

MUNIPRO, INC.

BOARD OF DIRECTORS' MEETING

November 21, 2025

SUMMARY OF MINUTES

MEMBERS PRESENT: Kirk Morris, Kathy Taylor, Keith Suhr

OTHERS PRESENT: Jonathan Natale, Tammy Rivers

1- Call to Order

Meeting called to order at 11:05 A.M. by Kirk Morris

2- Approval of previous minutes

MOVED by Ms. Taylor SECOND by Mr. Suhr

ADOPTED: 3-0 MOTION CARRIED.

3- Approval of Appointment of Keith Suhr as Secretary

MOVED by Mr. Morris SECOND by Ms. Taylor

ADOPTED: 3-0 MOTION CARRIED.

4- Approval of Appointment of Keith Suhr as Treasurer

MOVED by Ms. Morris SECOND by Ms. Taylor

ADOPTED: 3-0 MOTION CARRIED.

5- Authorization of the Approval of the 2026 Munipro Budget and its certification

MOVED by Ms. Taylor SECOND by Mr. Suhr

ADOPTED: 3-0 MOTION CARRIED.

6- Authorization of the acceptance and subsequent transfer of 354 Island Cottage Road pursuant to the proposed resolution

MOVED by Mr. Suhr SECOND by Ms. Taylor

ADOPTED: 3-0

MOTION CARRIED.

7- Motion to adjourn:

MOVED by Ms. Taylor SECOND by Mr. Suhr

ADOPTED: 3-0

MOTION CARRIED.

The meeting Adjourned at 11:15 A.M.

MUNIPRO, INC.
BOARD OF DIRECTORS MEETING

A regular meeting of Munipro, Inc. (the "*Corporation*") was convened on November 21, 2025 at 11:05 a.m./p.m.

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

RESOLUTION OF THE CORPORATION (i) AUTHORIZING THE SALE OF
354 ISLAND COTTAGE ROAD, AND (ii) THE EXECUTION AND
DELIVERY OF A SALE AGREEMENT, DEED AND RELATED
DOCUMENTS

WHEREAS, the Corporation is a not-for-profit local development corporation duly established under Section 1411 of the Not-for-Profit Corporation Law of the State of New York ("*N-PCL*") and a "local authority" under Section 2 of the Public Authorities Law of the State of New York (the "*PAL*"), created pursuant to a Certificate of Incorporation filed on October 2, 1996, as amended by that certain restated Certificate of Incorporation filed on March 22, 1999 for the charitable and public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, improving and maintaining job opportunities, lessening the burdens of government and acting in the public interest; and

WHEREAS, the Town of Greece (the "*Town*") previously acquired the land located at 354 Island Cottage Road, Rochester, New York 14612 (S/B/L: 046.01-1-6.111) (the "*Property*"); and

WHEREAS, the Town previously has identified the remainder of the Property as unneeded for Town purposes; and

WHEREAS, the Town previously declared fee title to the Property conditionally unneeded for Town use and authorize the surplus of fee title to the property to the Corporation, all for purposes of allowing the Corporation to sell the Property (the "*Disposition*"); and

WHEREAS, in furtherance of the foregoing, and in accordance with N-PCL Sections 1411(d)(3) and (4), the Town previously authorized, noticed and conducted a public hearing to consider the Disposition of the Property to the Corporation (the "*Public Hearing*"); and

WHEREAS, by resolution adopted on November 20, 2025, the Town (i) reviewed the Disposition as an Unlisted Action pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "*SEQRA*"), (ii) closed the Public Hearing, (iii) and authorized the Surplus of the Property to the Corporation; and (iv) approved the execution of deeds, certificates and agreements relative to same; and

WHEREAS, the Corporation desires to authorize: (i) the by resolution adopted November 21, 2024, the Corporation accepted the surplus of the Property from the Town; and (ii) the ratification of the Town's SEQRA findings; and

WHEREAS, the Corporation desires to authorize: (i) accept the surplus of the Property from the Town and to ratify the Town's SEQRA findings; (ii) upon satisfaction of the terms of the Purchase and Sale Contract between the Town and Mark Bohn (the "Buyer"), the transfer of the Property from the Town to the Corporation and the Corporation to the Buyer; and (ii) the execution and delivery necessary transfer documents at closing.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION AS FOLLOWS:

Section 1. The Corporation hereby (i) accepts the surplus of the Property from the Town; (ii) ratifies the Town's SEQRA findings; and (iii) approves the execution and delivery transfer documents at closing, including a Deed, transfer forms and such affidavits as may be necessary to received insurable title to the Property from the Town.

Section 2. The Corporation hereby (i) accepts the offer from the Buyer in the amount of \$400,000; (ii) authorizes the execution of a purchase and sale agreement with the Town as seller and the Corporation as buyer, with such changes as approved by the Chair and counsel to the Corporation; (iii) approves the transfer of the Property to the Buyer upon satisfaction of the terms of the PSA; and (iv) approves the execution and delivery transfer documents at closing, including a Deed, transfer forms and such affidavits as may be necessary to transfer insurable title to the Buyer.

Section 2. The Corporation hereby authorizes the Executive Director and/or Chairman to execute any documents, and the officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Corporation with all of the terms, covenants and provisions of the documents executed for and on behalf of the Corporation.

Section 3. This Resolution shall take effect immediately.

Dated: November 21, 2025

On motion duly made by Director Suhr and seconded by Director Taylor the forgoing resolution was placed before the Board of Directors of the Corporation and voted:

	Aye	Nay	Abstain	Absent
Kirk Morris	X			
Kathy Taylor	X			
Keith Suhr	X			

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

I, the undersigned Acting Secretary of MUNIPRO, INC., DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Munipro, Inc. (the "Corporation"), including the resolution contained therein, held on November 21, 2025, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Corporation 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 directors of said Corporation 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 Corporation 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 Corporation this day of November 21, 2025.



Secretary