

OFFICIAL INTENT RESOLUTION
(FeedMore WNY Foundation, Inc. Project)

A regular meeting of the Hamburg New York Land Development Corporation was convened on Wednesday, February 14, 2024.

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

RESOLUTION OF THE HAMBURG NEW YORK LAND DEVELOPMENT CORPORATION (THE "ISSUER") (i) TAKING OFFICIAL ACTION TOWARD THE ISSUANCE OF UP TO \$40,000,000 PRINCIPAL AMOUNT OF REVENUE BONDS FOR THE PURPOSE OF FINANCING A CERTAIN PROJECT (AS SET FORTH BELOW) FOR THE BENEFIT OF FEEDMORE WNY FOUNDATION, INC.; (ii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE ISSUER WITH RESPECT TO SUCH PROJECT; AND (iii) AUTHORIZING A PUBLIC HEARING WITH RESPECT TO SUCH FINANCING AND THE UNDERTAKING OF SUCH PROJECT

WHEREAS, the **HAMBURG NEW YORK LAND DEVELOPMENT CORPORATION** (the "Issuer") is authorized and empowered by Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "State"), as amended (the "NFP Law"), its Certificate of Incorporation filed in the office of the New York Department of State on March 17, 2010 (the "Certificate"), and Resolution adopted by the Town of Hamburg Town Board (the "Town Board") on March 8, 2010 (collectively the "Town Resolution"; and, together with the NFP Law, and the Certificate, the "Enabling Act"), to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities in the Town of Hamburg (the "Town") and lessen the burdens of government and act in the public interest; and

WHEREAS, **FEEDMORE WNY FOUNDATION, INC.**, a New York not-for-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), which is exempt from federal income taxation pursuant to Section 501(a) of the Code, having an office at 100 James E. Casey Drive, Buffalo, New York 14206 (the "Institution"), has requested that the Issuer issue its Revenue Bonds (FeedMore WNY Foundation, Inc. Project), Series 2024 (the "Bonds"), in one or more series in the aggregate principal amount not to exceed \$40,000,000 for the purpose of of financing, as part of a plan of financing, a certain project (the "Project") known as "FeedMore WNY Consolidated Campus" located at 4832 Camp Road, Hamburg, New York 14075 in the Town of Hamburg, Erie County, New York (the "Land") consisting of: (A) the application of an aggregate maximum principal amount of Bonds not to exceed \$40,000,000 to (i) the planning, design, engineering, construction and operation of a facility relating to the Institution's activities of providing meals for the needy, containing approximately 197,700 sq. ft. of space including warehouse space, commissary, growing spaces, office and meeting space and repacking space, including building improvements, modifications, upgrades, and related site and exterior improvements (collectively the "Improvements"), and (ii) the acquisition and installation of certain items of equipment, machinery and other tangible personal property in and around the Improvements (the

"Equipment"; and, together with the Land and the Improvements, the "Facility"); and (B) funding a debt service reserve fund, if any, paying capitalized interest, if any, and paying certain other costs incidental to the issuance of the Bonds (the costs associated with items (A) through (B) above being hereinafter collectively referred to as the "Project Costs").

WHEREAS, the Issuer is contemplating providing financial assistance to the Institution with respect to the Project (the "Financial Assistance") in the form of (i) the issuance of the Bonds in an amount not to exceed the lesser of the Project Costs or \$40,000,000, and (ii) an exemption from all mortgage recording taxes with respect to any qualifying mortgage to secure the Bonds or the Institution's obligations relating to the Bonds; and

WHEREAS, the Institution reasonably expects that it will (1) pay or incur certain capital expenditures in connection with the Project prior to the issuance of the Bonds, (2) use funds from sources other than proceeds of the Bonds which are or will be available on a short-term basis to pay for such capital expenditures, and (3) reimburse itself for the use of such funds with proceeds of the Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE HAMBURG NEW YORK LAND DEVELOPMENT CORPORATION AS FOLLOWS:

Section 1. The Institution has presented an application in a form acceptable to the Issuer. Based upon the representations made by the Institution to the Issuer in the Institution's application, the Issuer hereby finds and determines that:

(A) By virtue of the Act and the Certificate, the Issuer 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 the Certificate; and

(B) It is desirable and in the public interest for the Issuer to issue its Bonds to finance the Project Costs, together with certain related costs and amounts, in an aggregate amount presently estimated to be \$40,000,000, all in furtherance of the Issuer's purposes; and

(C) The Issuer has the authority to take the actions contemplated herein under the Act and the Certificate; and

(D) The action to be taken by the Issuer will induce the Institution to undertake the Project, thereby bettering and maintaining job opportunities in the Town of Hamburg, New York, and reducing the burdens of government for the Town of Hamburg, New York, and in furtherance of the purposes of the Issuer as set forth in the Act; and

(E) The Institution is not undertaking the Project in place of, on behalf of, for the benefit of, or at the request of the Issuer.

Section 2. This resolution shall authorize the Issuer to hold a public hearing as required by Section 147(f) of the Code.

Section 3. The proposed Financial Assistance being contemplated by the Issuer includes financing a portion of the Project Costs by the issuance of the Bonds in an amount not

to exceed the lesser of the Project Costs or \$40,000,000 and an exemption from all mortgage recording taxes with respect to any qualifying mortgage to secure the Bonds or the Institution's obligations relating to the Bonds.

Section 4. The granting of the Financial Assistance, as contemplated by Paragraph 3 of this Resolution, shall be subject to:

(A) agreement by the Issuer, the Institution and the purchaser of the Bonds on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof; and

(B) holding a public hearing as required by Section 147(f) of the Code; and

(C) approval by (i) the Supervisor of the Town of Hamburg, New York, in accordance with the provisions of Section 147(f) of the Code; and

Section 5. The Institution is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Issuer to make its final determination whether to approve the Financial Assistance, and the Institution is further authorized to advance such funds as may be necessary for such purpose, subject, to the extent permitted by law, to reimbursement from the proceeds of the sale of the Bonds, if the Bonds are issued.

Section 6. Harris Beach PLLC, is hereby appointed as Bond Counsel for the Issuer, and is hereby authorized to work with counsel to the Institution and others to prepare for submission to the Issuer, all documents necessary to effect the authorization, issuance and sale of the Bonds and reimbursement of the cost of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code.

Section 7. This Resolution shall constitute the adoption of "official intent" (within the meaning of the United States Treasury Regulations Section 1.150-2(d)) with respect to issuance of the Bonds and the original expenditures which are reasonably expected to be reimbursed from the proceeds of the Bonds.

Section 8. The Chairman, Financial Secretary and/or President/CEO of the Issuer are hereby authorized and directed to distribute copies of this Resolution to the Institution and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 9. This Resolution shall take effect immediately.

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Robert Hutchinson	[X]	[]	[]	[]
Janet Plarr	[X]	[]	[]	[]
Cameron Hall	[X]	[]	[]	[]
Robert Reynolds	[X]	[]	[]	[]
Andy Palmer	[X]	[]	[]	[]
Jamel Perkins	[]	[]	[]	[X]
Tom Moses	[]	[]	[]	[X]
David Podkulski	[X]	[]	[]	[]
Wenceslao Valentin	[]	[]	[]	[X]

The Resolutions were thereupon duly adopted.

CERTIFICATION

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

I, the undersigned Secretary of the Hamburg New York Land Development Corporation DO HEREBY CERTIFY:


That I have compared the annexed extract of minutes of the meeting of the Hamburg New York Land Development Corporation (the "Issuer"), including the resolution contained therein, held on February 14, 2024, with the original thereof on file the office of the Issuer, and that the same is a true and correct copy of the proceedings of the Issuer 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 board of directors of said Issuer 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 directors of the Issuer 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 Issuer this 23rd day of February, 2022.


Secretary

