i) the acquisition or retention by the Agency of an interest in an approximately 3.4 acre parcel of land located at 6367 Dean Parkway in the Town of Ontario, Wayne County (the “2011 Land”, being more particularly described as TMID No. 61117-00-187799) and the existing approximately 35,000 square foot manufacturing facility located thereon (the “2011 Existing Improvements”); (ii) the acquisition by the Agency of an approximately 4.12 acre parcel of land located adjacent to the 2011 Land on Dean Parkway in the Town of Ontario, County of Wayne (the “2011 Facility Land”, being more particularly described as a portion of TMID No. 61117-00-112760, such 2011 Facility Land having been merged with the 2011 Land); (iii) the construction on the Land and 2011 Facility Land of an approximately 20,000 square foot addition to the 2011 Existing Improvements (the “2011 Improvements”) by the Company for lease to the Operator to expand the Operator’s existing precision optical component manufacturing operations; (iv) the acquisition of and installation in and around the 2011 Existing Improvements and 2011 Improvements by the Company and Operator of machinery, equipment, furniture, fixtures and other items of tangible personal property (the “2011 Equipment” and, collectively with, the 2011 Land, 2011 Facility Land, 2011 Existing Improvements, and 2011 Improvements, the “2011 Facility”); and (v) through a straight lease transaction (within the

meaning of subdivision (15) of Section 854 of the Act), lease the Facility back to the Company (the "2011 Straight Lease Transaction"); and

WHEREAS, in furtherance of the 2011 Straight Lease Transaction, the Agency, Company and Operator entered into (i) an Agent Agreement, (ii) a Lease Agreement, (iii) a Leaseback Agreement, (iv) a PILOT Agreement, and (iv) related documents (collectively, the "2011 Agency Documents"), whereby the Agency appointed the Company and Operator to undertake the 2011 Project and provided the Company and Operator with certain forms of financial assistance (the "2011 Financial Assistance"); and

WHEREAS, the Company and Operator have submitted an application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of (i) the retention by the Agency of a leasehold interest in the 2011 Facility Land and 2011 Land containing the 2011 Existing Improvements and 2011 Improvements along with the acquisition by the Agency of leasehold interest in an approximately 1.0 acre parcel of land located at 6359 Dean Parkway, Ontario, New York (being identified as TMID No. 61117-00-191770, and together with the 2011 Facility Land and 2011 Land, hereinafter, the "Land", as may be merged and comprising a total of approximately 8.5 acres of real property), along with the approximately 13,000 square feet of building improvements located thereon (and together with the 2011 Existing Improvements and 2011 Improvements, hereinafter, the "Existing Improvements", all being comprised of approximately 68,000 square feet of existing building space and related exterior improvements); (ii) the planning, design, construction and reconstruction of improvements to the Existing Improvements, including an approximately 47,000 square foot addition to the 2011 Existing Improvements and 2011 Improvements for an aggregate total of approximately 115,000 square feet of building space to be owned by the Company and leased to the Operator for expanded precision optical component manufacturing operations, along with related utility and site improvements, parking lots, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention improvements (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company and Operator of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land and the Improvements, the "Facility"); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"), such Straight Lease Transaction to be undertaken by the Agency, Company and Operator primarily through an Agent and Project and Financial Assistance Agreement (the "Agent Agreement") and the amendment of the 2011 Agency Documents; and

WHEREAS, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (A) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the construction and equipping of the Facility; (B) mortgage recording tax exemptions for financings undertaken in connection with the Project; and (C) a partial real property tax abatement through a payment-in-lieu-of-tax agreement (the "PILOT Agreement"), pursuant to which the Company would make payments in

lieu of real property taxes to the Agency for the benefit of each affected tax jurisdiction (the "Affected Tax Jurisdictions"); and

WHEREAS, pursuant to and in accordance with Section 859-a of the Act, the Agency desires to schedule and conduct a public hearing relating to the Project and the proposed Financial Assistance; and

WHEREAS, the Agency desires to (i) accept the Application, (ii) describe the forms of contemplated financial assistance; and (iii) authorize the scheduling and conduct of a public hearing pursuant to and in accordance with the Act.

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

Section 1. 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) retain and acquire a leasehold interest in the Land, Existing Improvements, Improvements and the Equipment constituting the Facility, (ii) lease the Agency's interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Company, and (iii) enter into amendments to the 2011 Agency Documents to effectuate the foregoing; and

(C) Subject to the terms and conditions set forth within Section 4, hereof, 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 undertake the Project, thereby increasing capital investment, housing and employment opportunities in the Town of Ontario, 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 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 Company's 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 facility or plant 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 proposed financial assistance being contemplated by the Agency includes (i) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included within the Project or used in the acquisition, construction or equipping of the Project, (ii) mortgage recording tax exemptions for financings undertaken in connection with the Project; and (iii) a partial real property tax abatement through a payment-in-lieu-of-tax agreement (the "PILOT Agreement"), pursuant to which the Company would make payments in lieu of real property taxes to the Agency for the benefit of the Affected Tax Jurisdictions.

Section 3. The Agency further authorizes the scheduling and conduct of a public hearing as required by Section 859-a of the Act (the "Public Hearing").

Section 4. The Chairman, Vice Chairman, the Executive Director and/or the Chief Executive Officer of the Agency are hereby authorized and directed to negotiate, but not execute, the Agent Agreement and amendments to the 2011 Agency Documents, along with related documents to undertake the Straight Lease Transaction. The Agency's authorization of the Project and the Financial Assistance shall be subject to the adoption of Agency resolutions relative to same.

Section 5. Harris Beach PLLC, as Transaction Counsel for the Agency, and Converse & Morell, as Agency General Counsel, is hereby authorized to work with counsel to the Company and others to prepare for submission to the Agency all documents necessary to effect the authorization and undertaking of the Project.

Section 6. 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 7. This Resolution shall take effect immediately.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
David Spickerman, Sr.	XX			
James Hoffman	XX			
Steven LeRoy	XX			
Robert Havrilla			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 resolution contained therein, held on April 27, 2018, 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 27<sup>th</sup> day of April, 2018.

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Assistant Secretary

[SEAL]