



**Resolution B—Parkwood Heights** - 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 own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the Agency has previously acquired title to certain real property located at 1340 Parkwood Drive in the Town of Macedon, Wayne County, State of New York, currently being Tax Map No. 62111-10-503629 (the “ Facility”); and

WHEREAS, by prior resolution, the Agency appointed Parkwood Heights, LLC, a New York limited liability company with offices at 250 Packett’s Landing, Fairport, New York (the "Company") as its agent to undertake a certain project (the "Project") consisting of Facility; and

WHEREAS, the Agency has leased the Original Facility, (as defined in the Lease Agreement, which is defined below) to the Company pursuant to a certain Lease Agreement, dated as of November 1, 1999, between the Agency and the Company (the “1999 Lease Agreement”), which was modified by a certain Modification of 1999 Lease Agreement, dated March 28, 2003, between the Agency and the Company (“Modification No. 1”), further modified by a certain Modification No. 2 of 1999 Lease Agreement, dated August 29, 2004, between the Agency and the Company (“Modification No. 2”), further amended and modified by a certain Amendment and Modification Agreement, dated June 1, 2006, between the Agency and the Company (“Modification No. 3”), and further amended and modified by a certain addendum dated as of December 1, 2010, between the Agency and the Company (“Modification No. 4” and together with the 1999 Lease Agreement, Modification No. 1, Modification No. 2 and Modification No. 3 collectively referred to hereinafter as the “Lease Agreement”); and

WHEREAS, to assist the Company in its acquisition, renovation and equipping of the Facility, the Agency executed: i) a certain mortgage with the Company in favor of the Canandaigua National Bank and Trust Company (the “Bank”) dated April 29, 2004 in the original amount of \$3,600,000.00 which mortgage was recorded in the Wayne County Clerk's Office on April 20, 2004 as Instrument Number R9042625, which mortgage was modified by a Note and Mortgage Modification Agreement dated February 23, 2005 and recorded in the Wayne County Clerk’s Office on February 25, 2005 as Instrument Number R9054945 upon which Note as modified, there remains an outstanding principal balance of

\$2,887,574.99 with interest thereon (collectively "Mortgage No. 1"), and ii) a certain mortgage with the Company in favor of the Bank dated June 16, 2006 in the original amount of \$2,500,000.00 which was recorded in the Wayne County Clerk's Office on June 20, 2006 as Instrument No. R9073152, which mortgage was modified and extended by a Note and Mortgage Modification and Extension Agreement dated July 9, 2008 and recorded in the Wayne County Clerk's Office on July 10, 2008 as Instrument No. R9098369 and upon which there remains an outstanding principal balance of \$2,339,549.95 with interest thereon (collectively "Mortgage No. 2").

WHEREAS, the Company desires to modify the terms of Mortgage No. 1 and Mortgage No. 2 with no new money being loaned by the Bank to the Company; and

WHEREAS, the Company is requesting that the Agency (together with the Company) execute a certain Note and Mortgage Modification Agreement to modify the terms of the Mortgage No. 1 (the "Note and Mortgage Modification Agreement No. 1"), a certain Note and Mortgage Modification Agreement to modify the terms of the Mortgage No. 2 (the "Note and Mortgage Modification Agreement No. 2") and related documents in favor of the Bank; and

WHEREAS, the Agency desires to adopt a resolution authorizing the execution and delivery of the Note and Mortgage Modification Agreement No. 1 and the Note and Mortgage Modification No. 2.

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

Section 1. The Chairman, Executive Director and/or the Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any note and mortgage modification agreements and all documents reasonably contemplated by these resolutions or required by the Bank (hereinafter the "Financing Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Financing Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Executive Director and/or Deputy Executive Director of the Agency shall approve, the execution thereof by the Chairman, Executive Director and/or Deputy Executive Director of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

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.

Moved: Mr. Milliman                      Second: Mr. Hoffman  
Ayes: Messrs. Milliman, Hoffman, Spickerman, Decker and Havrilla  
Nays: None

**Resolution C- ERM-** 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 own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the Agency previously acquired title to certain real property located at 6377 Dean Parkway in the Town of Ontario, Wayne County, State of New York, being a 3.25 acre parcel (the "Original Facility"); and

WHEREAS, the Agency leased the Original Facility to the Company pursuant to a certain Lease Agreement, dated as of March 1, 1999, between the Agency and the Company (the "Lease Agreement"); and

WHEREAS, the Agency previously assisted the Company by the acquisition of an approximately 1.75 acre parcel of land located on David Parkway, in the Town of Ontario, Wayne County, New York which was combined with the adjacent 3.25 acres of land on which the Original Facility is located to comprise a total of approximately 5 acres, currently being Tax Map No. 61117-00-181842 and the construction and equipping of an approximately 46,000 square foot addition to the Company's existing 34,200 square foot adjacent manufacturing facility (the "Addition"), which was leased to the Company pursuant to the Lease Agreement, as amended and modified by this Amendment and Modification Agreement, dated as of April 1, 2007, between the Agency and the Company, and subleased by the Company to, and used by ERM Thermal Technologies, Inc., (the "Sub lessee") (the "Amendment and Modification Agreement"); and

WHEREAS, to assist the Company in its acquisition, renovation and equipping of the Original Facility, the Agency previously executed a certain mortgage with the Company in favor of M&T Real Estate, Inc. (the "Bank No. 1") dated December 18, 2000 in the original amount of \$1,055,300.00 which mortgage was recorded in the Wayne County Clerk's Office on December 22, 2000 in Liber 1195 of mortgages at page 1195 which covers the Original Facility (the "Mortgage"); and

WHEREAS, the Company wishes to assign the Mortgage to Manufacturers and Traders Trust Company (the "Bank No. 2") then modify and spread the Mortgage to cover all of the Facility by a certain Mortgage Modification, Extension and Spreader Agreement (the "Mortgage Modification, Extension and Spreader Agreement") with no new money being loaned to the Company; and

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

Section 1. The Chairman, Executive Director and/or Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Mortgage Modification, Extension and Spreader Agreement and all documents reasonably contemplated by these resolutions or required by the Bank No. 2 (hereinafter the "Financing Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Financing Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Executive Director and/or Deputy Executive Director of the Agency shall approve, the execution thereof by the Chairman, Executive Director and/or Deputy Executive Director of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

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.

Moved: Mr. Milliman Second: Mr. Decker

Ayes: Messrs. Decker, Milliman, Spickerman, Havrilla, Hoffman

Nays: None

**Resolution D-Annual Report** - Whereas, the staff of the WCIDA has put together a DRAFT annual report narrative, with the assistance of board member Willard Milliman, copies of which will be put on the IDA website and distributed to the Wayne County Board of Supervisors and other interested parties; and

Whereas, the draft has been reviewed by the WCIDA board; be it hereby

Resolved, that the final edited report, along with pictures and a message from the director, be distributed as required and needed; and, be it further

Resolved that along with this narrative, materials required by the Public Authorities Accountability Act and Authority Budget Office, such as the board members self evaluation and the information regarding the mission statement, have been completed by the board and reviewed by the compliance officer and will be presented to the required offices and/or put on the WCIDA website.

Moved: Mr. Havrilla                      Second: Mr. Decker  
Ayes: Messrs. Havrilla, Decker, Spickerman, Hoffman and Milliman  
Nays: None

**Resolution X-Governance Committee Report** - tabled until next meeting

Staff activity reports were given. It was suggested that when Mr. VanDusen is doing retention visits with companies, the CFO be included in the meeting. Mr. Richards informed the board of an upcoming "Main Street" celebration in Lyons on April 6<sup>th</sup> at Growlers – more information to follow. Ms. Churchill has presented recognition plaques to school districts and villages at their respective monthly meetings. Town recognition plaques will be given at the Strategic Plan meeting scheduled for March 31<sup>st</sup>. Ms. Churchill requested that board members go through the strategic plan prior to this meeting and re-identify the top ten items to be discussed. The purpose of the meeting is to update and amend the strategic plan as needed.

The discussion on LDC (local development corp.) was moved to Wayne Economic Dev. Corp. meeting immediately following this meeting.

**Resolution E-Land Lease** - Whereas, the WCIDA board authorized the executive director to negotiate use of the property formerly known as Zimmerman property, now WISP property, in the Town of Ontario, for use by Northern Development for a 900 kwh wind tower; be it hereby

Resolved, that actions to acquire a zoning variance and provide support for the placement of such tower are hereby ratified, along with the continued development of an agreement (long-term mortgage) for ownership of a portion of the former Zimmerman property north of Route 104 in the Town of Ontario.

Moved: Mr. Decker      Second: Mr. Hoffman  
Ayes: Messrs. Decker, Hoffman, Spickerman, Milliman and Havrilla  
Nays: None

**Resolution F-Vendors for Trench** - Whereas, the IDA received grant monies to connect energy users and producers on the initial 84 to Harbec WISP footprint and the WCIDA board previously approved vendors and amounts for individual checks for materials to provide the connectivity; and

Whereas, months have passed from the initial resolution until such time of purchase of the materials and costs have shifted; be it hereby

Resolved that adjustment of all costs using the selected vendors, the same materials and staying within the cap on grant funds is hereby ratified and authorized going forward for this particular \$300,000 SBA grant.

Moved: Mr. Havrilla      Second: Mr. Decker  
Ayes: Messrs. Havrilla, Decker, Spickerman, Hoffman and Milliman  
Nays: None

It is noted that an application from MaxPro, LLC (Optimax) for PILOT benefits has been received and accepted.

Ms. Churchill informed the board that work on Timothy Lane in the town of Ontario is moving forward. She is meeting with the town regarding this.

**Resolution G—NYS Bill for Services-** Whereas, NYS for the second year in a row has billed Industrial Development Agencies for services the State provides to them; and

Whereas, the Wayne County bill is \$18,911.72 , and

Whereas, there is legislation proposed to rescind the bills and remove the bill creation going forward; be it hereby

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Resolved that the WCIDA will pay the bill on the last possible day and under protest (March 31, 2011) .

Moved: Mr. Havrilla           Second: Mr. Decker  
Ayes: Messrs. Havrilla, Decker, Spickerman, Hoffman and Milliman  
Nays: None

**Resolution H, Other Business—Pultneyville Deli Company, Inc. – Amend Loan Approval Resolution** - Whereas, Pultneyville Deli Company, Inc. was approved for a \$25,000 Microenterprise Loan on November 19, 2010; and

Whereas, the approval included collateral of a second mortgage on the business property subject only to the bank first mortgage of \$150,000 based on an estimated appraised valued of \$187,500; and

Whereas, the bank has committed to increase their mortgage(s) to \$258,500 based on the actual appraised value of \$290,000; and

Whereas, the amount of value to cover the WCIDA loan is increased from \$27,500 to \$31,500 and the company projections show the ability to make the loan payments on the increased amount of debt; be it therefore

Resolved, that WCIDA approves amending its prior loan approval to allow its mortgage to be second to the bank's mortgage(s) of \$258,500.

Moved: Mr. Hoffman           Second: Mr. Havrilla  
Ayes: Messrs. Hoffman, Milliman, Spickerman, Decker and Havrilla  
Nays: None

There being no further business, the meeting adjourned at 11:15 a.m.

Respectfully submitted,

Marvin Decker  
Secretary