

SUPPLEMENTAL PROJECT AUTHORIZING RESOLUTION
(2758 Trombley Road, LLC – Page Trucking Project)

A regular meeting of Cayuga County Industrial Development Agency was convened on Tuesday, September 17, 2019 at 4:00 p.m.

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

Resolution No. 09/2019 - __

RESOLUTION OF THE CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY SUPPLEMENTING A PROJECT AUTHORIZING RESOLUTION ADOPTED IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) TO BE UNDERTAKEN FOR THE BENEFIT OF 2758 TROMBLEY ROAD, LLC (THE “COMPANY”) AND AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

WHEREAS, by resolution adopted July 17, 2018 (the “Project Authorizing Resolution”), the Agency appointed **2758 TROMBLEY ROAD, LLC** for itself or on behalf of an entity to be formed (herein, the “Company”) to undertake a Project (the “Project”) consisting of (A) the acquisition by the Agency from the Company of a leasehold interest in an approximately 12.25 acres of land located at and around 2758 Trombley Road, Brutus, New York (the “Land”, being more particularly described as TMID Nos. 77.00-1-12, 77.00-1-13, 77.00-1-14, 77.00-1-15, 77.00-1-16 and 77.00-1-18.2, as may be merged) and the existing improvements located thereon, including various commercial and residential buildings and related site and parking improvements (collectively, the “Existing Improvements”) (B) the demolition of certain of the Existing Improvements and the planning, design, construction, and reconstruction of an approximately 46,500 square foot facility to be owned by the Company and leased to various affiliates of Keith Titus Corporation for operation of commercial trucking facility, including office, garage, shop and driver training spaces, along with various parking, utility, curbage, site, signage and stormwater improvements (collectively, the “Improvements”); (C) the acquisition and installation in and around the Existing Improvements and Improvements of certain machinery, equipment and other items of tangible personal property (the “Equipment”, and collectively with the Land, the Existing Improvements and Improvements, the “Facility”); and (D) through a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will acquire a leasehold interest in the Facility and sublease such interest in the Facility back to the Company (the “Straight Lease Transaction”); and

WHEREAS, in furtherance of the Project, the Agency and Company entered into a certain Agent and Financial Assistance and Project Agreement, dated as of February 1, 2019 (the “Agent Agreement”), wherein the Agency memorialized the appointment of the Company as agent of the Agency and set forth certain other obligations with respect to the Project; and

WHEREAS, the Agency and Company have not yet closed on the Straight Lease Transaction, and the Company has provided the Agency with an updated Application (attached as Exhibit A, hereto) outlining an increase in total Project Costs and need for adjustment to financing amounts and related proposed Financial Assistance; and

WHEREAS, the Agency desires to accept the updated Application and authorize the adjustment to estimated Financial Assistance, which will be memorialized within a First Amendment to Agent Agreement.

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

Section 1. The Agency hereby accepts the updated Application and authorizes the Chairman, Vice Chairman and/or Executive Director (or Deputy Executive Director) of the Agency to execute and deliver an amendment to the Agent Agreement reflecting said revisions, with such changes as shall be approved by the Chairman, Vice Chairman, the Executive Director and counsel to the Agency upon execution. All other approvals and authorizations contained within the project Authorizing Resolution shall remain in full force and effect.

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 vote on roll call, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Paul Lattimore	[]	[]	[X]	[]
Benjamin Vitale	[X]	[]	[]	[]
John Latanyshyn	[]	[]	[X]	[]
Raymond Lockwood	[X]	[]	[]	[]
Herb Marshall	[X]	[]	[]	[]
Gina Speno	[X]	[]	[]	[]
Andrew Rindfleisch	[X]	[]	[]	[]

The Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF CAYUGA)

I, the undersigned, Acting Secretary of the CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the regular meeting of the Cayuga County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on September 17, 2019, 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 the Agency had due notice of said special 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 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 affixed the seal of said Agency this 17th day of SEPTEMBER, 2018.

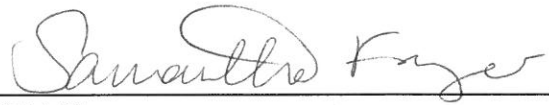

[SEAL]

EXHIBIT A
UPDATED APPLICATION

