
TRANSCRIPT OF PROCEEDINGS

LEASE/LEASEBACK TRANSACTION
COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY
RED BARN MEATS, INC. PROJECT

CLOSING DATE: SEPTEMBER 27, 2024

APPROVING OPINION:

HODGSON RUSS LLP

LEASE/LEASEBACK TRANSACTION
COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY
RED BARN MEATS, INC. PROJECT

TABLE OF CONTENTS

<u>CLOSING ITEM</u>	<u>TAB</u>
Closing Memorandum	1
Underlying Lease	2
Memorandum of Underlying Lease, together with a combined real estate transfer tax return and credit line mortgage certificate (TP-584)	3
License to Agency together with a combined real estate transfer tax return and credit line mortgage certificate (TP-584).....	4
Bill of Sale to Agency	5
Lease Agreement.....	6
Memorandum of the Lease Agreement, together with a combined real estate transfer tax return and a credit line mortgage certificate (TP-584)	7
Payment in Lieu of Tax Agreement	8
Section 875 GML Recapture Agreement	9
Uniform Agency Project Agreement.....	10
Certificates (and policies, if available) of casualty, liability, workers' compensation and other insurance required pursuant to the Lease Agreement.....	11
Closing Receipt	12
<p>General Certificate of the Agency regarding incumbency and signatures of officers, execution of the Basic Documents and the other documents to be executed by the Agency in connection therewith (the "Agency Documents"), no litigation and continued existence, with the following items included as exhibits:</p>	

Exhibit A - Chapter 62 of the Laws of 1973;

Exhibit B - Certificate of Establishment and Certificates of Appointment of
the current members of the Agency, certified by the New York
State Department of State, Miscellaneous Records Unit;

Exhibit C - By-Laws of the Agency;

Exhibit D - Public Hearing Resolution;	
Exhibit E - SEQR Resolution;	
Exhibit F - Proof of the mailing of the Public Hearing Resolution to the chief executive officers of the affected tax jurisdictions;	
Exhibit G - Proof of the mailing of notice of the Public Hearing to the chief executive officers of the affected tax jurisdictions;	
Exhibit H - Proof of publication of notice of the Public Hearing;	
Exhibit I - Proofs of posting notice of the Public Hearing;	
Exhibit J - Report of the Public Hearing; and	
Exhibit K - Approving Resolution.....	13
Certificate Regarding No Conflicts of Interest	14
Sales Tax Exemption Letter.....	15
Real Property Tax Exemption Form.....	16
Proof of (A) Mailing and (B) filing of Real Property Tax Exemption Form to the chief executive officer of the tax assessor of the affected tax jurisdiction	17
Thirty-Day Sales Tax Report	18
Proof of Mailing of Thirty-Day Sales Tax Report to the New York State Department of Taxation and Finance.....	19
Special Counsel Disclosure Statement.....	20

General Certificate of the Company regarding incumbency and signatures of officers, execution of the Lease Agreement and other Basic Documents to which the Company is a party (the “Company Documents”), no litigation and continued existence, with the following items included as exhibits:

- Exhibit A - Certificate of Incorporation of the Company, certified by the State of New York Department of State, Corporations Unit;
- Exhibit B - By-laws of the Company;
- Exhibit C - Certificate of Good Standing relating to the Company, certified by the State of New York Department of State, Corporations Unit;

Exhibit D - Resolution of the officers of the Company approving and authorizing the execution and delivery by the Company of the Company Documents; and	
Exhibit E - Pending Litigation	21
Affidavit of the Company	22
Opinion of Company, McArdle & Randall, PLLC, counsel to the Agency, addressed to the Agency and the Company	23
Opinion of Timothy A. Farley, PC, counsel to the Company, addressed to the Agency and the Company	24
Opinion of Hodgson Russ LLP, Agency and Special counsel, addressed to the Agency and the Company	25