

**Resolution
of
Wayne Industrial Sustainability Development Corporation**

On motion of Robert Havrilla, seconded by Willard Milliman, the following Resolution was adopted by the Board of Directors of the Wayne Industrial Sustainability Development Corporation (the "Company") at a meeting duly called and held on March 23, 2012 at 10:30 a.m.

WHEREAS, Wayne Industrial Sustainability Development Corporation, a not-for-profit local development corporation under Section 1411 of the Not-For-Profit Corporation Law of the State of New York, having an office at 16 William Street, Lyons, New York 14489 (the "Company") previously requested the assistance of the Wayne County Industrial Development Agency (the "Agency") with a certain project (the "Project") consisting of: the acquisition of a leasehold interest in an approximately 61.704 acre parcel of vacant industrial land located at Route 88 South, Village of Newark, County of Wayne County, New York (more specifically part of tax account number 68110-14-369429 (the "Land") to be used for future industrial development (the "Facility") and the provision of certain financial assistance to the Company in the form of real property tax abatements for the benefit of the Project through the PILOT Agreement, as defined herein; 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 Original Company Lease, the Lease Agreement and the Amended and Restated PILOT Agreement expired on January 31, 2011; and

WHEREAS, the Company 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 Company (a majority of the members thereof affirmatively concurring) as follows:

RESOLVED: The form and substance of the proposed Second Amendment and Modification Agreement is hereby approved.

RESOLVED: The Executive Director, any Deputy Executive Director, or the Secretary and each or any of them without the others is hereby authorized and directed to execute and deliver the proposed Second Amendment and Modification Agreement and related documents (hereinafter the "Company Documents"). Notwithstanding any other provisions of these Resolutions, any such authorized person executing the Company Documents is hereby further authorized to assent to and approve the form together with the terms and conditions of the proposed Company Documents, such assent and approval by any such authorized person shall be deemed to be complete and full approval of the form and substance of such Company Documents by this Board.

RESOLVED: The proper officers of the Company are authorized and directed to do or cause to be done all such other acts and things, to make all payments, including rent payments, required pursuant to the Lease Agreement, as amended and modified by the Second Amendment and Modification Agreement and the Amended and Restated PILOT Agreement and to execute all such documents, certificates and instruments as in his or their judgment may be necessary or advisable in order to carry out the foregoing provisions of this Resolution and the Company's obligations under the Company Lease, as amended and modified by the Amendment and Modification Agreement, the Lease Agreement, as amended and modified by the Amendment and Modification Agreement and the Amended and Restated PILOT Agreement, or any document revised and supplemental thereto; and all actions heretofore taken by the officers of the Company in connection with the subject of these Resolutions are hereby approved, ratified and confirmed in all respects.

The above resolutions were approved, ratified and adopted by the Board of Directors of Wayne Industrial Sustainability Development Corporation at a meeting duly called and held on March 23, 2012.

STATE OF NEW YORK)
 : SS.:
COUNTY OF WAYNE)

I hereby certify that the foregoing is a true and correct transcript of resolutions adopted by the Board of Directors of Wayne Industrial Sustainability Development Corporation, on the 23rd day of March, 2012.

Dated: March 23, 2012



Marie Leisenring, Secretary