RESOLUTION WEDC Minutes-4/24/15-Attachment One
(Wayne-Finger Lakes Board of Educational Service)

A regular meeting of THE WAYNE ECONOMIC DEVELOPMENT CORPORATION was convened on April 24, 2015 at 9:30 a.m.

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

Resolution No. 4/2015

RESOLUTION OF THE WAYNE ECONOMIC DEVELOPOMENT CORPORATION AUTHORIZING THE FOURTH 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 (collectively the "2004 Transaction Documents"); 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 (collectively the "2009 Transaction Documents"); 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 (collectively the "2012 Transaction Documents"); and

WHEREAS, WEDC and BOCES the Lessee entered into a certain agreement which amended and modified the 2004 Transaction Documents, the 2009 Transaction Documents and the 2012 Transaction Documents 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 pursuant to the Third Amendment and Modification Agreement dated as of May 8, 2013 (collectively the "2013 Transaction Documents"); and

WHERAS, BOCES the Lessee has requested that the WEDC amend and modify the rent for lease years 13-20 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, and as further modified by the Third Amendment and Modification Agreement (collectively the "Lease Agreement") in connection renovations to the Fillmore Conference Center.

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

Section 1. Subject to the terms and conditions contained within the Fourth 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 Fourth 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.

Section 2. The officers, employees and agents of the WEDC are hereby authorized and directed for and in the name and on behalf of the WEDC 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 WEDC with all of the terms, covenants and provisions of the documents executed for and on behalf of the WEDC.

Section 3. This resolution 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:

	Yea	***Nay***	***Absent***	***Abstain***
David Spickerman, Sr.	XX			
James Hoffman	XX			
Willard Milliman	XX			
Robert Havrilla	XX			
Pamela Heald	XX			

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF WAYNE) ss.:

I, the undersigned Assistant Secretary of THE WAYNE ECONOMIC DEVELOPMENT CORPORATION, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of The Wayne Economic Development Agency (the "WEDC"), including the resolution contained therein, held on April 24, 2015, 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 related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said WEDC 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 WEDC 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 24th day of April, 2015.

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Assistant Secretary

[SEAL]