

RESOLUTION

(Wayne Industrial Sustainability Development Corporation Project)

A special meeting of 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. 3/2012 - _____

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE EXECUTION AND DELIVERY OF: (A) AN AMENDMENT AND MODIFICATION AGREEMENT TO EXTEND THE TERM OF THE LEASE AGREEMENT AND PAYMENT-IN-LIEU-OF-TAX AGREEMENT, AND (D) 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, (the "Act"), the **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (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 Company is the owner in fee simple of property located at Route 88 South, Village of Newark, Town of Arcadia, County of Wayne and State of New York (the "Facility"); and

WHEREAS, the Company leased the Facility to the Agency pursuant to a certain Company Lease, dated December 1, 2005 (the "Original Company Lease"), by and between the Company and the Agency, a memorandum of which was recorded in the Wayne County Clerk's Office on December 27, 2005 as Document No. R9068961; and

WHEREAS, the Facility has been subleased to the Company pursuant to a certain Lease Agreement, dated December 1, 2005 (the "Original Lease Agreement"), by and between the Agency and the Company, a memorandum of which was recorded in the Wayne County Clerk's Office on December 27, 2005 as Document No. 9068960; and

WHEREAS, the Original Lease Agreement was modified by a certain Amendment and Modification Agreement, dated as of February 1, 2008, between the Agency and the Company ("Amendment and Modification Agreement"), a memorandum of which was recorded in the Wayne County Clerk's Office on February 22, 2008 as Document No. R9094043; and the Original Lease Agreement and the Amendment and Modification Agreement are collectively referred to hereinafter as the "Lease Agreement"); and

WHEREAS, in connection with the leasing and subleasing of the Facility, the Agency and the Company entered into a Payment-in-Lieu-of-Tax Agreement, dated as of December 1,

2005 (the "Original PILOT Agreement"), whereby the Company agreed to make certain payments in lieu of real property taxes on the Facility, which was amended and restated pursuant to an Amended and Restated Payment-in-Lieu-of Tax Agreement, dated as of February 1, 2008 (the "Amended and Restated PILOT Agreement"); and

WHEREAS, in connection with the leasing and subleasing of the Facility, the Agency and the Company entered into an Environmental Compliance and Indemnification Agreement, dated as of December 1, 2005 (the "Environmental Compliance and Indemnification Agreement"); and

WHEREAS, the term of the Lease Agreement, Original Company Lease and Amended and Restated PILOT Agreement expired on January 31, 2011; and

WHEREAS, the Agency intends to extend the term of the Lease Agreement, the Original Company Lease and the Amended and Restated PILOT Agreement to December 31, 2013.

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 Second Amendment and Modification Agreement and the other documents contemplated thereby (collectively the "2012 Agency Documents"), containing the terms presented at this meeting with such changes 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.

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 23rd day of March 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 23rd day of March, 2012.



Marie Leisenring, Secretary

[SEAL]