

Wayne Economic Development Corporation  
Special Meeting Minutes  
April 26<sup>th</sup>, 2013

The special meeting of the Wayne Economic Development Corp. was called to order at 10:32 a.m. on April 26<sup>th</sup>, 2013, by Chairman David Spickerman. The meeting was held in the first floor conference room, 16 William Street, Lyons. Members present: Pamela Heald, Willard Milliman, Robert Havrilla, James Hoffman and David Spickerman. Also Present: Keith Henry, Asst. Supt. For Admin. at W-FL BOCES; Bob McNary, County Planning & Economic Dev. Director; and P.Churchill, D.Richards and M. Leisenring.

On motion of Mr. Milliman, seconded by Mr. Havrilla and carried the minutes of 3/22/2013 were approved.

Next Mr. Henry gave a presentation on the new project being proposed at the W-FL BOCES site in Newark. After a question and answer period, the following resolution was considered:

**Resolution A**

RESOLUTION OF THE WAYNE ECONOMIC DEVELOPMENT  
CORPORATION AUTHORIZING THE THIRD AMENDMENT AND  
MODIFICATION AGREEMENT WITH THE WAYNE-FINGER  
LAKES BOARD OF COOPERATIVE EDUCATIONAL SERVICES  
TO INCREASE THE LEASE RENT DUE TO THE WAYNE  
ECONOMIC DEVELOPMENT CORPORATION

WHEREAS, the WEDC is the owner in fee simple of property and improvements consisting of approximately: i) 16.05 acres situate in the southwest quadrant of the intersection of East Maple Avenue and Vienna Street, Village of Newark, County of Wayne and State of New York (the "Original Premises"), and ii) 0.590 acre parcel situate off Church Street, Village of Newark, County of Wayne and State of New York consisting of approximately 11, 180 square foot garage (the "Garage Addition"); and

WHEREAS, the WEDC has leased the Original Premises to the BOCES the Lessee pursuant to a certain Lease Agreement, dated as of June 25, 2004, between the WEDC, the Authority, as defined herein, and the BOCES the Lessee (the "Original Lease Agreement"), which Original Lease Agreement was recorded in the Office of the Wayne County Clerk on June 25, 2004 as Document No. R9045164; and

WHEREAS, the Original Lease Agreement was amended and modified by a certain Addendum No. 1 to Lease Agreement, dated as of February 1, 2009 (the "Addendum No. 1 to Lease Agreement"), by and among the WEDC, the Authority and the BOCES the Lessee; and

WHEREAS, there was previously submitted to the WEDC a proposal for the WEDC to acquire fee title to an approximately 0.590 acre parcel of land located at Church Street in the Village of Newark, Wayne County, New York the existing improvements located thereon consisting of an approximately 11,180 square-feet of garage storage space (the "Garage Addition") to be leased to BOCES the Lessee; and

WHEREAS, in connection with the leasing of the Original Premises, the WEDC and the BOCES the Lessee entered into an Environmental Compliance and Indemnification Agreement, dated as of June 25, 2004 (the "Environmental Compliance and Indemnification Agreement"), whereby, among other things, the BOCES the Lessee agreed to comply with all Environmental Laws (as defined therein) applicable to the Original Premises; and

WHEREAS, the WEDC and BOCES the Lessee entered into a certain agreements which amended and modified the 2004 Transaction Documents, the 2009 Transaction Documents to reflect the Garage Addition, including: (1) a Second Amendment and Modification Agreement (the "Second Amendment and Modification Agreement") dated as of March 7, 2012, a memorandum of which was recorded in the Wayne County Clerk's Office on March 8, 2012 as Document No. R9137039; and (2) an Amended and Restated Environmental Compliance and Indemnification Agreement (the "Amended and Restated Environmental Compliance and Indemnification Agreement") dated as of March 7, 2012; and

WHEREAS, BOCES the Lessee has requested that the WEDC amend and modify the rent for lease years 11-20 of under the Original Lease Agreement, as modified by the Addendum No. 1 to Lease Agreement, and as further modified by the Second Amendment and Modification Agreement (collectively the "Lease Agreement") in connection renovations to the three buildings and parking lot to be used for conference rooms, state of the art nursing lab, culinary arts kitchen and dining hall.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE THIRD WAYNE ECONOMIC DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. Subject to the terms and conditions contained within the Third Amendment and Modification Agreement attached hereto as Exhibit A, the President, Chairman, Vice Chairman and/or the Executive Director of the WEDC are hereby authorized, on behalf of the WEDC, to execute and deliver the Third Amendment and Modification Agreement, along with any related documents in the form presented at this meeting with such changes as shall be approved by the Chairman, Vice Chairman and/or the Executive Director upon execution.



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The final 2012 audit was distributed. The board acknowledged they had each received and reviewed the draft copy of the 2012 Form 990 as prepared by EFP Rotenberg. Mr. Richards briefly discussed the annual assessment of internal controls.

There being no further business, the meeting adjourned at 10:56 a.m.

Respectfully submitted,

Marie Leisenring  
Secretary