

PROJECT AUTHORIZING RESOLUTION

(MaxPro, LLC and Optimax Systems, Inc. Project – 2011 Facility)

A regular meeting of the Wayne County Industrial Development Agency was convened on May 24, 2011 at 9:30 a.m.

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

Resolution No. 05/2011 - __

RESOLUTION AUTHORIZING THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”): (i) AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN CONNECTION WITH A CERTAIN PROJECT (AS MORE PARTICULARLY DESCRIBED HEREIN) TO BE UNDERTAKEN BY MAXPRO, LLC AND OPTIMAX SYSTEMS, INC. (COLLECTIVELY, THE COMPANY”) AS AGENT OF THE AGENCY; (ii) ACCEPTING THE MINUTES OF A PUBLIC HEARING HELD IN CONNECTION WITH THE PROJECT; (iii) RATIFYING THE APPOINTMENT OF THE COMPANY AS ITS AGENT TO UNDERTAKE THE PROJECT AND PROVISION OF FINANCIAL ASSISTANCE TO THE COMPANY IN EXCESS OF \$100,000; AND (vi) AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 916 of the Laws of 1969 of the State of New York, (hereinafter collectively called the “Act”), the WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter called the “Agency”) was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, civic, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, MAXPRO, LLC AND OPTIMAX SYSTEMS, INC. (collectively, the “Company”) previously submitted an application (the “Application”) to the Agency requesting the Agency’s assistance with respect to a certain project (the “Project”) consisting of (i) the acquisition or retention by the Agency of an interest in an approximately 3.4 acre parcel of land located at 6367 Dean Parkway in the Town of Ontario, Wayne County (the “Land”, being more particularly described as TMID No. 61117-00-187799) and the existing approximately 35,000 square foot manufacturing facility located thereon (the “Existing Improvements”); (ii) the acquisition by the Agency of an approximately 4.12 acre parcel of land located adjacent to the Land on Dean Parkway in the Town of Ontario, County of Wayne (the “2011 Facility Land”, being more particularly described as a portion of TMID No. 61117-00-112760, such 2011 Facility Land to be merged with the Land); (iii) the construction on the Land and 2011 Facility Land of an approximately 20,000 square foot addition to the Existing Improvements (the “Improvements”) to expand the Company’s existing precision optical component manufacturing operations; (iv) the acquisition of and installation in and around the Existing Improvements and

Improvements by the Company of machinery, equipment, furniture, fixtures and other items of tangible personal property (the “Equipment” and, collectively with, the Land, 2011 Facility Land, Existing Improvements, and Improvements, the “2011 Facility”); and (v) through a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), lease the 2011 Facility back to the Company (the “Straight Lease Transaction”); and

WHEREAS, the Agency previously undertook certain projects for the benefit of the Company (along with **OPTIPRO SYSTEMS, INC.**) in furtherance of the acquisition of the Land and Existing Improvements (the “1998 Facility”), as memorialized and governed by a certain Lease Agreement (the “1998 Lease Agreement”) and related Payment-in-lieu-of-Taxes Agreement (the “1998 PILOT Agreement”), each dated as of April 1, 1998, along with related documents (collectively, the 1998 Lease Agreement and 1998 PILOT Agreement, along with related documents collectively referred to herein as the “1998 Facility Documents”), such 1998 Facility Documents having been entered into by the Agency and the Company in connection with the construction and equipping of an initial 15,000 square foot manufacturing facility on the Land (the “1998 Facility”) and thereafter amended and modified by the Agency and the Company through a certain Amendment and Modification Agreement and Amended and Restated Payment-in-Lieu-of-Tax Agreement, each dated as of October 1, 2000 (the “2000 Facility Documents”), all in connection with the construction and equipping of an approximately 20,000 square foot addition to the 1998 Facility (the “2000 Facility”); and

WHEREAS, by resolution adopted April 22, 2011 (the “Inducement Resolution”), the Agency (i) accepted the Application submitted by the Company, (ii) ratified the prior scheduling and notice of a public hearing to be held by the Agency in connection with the Project (the “Public Hearing”, as further detailed herein), (iii) appointed the Company as agent of the Agency to undertake the Project; (iv) authorized the negotiation of a lease agreement (“Lease Agreement”), leaseback agreement (“Leaseback Agreement”), and related payment-in-lieu-of-tax agreement (“PILOT Agreement”); (v) authorized the provision of up to \$100,000 in financial assistance (the “Financial Assistance”) to the Company pending the conduct of the Public Hearing, such Financial Assistance to include (a) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the 2011 Facility or used in the acquisition, construction or equipping of the 2011 Facility; (b) the grant of one or more mortgage liens on the Land, 2011 Facility Land and 2011 Facility (the “Mortgages”) to secure the indebtedness incurred by or for the benefit of the Company in connection with the Project, which Mortgages would be exempt from all mortgage recording taxes imposed by the State and any political subdivision thereof; and (c) a partial real property tax abatement through the PILOT Agreement, pursuant to which the Company would make payments in lieu of real property taxes to each affected tax jurisdiction; (vi) authorized the execution and delivery of an Agency Agreement (the “Agent Agreement”) relating to the Project, and (vii) ratified the findings of the Town of Ontario Planning Board under the State Environmental Quality Review Act (“SEQRA”); and

WHEREAS, the Agency duly scheduled, provided notice and conducted the Public Hearing on Monday, May 16, 2011, at 9:30 a.m. local time, at the Town of Ontario Town Hall, 1850 Ridge Road, Ontario, New York 14519 at which time the Agency presented a copy of the Company’s project Application (including a cost-benefit analysis) and hear and accept written and oral comments from all persons with views in favor of or opposed to or otherwise relevant to the proposed Financial Assistance; and

WHEREAS, in connection with the Straight Lease Transaction, it is contemplated that the Agency and Company will terminate the 1998 Facility Documents and 2000 Facility Documents through a certain termination agreement (the "Termination Agreement") and related quitclaim deed (the "Quitclaim Deed", along with the Termination Agreement and related documents and certificates, collectively defined within the Inducement Resolution and herein as the "Termination Documents"); and

WHEREAS, the terms and conditions of the Lease Agreement, Leaseback Agreement, PILOT Agreement, and related documents (and collectively herein, the "Straight Lease Documents") have been negotiated and the Agency desires to authorize and approve the execution and delivery of same, along with all documents and instruments necessary to undertake the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application and any other correspondence submitted by the Company to the Agency, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency 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

(B) It is desirable and in the public interest for the Agency to (i) retain a leasehold interest in the Land and Existing Improvements constituting the 1998 Facility and 2000 Facility and acquire title to or an other interest in the 2011 Facility Land, Improvements and the Equipment constituting the 2011 Facility, (ii) lease the Agency's interest in the 2011 Facility to the Company pursuant to the Straight Lease Transaction with the Company; and

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

(D) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in the Town of Ontario, which is located within Wayne County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) The Project will not result in the removal of a facility or plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's Application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other facility or plant to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(F) the Agency hereby accepts the minutes of the Public Hearing.

Section 2. Pursuant to the terms of the Inducement Resolution and Agent Agreement, the Agency hereby ratifies the prior appointment of the Company as agent of the Agency to undertake the Project. Subject to the Company executing the Leaseback Agreement, along with the delivery to the Agency of a binder, certificate or other evidence of continued liability insurance policy satisfactory to the Agency, the Agency hereby authorizes the Company, as agent of the Agency, to continue with the acquisition, construction and equipping and equipping of the Project and hereby extends the appointment of the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf.

Section 3. The Chairman (or Vice Chairman) and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to negotiate and enter into the Termination Documents and Straight Lease Documents; provided (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the amended and restated PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 4. The Chairman (or Vice Chairman), Executive Director and/or Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any Lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the 2011 Facility and/or finance or refinance equipment and other personal property and related transactional costs; and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman), Executive Director and/or Deputy Executive Director of the Agency shall approve, the execution thereof by the Chairman (or Vice Chairman), Executive Director and/or Deputy Executive Director of the Agency to constitute conclusive evidence of such approval; *provided*, that, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 6. These Resolutions shall take effect immediately upon adoption.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
David Spickerman, Sr.	XX			
James Hoffman	XX			
Willard Milliman			XX	
Marvin E. Decker	XX			
Robert Havrilla			XX	

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF WAYNE) ss:

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

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 24th day of May 2011, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency 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 Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency 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 seal of said Agency this 24th day of May, 2011.

Secretary

[SEAL]