

Date: December 6, 2016

At a special meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Issuer"), held at the offices of Issuer's Counsel, Harris Beach PLLC, 99 Garnsey Road, Pittsford, New York 14534, on December 6, 2016, the following members of the Issuer were:

PRESENT: Ann L. Burr, Chairman
Peter Buckley
Gary Collins
Daniel Kuntz
Anthony Meleo
Mary Worboys-Turner

ABSENT: S. Jay Popli

ALSO PRESENT: Jeffrey R. Adair, Executive Director
Mark Geise, Director of ED for COMIDA
Rachel Baranello Endress, Esq., Issuer Counsel

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

| <u>AYE</u> | <u>NAY</u> | <u>ABSENT</u> | <u>ABSTAIN</u> |
|---|------------|---------------|-------------------------------|
| Ann L. Burr Gary Collins Anthony Meleo Mary Worboys-Turner | | Jay Popli | Peter Buckley Daniel Kuntz |

RESOLUTION TAKING OFFICIAL ACTION TOWARD THE
ISSUANCE OF ITS TAX-EXEMPT BONDS ON BEHALF OF
ROCHESTER JOINT SCHOOLS CONSTRUCTION BOARD IN AN
AMOUNT SUFFICIENT TO FINANCE THE COST OF
CONSTRUCTING AND EQUIPPING CERTAIN FACILITIES, MAKING
A DETERMINATION UNDER THE STATE ENVIRONMENTAL
QUALITY REVIEW ACT, ACKNOWLEDGING A PUBLIC HEARING
REGARDING ISSUANCE OF THE BONDS AND PROVIDING FOR
BOND ISSUANCE APPROVAL.

WHEREAS, the County of Monroe Industrial Development Agency (the "Issuer") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State") and Chapter 55 of the Laws of 1972 of the State (collectively, the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, civic, manufacturing, warehousing, pollution control, commercial, research and recreation facilities for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the "State"), to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration, together with a State legislation act known as "The City of Rochester and Board of Education of the City School District of the City of Rochester School Facilities Modernization Program Act, 2007 NY Laws 416" (as amended, the "School Modernization Act" and collectively with the Act, the "Acts"); and

WHEREAS, **ROCHESTER JOINT SCHOOLS CONSTRUCTION BOARD**, a legal entity formed by the School Modernization Act (the "Construction Board"), on behalf of the City of Rochester (the "City") and the Rochester City School District (the "School District"), has requested that the Issuer finance, through the issuance of one or more series of its tax-exempt bonds in an aggregate principal amount not to exceed \$435,000,000 (the "Rochester City School Bonds"): (1) all or a portion of the cost of campus and building improvements at thirteen (13) schools (collectively, the "Facility") within the Rochester City School District, consisting of alterations, reconstruction and reconfiguration of existing building spaces, interior and exterior rehabilitation including, but not limited to, HVAC, plumbing and electrical improvements, replacement doors, windows and roofs and various site work upgrades including, but not limited to, additional parking, sidewalks, curbs, bus loops, fencing, recreation/playground equipment and outdoor lighting; (2) all or a portion of the cost of a district-wide technology program; and (3) all or a portion of the costs of issuing the Rochester City School Bonds, credit enhancement fees relating to the Rochester City School Bonds, if any, funding a debt service reserve fund, if any, and capitalized interest, if any. All of the facilities financed with the bond proceeds are or will be owned and/or operated by the School District and/or the City, are located in the City and are more particularly identified as:

- A. Monroe High School, 164 Alexander Street;
- B. East High School, 1801 East Main Street;
- C. Edison Technology Campus, 655 Colfax Street;
- D. Freddie Thomas Learning Center, 625 Scio Street;

- E. School Without Walls Commencement Academy, 480 Broadway Street;
- F. Martin B. Anderson School (School #1), 85 Hillside Drive;
- G. Clara Barton School (School #2), 190 Reynolds Street;
- H. George Mather Forbes School (School #4), 198 Dr. Samuel McCree Way;
- I. Dag Hammerskjold School (School #6), 595 Upper Falls Boulevard;
- J. Virgil I. Grissom School (School #7), 31 Bryan Street; and
- K. Dr. Walter Cooper Academy (School #10), 353 Congress Avenue;
- L. John Walton Spencer School (School #16), 321 Post Avenue; and
- M. Flower City School (School #30/54), 36 Otis Street.

collectively, A thru M above and as further described in, and contemplated by, the School Modernization Act shall constitute the "Phase II Project" or "Project".

WHEREAS, in accordance with Article 18-A of the New York State General Municipal Law, a public hearing on the issuance of the Bonds and the nature of the Project was duly held on November 15, 2016 at the Ebenezer Watts Conference Center, 49 S. Fitzhugh Street, Rochester, New York 14614, after publication in the *Democrat and Chronicle* on November 4, 2016, of a notice of such hearing; and

WHEREAS, the Issuer has given due consideration to the Application and to representations by the Construction Board that issuance of the bonds (i) will induce it to maintain the Facility in Monroe County (the "County") and (ii) will not result in the removal of a commercial, industrial, civic or manufacturing plant or facility of the Construction Board or any other proposed occupant of the Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Construction Board or any other proposed occupant of the Facility located in the State; and

WHEREAS, "construction" and/or "renovation" of the Facility has not "commenced" as of the date of this resolution as such terms are defined in Section 103 of the Internal Revenue Code of 1954, as amended by the Internal Revenue Code of 1986, as amended, and the regulations of the Treasury Department promulgated thereunder (collectively, the "Code"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQR"), the Issuer constitutes a State Agency that is required to make a determination with respect to the significance of the effect on the environment of any "action" as defined by SEQR to be taken by the Issuer prior to granting any significant authorization with respect thereto and the approval of the Project constitutes such an action; and

WHEREAS, the Issuer has determined that the Project is classified as "Type I Action" as defined by SEQR for which no review is required; and

WHEREAS, to aid the Issuer in determining whether undertaking the Project may have a significant effect upon the environment, the Construction Board has prepared and submitted to the Issuer an Environmental Assessment Form and related documents (collectively, the "Questionnaire") with respect to the Facility; and

WHEREAS, the Questionnaire has been reviewed by the Issuer.

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

Based upon the representations made by the Construction Board to the Issuer, the Issuer hereby makes the following findings and determinations:

1. The modernization and improvements to the Facility constitutes a "project" within the meaning of the Act.

2. The Phase II Project will not result in the removal of a commercial, industrial, civic or manufacturing plant or facility of the Construction Board or any other proposed occupant of the Facility from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Construction Board or any other proposed occupant of the Facility located in the State.

3. Based upon the review by the Issuer of the Questionnaire and the other representations made by the Construction Board to the Issuer in connection with the Facility, the Issuer hereby finds that (i) the Project will result in no major impacts and, therefore, is one which may not cause significant damage to the environment, (ii) the Project will not have a "significant effect on the environment," as such quoted terms are defined in the SEQR Act, and (iii) no "environmental impact statement," as such quoted term is defined in SEQR, need be prepared for this Action. This determination constitutes a negative declaration for purposes of SEQR.

4. A copy of this resolution, together with the attachments hereto, shall be placed on file in the office of the Issuer where the same shall be available for public inspection during business hours and notices of this negative declaration shall be filed in such offices, posted in such places and published in such newspapers as shall be necessary to conform with the requirements of SEQR.

5. The Issuer will (i) issue the Bonds in such principal amount and with such maturities, interest rate or rates, redemption terms and other terms and provisions as may be determined by a further resolution of the Issuer, (ii) acquire, renovate and equip the Facility or cause the Facility to be acquired, renovated and equipped, (iii) sublease the Facility to the City and School District pursuant to an agreement between the Issuer and the City and the School District (the "Sublease Agreement") whereby the School District will be obligated, among other things, to make payments to the Issuer in amounts and at times so that such payments will be adequate to pay the principal of, premium, if any, and interest on the Bonds, and (iv) secure the Bonds in such manner as the Issuer, the School District, the City and the purchaser(s) of the Bonds mutually deem appropriate. If the proceeds from the sale of the Bonds are insufficient to finance the entire cost of the acquisition, construction, renovation and equipping of the Facility, the Issuer will, upon request of the Construction Board, School District and the City and subject to the Sublease Agreement, take such actions and execute such documents as may be necessary to effect the issuance from time to time in the future of additional bonds, whether on a parity with the Bonds or otherwise, for the purpose of paying the costs of completing the acquisition, renovation and equipping of the Facility.

6. The School District and its agent, the Construction Board, is hereby authorized to proceed with the renovation and equipping of the Facility and to advance such funds as may be necessary to accomplish such purposes and, to the extent permitted by law, the Issuer agrees to reimburse the School District therefore out of the proceeds of the Bonds.

7. Subject to the approval of the issuance of the Bonds by the County as contemplated by Section 6 hereof, the School District is appointed the true and lawful agent of the Issuer (i) to construct and equip the Facility, (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Issuer, and in general to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity as the Issuer could do if acting in its own behalf.

8. The law firm of Norton Rose Fulbright US LLP is hereby appointed Bond Counsel to the Issuer in connection with the issuance of the Bonds.

9. By virtue of the Acts, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act.

10. This Resolution shall constitute the adoption of "official intent" (within the meaning of the United States Treasury Regulations Section 1.150-2(d)) and the original expenditures which are reasonably expected to be reimbursed from the proceeds of the Bonds.

This resolution shall take effect immediately.

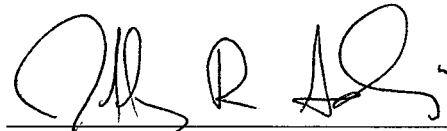
STATE OF NEW YORK)
COUNTY OF MONROE) SS.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, do hereby certify that I have compared the foregoing extract of the minutes of the County of Monroe Industrial Agency (the "Issuer") held on December 6, 2016 with the original thereof on file in my office, and that the same is a true and correct copy of the original and of the whole of the original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Issuer had due notice of the meeting, (ii) the meeting was in all respects duly held, (iii) pursuant to Section 99 of the Public Officers Law (Open Meetings Law), the meeting was open to the general public and public notice of the time and place of the meeting was duly given to the public and news media in accordance with Section 99 and (iv) there was a quorum of the members of the Issuer present throughout the 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Issuer this 6th day of December, 2016.



Jeffrey R. Adair, Executive Director

Date: December 6, 2016

At a special meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Issuer"), held at the offices of Issuer's Counsel, Harris Beach PLLC, 99 Garnsey Road, Pittsford, New York 14534, on December 6, 2016, the following members of the Issuer were:

PRESENT: Ann L. Burr, Chairman
Peter Buckley
Gary Collins
Daniel Kuntz
Anthony Meleo
Mary Worboys-Turner

ABSENT: S. Jay Popli

ALSO PRESENT: Jeffrey R. Adair, Executive Director
Mark Geise, Director of ED for COMIDA
Rachel Baranello Endress, Esq., Issuer Counsel

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the construction of an approximately 58,500 square-foot building at 60, 110, 190 and 280 Brew Road in the Town of Riga, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE

NAY

ABSENT

Ann L. Burr
Gary Collins
Anthony Meleo
Mary Worboys-Turner
Peter Buckley
Daniel Kuntz

Jay Popli

RESOLUTION OF THE COUNTY OF MONROE INDUSTRIAL
DEVELOPMENT AGENCY TAKING OFFICIAL ACTION APPOINTING
HYPONEX CORPORATION

AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING,
CONSTRUCTING, EQUIPPING, REPAIRING AND MAINTAINING THE
FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN
AGENT AGREEMENT AND MAKING CERTAIN FINDINGS AND
DETERMINATIONS WITH RESPECT TO THE FACILITY

WHEREAS, **HYPONEX CORPORATION**, a Delaware corporation, for itself or an entity formed or to be formed (the "Company"), has applied to the County of Monroe Industrial Development Agency (the "Agency") requesting the Agency to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an aggregate approximately 78±-acre parcel of land located at 60, 110, 190 and 280 Brew Road in the Town of Riga, Monroe County, New York [Tax Map Nos.: 169.01-1-29, 169.01-1-30, 169.01-1-31 and 169.01-1-32] (collectively, the "Land"); (B) the construction on the Land of an approximately 58,500 square-foot building comprised of approximately 52,500 square feet of manufacturing space and approximately 6,000 square feet of office space (the "Improvements"), and (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), to be leased to the Company for use in its business of soil and mulch manufacturing; all pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 55 of the Laws of 1972 of the State of New York, as amended from time to time (collectively, the "Act"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, a public hearing was held on November 14, 2016, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility could be heard and afforded an opportunity, both orally and in writing, to present said views; notice of said public hearing was published in a newspaper of general circulation in the County of Monroe and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said public hearing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities that may arise in connection with the transaction contemplated by the transfer of a leasehold interest in the Land (as such term is defined in the Leaseback Agreement) and the Facility to the Agency and the lease or sublease of the Facility to the Company.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. An environmental review of the Facility pursuant to the State Environmental Quality Review Act ("SEQR") has been conducted by the appropriate lead

agency. The Agency's actions and approvals taken herein are based on a review of a negative declaration issued by that lead agency which the Agency hereby ratifies and confirms.

Section 2. The Agency hereby determines that the acquisition of a leasehold interest in and the construction, equipping, repair and maintenance of the Facility by the Agency and the lease or sublease of the Facility to the Company will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County of Monroe and the people of the State of New York and improve their standard of living, thereby serving the public purposes of the Act and, therefore, the same is approved;

Section 3. The Agency hereby approves the cost/benefit report submitted by the Company listing the proposed cost/benefits of the Project;

Section 4. The form and substance of a proposed agent agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the development of the Facility (the "Agent Agreement") is hereby approved. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, with such changes in terms and conditions, as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

Section 5. Subject to the conditions set forth in the Agent Agreement, the Agency shall (i) acquire an interest in the Land, (ii) acquire a leasehold interest in, and construct and equip the Facility, and (iii) lease the Facility to the Company.

Section 6. The Company is hereby appointed the true and lawful agent of the Agency to acquire, construct and equip the Facility, and such appointment includes the following activities as they relate to the construction, erection, completion, use, repair and maintenance of the Improvements and the purchase, use, lease, placement, installation, repair, maintenance and replacement of the Equipment, whether or not any materials or supplies described below are incorporated into or become an integral part of the Improvements or the Equipment: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with acquiring, constructing, equipping, repairing and maintaining the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under the Improvements, Land or the Equipment, including all repairs, maintenance and replacement of all such property. Said agent is authorized to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Facility, all with the same powers and with the same validity as the Agency could do if acting on its own behalf. As agent of the Agency, the Company is authorized to delegate such agency, in whole or in part, to agents, subagents, contractors, subcontractors, contractors and subcontractors of such agents and subagents and to such other parties as the Company chooses. The Executive Director, Deputy Executive Director or any officer of the Agency are each authorized and directed to execute and

deliver to said agent an appropriate letter on Agency letterhead describing the authority granted under this resolution.

Section 7. Based upon the representation and warranties made by the Company in its application for financial assistance, the Agency hereby authorizes and approves (i) the Company as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to **\$6,620,000**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$529,600**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services; (ii) a mortgage tax exemption in connection with the financing of the Facility or portions thereof and includes any refinancing thereof; and (iii) real property tax abatement pursuant to the Agency's uniform tax exemption policy for a ten (10) year term under its JobsPlus program.

Section 8. Pursuant to Section 875(3) of the New York General Municipal Law, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project. As a condition precedent of receiving sales and use tax exemption benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands.

Section 9. Counsel to the Agency is authorized and directed to work with Counsel for the Company to prepare, for submission to the Agency, all documents necessary to effect the transactions described in the foregoing resolutions.

Section 10. The Executive Director, Deputy Executive Director or any officer of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 11. This resolution shall take effect immediately.

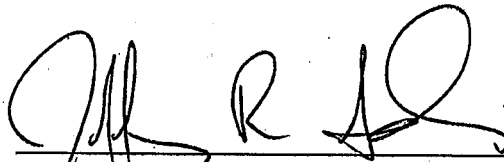
STATE OF NEW YORK)
COUNTY OF MONROE) ss.:

I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on December 6, 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 resolutions 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 public notice of the time and place of said meeting was duly given in accordance with Article 7 of the New York Public Officers Law, that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 6th day of December, 2016.

A handwritten signature in black ink, appearing to read 'J. R. Adair', is written over a horizontal line.

Jeffrey R. Adair, Executive Director

Date: December 6, 2016

At a special meeting of the County of Monroe Industrial Development Agency, Monroe County, New York (the "Issuer"), held at the offices of Issuer's Counsel, Harris Beach PLLC, 99 Garnsey Road, Pittsford, New York 14534, on December 6, 2016, the following members of the Issuer were:

PRESENT: Ann L. Burr, Chairman
Peter Buckley
Gary Collins
Daniel Kuntz
Anthony Meleo
Mary Worboys-Turner

ABSENT: S. Jay Popli

ALSO PRESENT: Jeffrey R. Adair, Executive Director
Mark Geise, Director of ED for COMIDA
Rachel Baranello Endress, Esq., Issuer Counsel

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to a certain facility more particularly described as the construction of an approximately 58,500 square-foot building at 60, 110, 190 and 280 Brew Road in the Town of Riga, Monroe County, New York.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

| <u>AYE</u> | <u>NAY</u> | <u>ABSENT</u> |
|--|------------|---------------|
| Ann L. Burr Gary Collins Anthony Meleo Mary Worboys-Turner Peter Buckley Daniel Kuntz | | Jay Popli |

RESOLUTION AUTHORIZING THE ACQUISITION OF A
LEASEHOLD INTEREST IN AND THE LEASING OF THE
HYPONEX CORPORATION FACILITY
AND THE EXECUTION OF RELATED DOCUMENTS

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 55 of the Laws of 1972 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, there was submitted to the Agency a proposal to assist with a certain project (the "Project") consisting of: (A) the acquisition by lease, license or otherwise, of an interest in an aggregate approximately 78±-acre parcel of land located at 60, 110, 190 and 280 Brew Road in the Town of Riga, Monroe County, New York [Tax Map Nos.: 169.01-1-29, 169.01-1-30, 169.01-1-31 and 169.01-1-32] (collectively, the "Land"); (B) the construction on the Land of an approximately 58,500 square-foot building comprised of approximately 52,500 square feet of manufacturing space and approximately 6,000 square feet of office space (the "Improvements"); (C) the acquisition and installation therein, thereon or thereabout of certain machinery, equipment and related personal property (the "Equipment" and, together with the Land and the Improvements, the "Facility"), and (D) the lease of the Facility to Hyponex Corporation (the "Company") for use in its business of soil and mulch manufacturing, all pursuant the Act; and

WHEREAS, the Agency, by resolution duly adopted on December 6, 2016, decided to proceed under the provisions of the Act to lease the Facility from the Company; and

WHEREAS, the Company proposes that the Agency lease the Facility back to the Company; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility.

NOW, THEREFORE, BE IT RESOLVED by the County of Monroe Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) The Facility constitutes a "project", as such term is defined in the Act; and

(c) The leasing of the Facility from and the leasing back of the Facility to the Company will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the County of Monroe and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Facility conforms with the local zoning laws and planning regulations of the County of Monroe and all regional and local land use plans for the area in which the Facility is located; and

(e) The Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York, or the County of Monroe; and

(f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and

(g) The Lease Agreement (the "Lease Agreement"), by and between the Company and the Agency will be an effective instrument whereby the Company leases the Facility to the Agency; and

(h) The Leaseback Agreement (the "Leaseback Agreement"), by and between the Agency and the Company will be an effective instrument whereby the Agency leases the Facility back to the Company; and

(i) The Payment in Lieu of Tax Agreement (the "PILOT Agreement") between the Company and the Agency will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) acquire a leasehold interest in the Facility, (ii) lease the Facility from the Company pursuant to the Lease Agreement; (iii) lease the Facility back to the Company pursuant to the Leaseback Agreement; and (iv) execute, deliver and perform the PILOT Agreement.

Section 3. The Agency is hereby authorized to acquire an interest in the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The form and substance of the Lease Agreement, the Leaseback Agreement and the PILOT Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 5.

(a) The Executive Director, Deputy Executive Director or any officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the Leaseback Agreement and the PILOT Agreement, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Executive Director, Deputy Executive Director or any officer of the Agency shall approve. The execution thereof by the Executive Director, Deputy Executive Director or any officer of the Agency shall constitute conclusive evidence of such approval.

(b) The Executive Director, Deputy Executive Director or any officer of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 6. 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 or provided for by the provisions of the Leaseback Agreement, and to execute and deliver all such additional certificates, instruments and documents, 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 resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Leaseback Agreement binding upon the Agency.

Section 7. In consequence of the foregoing, the officers, employees and agents of the Agency are further authorized and directed for and in the name and on behalf of the Agency to execute and deliver any future mortgage, security agreement and such other collateral instruments as may be required by the Company's lender for the purpose of subjecting the Agency's interest in the Facility (except its Unassigned Rights, as defined in the Leaseback Agreement) to the lien of a mortgage and for no other purpose.

Section 8. This resolution shall take effect immediately.

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

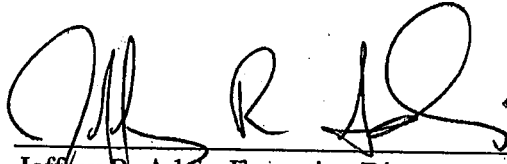
I, the undersigned Executive Director of the County of Monroe Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Monroe Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on December 6, 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 resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Lease Agreement and the Leaseback Agreement contained in this transcript of proceedings are each in substantially the form presented to the Agency and approved by said meeting.

I FURTHER CERTIFY that public notice of the time and place of said meeting was duly given to the public and the news media in accordance with Sections 103 and 104 of the New York Public Officers Law (Open Meetings Law) that all members of the Agency had due notice of the meeting and that the meeting was in all respects duly held.

IN WITNESS WHEREOF, I have hereunto set my hand on this 6th day of December, 2016.



Jeffrey R. Adair, Executive Director