

RESOLUTION
(RJC Development Inc. Project)

A regular meeting of the Auburn Industrial Development Authority was convened at 2 State Street in the City of Auburn on January 18, 2023 at 5:00 p.m.

RESOLUTION NO. _____

RESOLUTION APPROVING EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF A BUILDING LOAN BIFURCATED MORTGAGE AND SECURITY AGREEMENT, MORTGAGE TAX AFFIDAVIT, ASSIGNMENT OF LEASES AND RENTS AND RELATED DOCUMENTS FOR THE BENEFIT OF RJC DEVELOPMENT INC.

WHEREAS, RJC Development Inc. (the "Company") and the Authority have entered into a Lease Agreement and Leaseback Agreements each dated as of August 1, 2022 (collectively, the "Lease/Leaseback Agreement") whereby the Company leased the Facility (as defined in the Lease/Leaseback Agreement) to the Authority and the Company agreed to lease the Facility back from the Authority on the terms and conditions set forth therein; and

WHEREAS, the Company has secured a commitment for financing from Tompkins Community Bank (the "Bank") and has requested the Authority to join in a mortgage (the "Mortgage") and an assignment of leases and rents (the "Assignment of Leases and Rents") on the Facility, in favor of the Bank securing a mortgage loan in an amount not to exceed One Million Two Hundred Sixty-Four Thousand One Hundred Twenty-Five Dollars and 00/100 (\$1,264,125.00); and

WHEREAS, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general property and economic welfare of the people of the City of Auburn, New York by retaining the Facility in the City of Auburn; and

WHEREAS, the execution of the Mortgage, the Assignment of Leases and Rents and related documents (collectively, the "Loan Documents") will help to improve the Facility and enhance opportunities for the citizens of the City of Auburn.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

1. That this Authority hereby approves the Loan Documents in substantially the form presented to this meeting with such changes, variations, omissions and insertions as the officer of the Authority executing same shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval; and be it further
2. That the Chairman, Vice Chairman or any other officer of this Authority be and the same is hereby authorized to execute the Loan Documents, mortgage tax affidavit and such other documents and agreements as may be necessary to carry out the intent of these resolutions; and be it further
3. That this Resolution shall take effect immediately.

Upon motion duly made and seconded, the question of the adoption of the foregoing Resolution was duly put to a vote, which resulted as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
James A. Dacey, Chairman	X			
William Andre, Member	X			
Gwen Webber-Mcleod, Member	X			
Terry Cuddy, Member	X			
Lisa Green, Member	X			
James Giannettino, Member	X			
Katherine McIntyre, Member	X			
Dan Lovell, Member	X			

This Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF CAYUGA) SS:

I, the undersigned Assistant Secretary of the Auburn Industrial Development Authority, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Auburn Industrial Development Authority (the "Authority"), including the resolution contained therein, held on January 18, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Authority 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 said Authority 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 such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Authority 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 Authority this 19 day of January, 2023.


Assistant Secretary

[SEAL]