

RESOLUTION
(Clyde Industrial Development Corporation)

A regular meeting of the Wayne County Industrial Development Agency was convened on August 24, 2012 at 9:30 a.m.

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

Resolution No. 08/2012 - __

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") APPROVING THE EXECUTION AND DELIVERY OF AN AMENDMENT AND MODIFICATION AGREEMENT AND TO TAKE ACTION ON CERTAIN MATTERS PERTAINING TO THE RELEASE OF A CERTAIN PARCEL OF LAND WITH RESPECT TO A PORTION OF CLYDE INDUSTRIAL DEVELOPMENT CORPORATION FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF ANY AND ALL RELATED DOCUMENTS NECESSARY FOR THE TRANSACTION.

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, the Agency previously undertook a certain project (the "Project") for the benefit of **CLYDE INDUSTRIAL DEVELOPMENT CORPORATION** (the "Company") involving the acquisition by the Agency of a leasehold interest in various parcels of real estate located within the Village of Clyde and Town of Galen (collectively, the "Land") and any existing improvements that may be located on any one specific parcel (the "Improvements") and the acquisition in and around any of the Improvements of certain items of equipment and other tangible personal property (the "Equipment," and collectively with the Land, and the Improvements, the "Facility"); and

WHEREAS, in furtherance of the Project, the Agency and Company entered into a certain Company Lease Agreement (the "Lease Agreement"), a certain Leaseback Agreement (the "Lease Agreement") a certain Payment-in-lieu-of-Taxes Agreement (the "PILOT Agreement") and a certain Environmental Compliance & Indemnification Agreement (the "Environmental Compliance & Indemnification Agreement"), each dated as of February 1, 2008, along with related documents (collectively, the "Project Documents"); and

WHEREAS, the Company desires to sell a portion of the Facility (herein, the "Released Parcel") which is more particularly described in Exhibit A attached and has requested that the Agency authorize the release the Released Parcel from the Project Documents; and

WHEREAS, the Agency desires to authorize the release of the Released Parcel from the Project Documents, which will be memorialized within an Amendment and Modification Agreement.

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

Section 1. The Chairman, Vice Chairman, the Executive Director and/or the Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment and Modification Agreement and related documents to release the Released Parcel from the Project Documents (collectively the "2012 Agency Documents"), containing the terms as shall be approved by the Chairman, Vice Chairman, Executive Director and/or the Deputy Executive Director upon execution.

Section 2. 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 3. 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	
Robert Havrilla	XX			
Pamela Heald	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 August 2012, 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 August, 2012.


Marie Leisenring, Secretary

[SEAL]

EXHIBIT "A"
"Release Parcel"

Survey Description of Land owned by Clyde Industrial Development Corporation

ALL THAT TRACT OR PARCEL OF LAND SITUATE IN: Village of Clyde, County of Wayne, and State of New York, bounded and described as follows:

Beginning at a point in the north line of a 50 foot wide Right-Of-Way marking the southwest corner of land now or formerly owned by DNT Express Realty, LLC, and recorded in the Office of the Wayne County Clerk as Document No. R9119721, said point being N 67-21-10 W, 309.91 feet from the west line of Davis Parkway, and running thence;

1) N 67-21-10 W, along the north line of said Right-Of-Way, for a distance of 174.63 feet to an iron pin marking a corner of other land owned by Clyde Industrial Development Corporation, thence;

2) N 08-38-48 E, along the east line of other land owned by said Clyde Industrial Development Corporation, for a distance of 449.05 feet to an iron pin in the south line of Tax I.D. No. 74115-15-557389, thence;

3) S 68-56-00 E, along the south line of said Tax I.D. No. 74115-15-557389 and along the south line of Tax I.D. No. 74115-15-566388, for a total distance of 177.56 feet to a point in the west line of Tax I.D. No. 74115-15-576380, thence the following courses and distances along said Tax I.D. No. 74115-15-576380;

4) S 06-36-10 W, for a distance of 176.78 feet to a point and

5) S 81-59-00 E, for a distance of 58.83 feet to a point marking the northwest corner of land now or formerly owned by the aforementioned DNT Express Realty, LLC, thence;

6) S 22-38-50 W, along the west line of land now or formerly owned by said DNT Express Realty, LLC, for a total distance of 285.57 feet to the point and place of beginning, comprising an area of 2.004 acres, according to a survey prepared by John A. Greene & Associates dated May 2, 2012.

Being and intending to describe a portion of the premises conveyed in the Deed: John H. Sumner and Helen I. Sumner to Clyde Industrial Development Corporation, dated August 6, 1966 and recorded in the Office of the Wayne County Clerk in Liber 578 of Deeds at Page 315.

Part of Tax Map No. 74112-15-536363
Property Address: Davis Parkway, Clyde, New York