

WCIDA Minutes – 5/20/2016 – Attachment One
SUBLEASE AUTHORIZING RESOLUTION
(Lyons Logistics, LLC Project)

A regular meeting of the Wayne County Industrial Development Agency was convened on May 20, 2016 at 9:30 a.m.

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

Resolution No. 05/2016 - _____

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) AUTHORIZING THE SUBLEASE OF A CERTAIN PROJECT (AS MORE PARTICULARLY DESCRIBED HEREIN) PREVIOUSLY UNDERTAKEN FOR THE BENEFIT OF LYONS LOGISTICS, LLC (THE “COMPANY”) AS AGENT OF THE AGENCY.

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, (hereinafter collectively called the “Act”), the **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called 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, **LYONS LOGISTICS, 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 fee title to, or a leasehold interest in, an approximately 19.75 acre parcel of land located 100 Dunn Road in the Village and Town of Lyons, Wayne County, New York (the “Land”, being more particularly described as TMID No. 071.111-0018-355.133) and the existing improvements thereon consisting of an approximately 131,610 square-foot vacant manufacturing facility (the “Existing Improvements”), (ii) the renovation, rehabilitation, upgrading and retro-fitting of the Existing Improvements for use by the Company for manufacturing space (the “Improvements”), and (iii) the acquisition of and installation in and around the Existing 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 adopted June 3, 2011 (the “Project Authorizing Resolution”), the Agency authorized the undertaking of the Project, and pursuant to the Project Authorizing Resolution, the Agency and Company, with the acknowledgment and guaranty of H.P.Neun Company, Inc. (the “Operator”), entered into a certain Lease Agreement, dated as of October 10, 2011 (the “Lease Agreement”), Leaseback Agreement, dated October 10, 2011, and amended as of September 12, 2012 (the “Leaseback Agreement”), and a certain Payment-in-lieu-of-Tax Agreement, dated October 10, 2011, and amended as of September 12, 2012 (the “PILOT Agreement”) and related documents in furtherance of (i) acquiring a leasehold interest in the Land, the Improvements, Equipment and personal property constituting the Project, (ii) leasing

the Project back to the Company in furtherance of the Act, and (iii) obligating the Company to make certain PILOT Payments pursuant to the PILOT Agreement; and

WHEREAS, pursuant to Section 6.3 of the Leaseback Agreement, the Company has requested the Agency's authorization for a replacement sublease of the entire Facility (the "Sublease") to Jamestown Container of Rochester Inc. (the "Tenant") for purposes of occupying the Facility in accordance with the terms and conditions of the Leaseback Agreement; and

WHEREAS, the Agency desires to authorize the Sublease to the Tenant subject to the conditions contained herein.

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

Section 1. Pursuant to Section 6.3 of the Leaseback Agreement, the Agency hereby authorizes the Sublease to the Tenant, subject to:

- (a) The Company and Tenant executing Schedule C to the Leaseback Agreement in a form acceptable to the Agency and its counsel, including representations as required pursuant to Section 6.3(a)(i), (ii) and (iv) of the Leaseback Agreement;
- (b) The delivery by the Tenant to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency and its counsel;
- (c) The delivery of an opinion of Agency counsel as required pursuant to Section 6.3(a)(v) of the Leaseback Agreement; and
- (d) The Payment by the Company of all fees incurred by the Agency in connection with the foregoing, including all legal fees of Agency General and Transaction counsel.

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

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 May 20, 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 20th day of May, 2016.

Assistant Secretary

[SEAL]