

**EXTENSION OF BOND MATURITY DATE RESOLUTION**  
*(Seneca Foods Corporation Project)*

A regular meeting of the Wayne County Industrial Development Agency was convened on March 23, 2012 at 9:30 a.m.

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

Resolution No. 2012- \_\_\_\_\_

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "ISSUER") AUTHORIZING THE EXECUTION AND DELIVERY OF A CERTAIN FIRST AMENDMENT TO INDENTURE OF TRUST AND ANY AND ALL DOCUMENTS NECESSARY AND INCIDENTAL THERETO, ALL WITH RESPECT TO THE EXTENSION OF THE MATURITY DATE OF THE INDUSTRIAL DEVELOPMENT REFUNDING REVENUE BONDS (SENECA FOODS CORPORATION PROJECT), SERIES 1992 BONDS, WHICH BONDS WERE ISSUED BY THE ISSUER FOR THE BENEFIT OF SENECA FOODS CORPORATION (THE "COMPANY")

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, as amended (hereinafter collectively called the "Act"), the **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to the Act, the Issuer issued its Industrial Development Revenue Bonds (1982 Seneca Foods Corporation, S.S. Pierce Company, Inc., as Guarantor, Mortgage Lien Project) in the aggregate principal amount of \$8,000,000 (the "Prior Bonds"), for the purpose of financing the costs of a project within the meaning of the Act, consisting of: (i) the acquisition, construction and installation of an industrial warehousing facility including the construction of certain new buildings and renovations and additions to certain existing buildings in Marion, New York, and (ii) the acquisition and installation of machinery and equipment in connection therewith, all for the processing and warehousing of fruits and vegetables (the "Project") undertaken for the benefit of the Company; and

WHEREAS, pursuant to a certain bond resolution (the "Bond Resolution") duly adopted by the Issuer on June 15, 1992, and that certain Indenture of Trust (the "Indenture") dated as of June 1, 1992, by and between the Issuer and Wells Fargo Bank, N.A., as successor to Norwest Bank Minnesota, National Association, as Trustee (the "Trustee"), the Issuer issued its Industrial Development Refunding Revenue Bonds (Seneca Foods Corporation Project), Series 1992 (the "Series 1992 Bonds") the proceeds of which were used to refund the outstanding principal amount of the Prior Bonds; and

WHEREAS, the Company has (i) requested that the Maturity Date (as defined in the Indenture) of the Series 1992 Bonds be extended from June 1, 2012 to June 1, 2017; and (ii) requested that the Issuer take all necessary action to effectuate the extension of the Maturity Date in accordance with the provisions of Section 12.2 of the Indenture; and

WHEREAS, in order to evidence the extension of the Maturity Date of the Series 1992 Bonds, it is necessary to amend (i) the Indenture pursuant to the terms of that certain First Amendment to Indenture of Trust, to be dated on or about April 1, 2012 (or some other date acceptable to the Executive Director of the Issuer and its Counsel) (the "First Amendment to Indenture"); (ii) the Series 1992 Bonds pursuant to an Amended and Restated Bond (the "Amended and Restated Series 1992 Bonds"), and (iii) any other documents executed by the Issuer, the Company, and the Trustee in connection with the issuance of the Series 1992 Bonds (the "Bond Documents"); and

WHEREAS, in order for the Issuer to execute and deliver the First Amendment to Indenture, the Amended and Restated Series 1992 Bonds and any other documents necessary to effect the extension of the Maturity Date of the Series 1992 Bonds (collectively, with the First Amendment to Indenture and the Amended and Restated Series 1992 Bonds, the "Amended Documents") the Issuer must first receive the consent of one-hundred percent (100%) of the owners of the aggregate principal amount of the Series 1992 Bonds outstanding, as required by the provisions of Section 12.2 of the Indenture.

WHEREAS, the Company has directed the Issuer to remove Terminus Securities, as successor to First Commerce Capital, a division of Porter, White & Yardley, Inc. (the "Remarketing Agent") and appoint Thornton Farish, Inc. as successor remarketing agent (the "Successor Remarketing Agent"), all in accordance with, and pursuant to, the Indenture; and

WHEREAS, in order for the Issuer to remove the Remarketing Agent and appoint the Successor Remarketing Agent, the Issuer delivered the notices required under Section 10.11 of the Indenture, thereby satisfying that requirement.

WHEREAS, pursuant to Article 18-A of the General Municipal Law the Issuer desires to adopt a resolution authorizing the amendment to the Indenture pursuant to the First Amendment to Indenture and the execution and delivery of the other Amendment Documents.

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

Section 1. Subject to the Issuer's receipt of the necessary consents of the holders of the Series 1992 Bonds, the Issuer hereby determines to amend the Indenture pursuant to the terms of the First Amendment to Indenture in substantially the form approved by counsel and bond counsel to the Issuer with such changes as approved by the Chairman, Vice-Chairman and/or Executive Director of the Issuer.

Section 2. As a result of being directed by the Company and following the delivery of the notices required under the Indenture, the Issuer hereby acknowledges the removal of Terminus Securities, as Remarketing Agent, and the appointment of Thornton Farish, Inc., as Successor Remarketing Agent with respect to the Series 1992 Bonds.

Section 3. The Chairman (or Vice Chairman) or Executive Director of the Issuer are hereby authorized, on behalf of the Issuer, to execute and deliver the First Amendment to Indenture and the other Amendment Documents necessary and incidental thereto as approved by counsel and bond counsel to the Issuer and the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto where appropriate and to attest the same, all in substantially the forms thereof approved by counsel and bond counsel to the Issuer with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) or Executive Director shall approve. The execution of the Amendment Documents by the Chairman (or Vice Chairman) or Executive Director shall constitute conclusive evidence of such approval.

Section 5. The officers, employees, and agents of the Issuer are hereby authorized and directed for and in the name and or behalf of the Issuer to do all acts and things required or provided by the provisions of the Amendment Documents, and to execute and deliver all such additional certificates, instruments and documents, including the Amendment Documents and to do all such further acts and things as may be necessary or in the opinion of the officer, employee, or agent acting on behalf of the Issuer, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Issuer with all of the terms, covenants, and provisions of the Amendment Documents binding upon the Issuer.

Section 5. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to 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 Resolution was thereupon declared duly adopted.

STATE OF NEW YORK     )  
COUNTY OF WAYNE     ) ss:

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

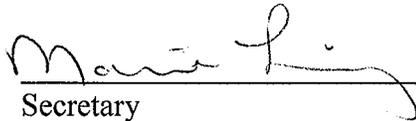
That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on March 23, 2012, with the original thereof on file in my office, and that the same is a true and correct copy of 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 23<sup>rd</sup> day of March, 2012.

  
Secretary

[SEAL]