

RESOLUTION OF THE LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING COAST PROFESSIONAL PROPERTIES, LLC, A NEW YORK LIMITED LIABILITY COMPANY AND COAST PROFESSIONAL, INC., A CALIFORNIA CORPORATION, AS AGENTS OF THE AGENCY FOR THE PURPOSE OF CONSTRUCTING AND EQUIPPING THE FACILITY, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, Coast Professional Properties, LLC, A New York Limited Liability Company (the "Company") and Coast Professional, Inc. a California corporation (the "Sublessee"), have applied to the Livingston County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the equipping and construction of an approximately 4,000 square foot addition (the "Addition") to an existing 6900 square foot industrial development facility located at 4273 Volunteer Road in the Town of Geneseo, Livingston County, New York New York (further described as Tax Map No. 81 -1-2.82) on approximately 4.0 acres of land (the "Original Facility") owned by the Agency, and leased by the Agency to the Company, and subleased by the Company to, and used by the Sublessee for office space for its collection business (the "Original Facility," together with the "Addition," are collectively herein, the "Facility"), and including the following as they relate to the appointment of the Company and the Sublessee as agents of the Agency pursuant to Section 5 hereof with respect to the construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the construction and equipping of 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 such Facility; and

WHEREAS, the Agency previously acquired title to the Original Facility and will acquire title to the Addition, and has leased the Original Facility and will lease the Addition to the Company, and the Company previously subleased the Original Facility and will sublease the Addition to the Sublessee, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 132 of the Laws of 1973 of the State of New York, as the same may be amended from time to time (collectively, the "Act"); and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company and the Sublessee, consistent with the policies of the Agency, in the form of exemptions from sales and use taxes and abatement of real property taxes on the increased assessment resulting from improvements to the Facility, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; 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, prior to the closing of the transaction described herein, a public hearing (the "Hearing") will be held 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 can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of the transaction described herein, and such notice (together with proof of publication) will be substantially in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the application of the Company and the Sublessee and to representations by the Company and the Sublessee that the proposed transaction is either an inducement to the Sublessee to maintain and expand the Facility in Livingston County or is necessary to maintain the competitive position of the Sublessee in its industry; 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 of New York (collectively, the "SEQR Act" or "SEQRA"), the Agency constitutes a "State Agency"; and

WHEREAS, on April 8, 2013, as Lead Agency under SEQRA, the Planning Board of the Town of Geneseo determined that the construction of the Facility would not result in any significant adverse environmental impacts and thereafter adopted a Negative Declaration.

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

Section 1. The Agency hereby ratifies and adopts the finding of the Planning Board of the Town of Geneseo that the action will not have a "significant effect" on the environment. This determination constitutes a negative declaration for purposes of SEQRA. Notice of this determination shall be filed to the extent required by the applicable regulations under SEQRA or as may be deemed advisable by the Chairman or Director of the Agency or counsel to the Agency.

Section 2. The construction and equipping of the Addition by the Agency, the leasing thereof by the Agency to the Company, and the subleasing thereof by the Company to the Sublessee, and the provision of financial assistance pursuant to the Act will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of Livingston County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved.

Section 3. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and among the Agency, the Company and the Sublessee

setting forth the undertakings of the Agency, the Company and the Sublessee with respect to the development of the Addition (the "Agreement") is hereby approved. The Chairman or the Director of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman or Director shall approve. The execution thereof by the Chairman or Director shall constitute conclusive evidence of such approval.

Section 4. Subject to the conditions set forth in Section 4.02 of the Agreement, the Agency shall (i) construct and equip the Addition, and (ii) lease (with an obligation to purchase) or sell the Addition to the Company.

Section 5. The Company and the Sublessee are hereby appointed the true and lawful agents of the Agency to construct and equip the Addition on behalf of the Agency, with the authority to delegate their respective status as agents of the Agency to the Company's or Sublessee's agents, subagents, contractors, subcontractors, suppliers, vendors and other such parties as the Company or the Sublessee may choose. The terms and conditions for the appointment of the Company and the Sublessee as agents of the Agency for the purposes described in this Section 5 are set forth in the form of the attached letter addressed to the Company and the Sublessee, marked as Exhibit C to this resolution, which is incorporated herein by reference, and hereby approved. The appointment described above includes the following activities as they relate to the construction and equipping of the Addition, whether or not the materials, services or supplies described below are incorporated into or become an integral part of the Addition: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the construction and equipping of the Addition, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description in connection with the construction and equipping of the Addition, 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 Addition. This agency appointment includes the power to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agents for the Agency, and in general to do all things which may be requisite or proper for completing the Addition, all with the same powers and with the same validity as would the Agency if acting on its own behalf. The aforesaid appointment of the Company and the Sublessee as agents of the Agency to construct and equip the Addition shall expire at the earlier of (A) the completion of such construction and equipping of the Addition, or (B) such date as the Agency designates; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company and the Sublessee, if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the Agency conducting a public hearing following public notice thereof as required by the Act and the adoption by the Agency of a ratification resolution after such public hearing has been held and minutes thereof have been made available to the members of the Agency to aid in their deliberations. Until such public hearing has been conducted and completed and such ratification resolution adopted the amount of financial benefits authorized hereby shall not exceed the sum of One Hundred Thousand Dollars (\$100,000).

Section 6. Underberg & Kessler LLP as Transaction Counsel is authorized to prepare, for submission to the Agency, all documents necessary to complete all actions contemplated by the

foregoing resolution.

Section 7. The Chairman, Director, Counsel to the Agency and all members of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company and the Sublessee, 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 8. This resolution shall take effect immediately.

STATE OF NEW YORK)

COUNTY OF LIVINGSTON): SS.:

I, the undersigned Secretary of the Livingston County Industrial Development Agency, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Livingston County Industrial Development Agency (the "Agency") with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on May 10, 2013, at 9:00 a.m., local time, at Livingston County Government Center, 6 Court Street, Geneseo, New York, at which meeting the following members were:

Present: P. Brooks, W. Bacon, S. Doerflinger, R. Smith, S. Boscoe

Absent: P. Yendell, E. Gott

Also Present: J. Marshall, C. Baker-Scott, E. Russell, L. Wadsworth, M. LaPoma, R. Baker, L. Lane

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

Voting Aye

Voting Nay

P. Brooks
W. Bacon
S. Doerflinger
R. Smith
S. Boscoe

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), (ii) said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of May 10, 2013.

Secretary


