

Wayne Industrial Sustainability Development Corp.
Special Board Meeting
July 27th, 2012

The special meeting of the Wayne Industrial Sustainability Development Corp. was called to order at 9:32 a.m. on July 27th, 2012, by Chairman David Spickerman. The meeting was held at 16 William Street, Lyons. Members present: David Spickerman, Willard Milliman, and Robert Havrilla. Also present: Pamela Heald, IDA Board; Ken Miller, Palmyra Town Supervisor; John Morell, Esq., and M. Churchill, D. Richards, J. VanDusen and M. Leisenring.

The following resolution was presented:

WHEREAS, pursuant to a certain gift agreement dated December 23, 2005 by and between Silver Hill Associates, LLC (the "Donor") and the Wayne County Industrial Development Agency (the "Agency"), the Donor donated 61.704 acres of vacant industrial land located at Route 88 South, Village of Newark, County of Wayne County, New York (Tax Map No. 68110-14-369429) to the Agency to be used for future industrial development (the "Donated Land");

WHEREAS, the Agency acquired title to the Donated Land by deed from the Donor recorded on December 29, 2005 in the Wayne County Clerk's Office as Document No. R9066784;

WHEREAS, the Agency transferred the Donated Land to the Wayne Industrial Sustainability Development Corporation (the "WISDC") by deed recorded in the Wayne County Clerk's Office on January 19, 2006 as Document No. R9067726;

WHEREAS, the WISDC wishes to make a property disposition of the Donated Land to the Agency (the "Disposition").

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE WAYNE INDUSTRIAL SUSTAINABILITY CORPORATION AS FOLLOWS:

RESOLVED, that in accordance with applicable provisions of the Public Authorities Law ("PAL"), the WISDC is authorized to issue a Notice of Disposition to required recipients pursuant to PAL Section 2897(6)(d), whereby the WISDC proposes to undertake the Disposition on or after the 90 day notice period (the "90 Day Notice Period"), such Disposition being exempted from publicly advertising for bids pursuant to PAL Section 2897(6)(c)(v); and

RESOLVED, that WISDC is authorized to obtain an appraisal of the Donated Land pursuant to PAL Section 2897(7)(ii); and

RESOVLED, after the 90 Day Notice Period and the WISDC's compliance with PAL, the WISDC is authorized undertake the Disposition.

WISDC Minutes
7/27/2012
Page Two

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

Moved: Mr. Havrilla Second: Mr. Milliman
Ayes: Messrs. Spickerman, Havrilla and Milliman
Nays: None

Next on motion of Mr. Milliman, seconded by Mr. Havrilla and carried the minutes of the meetings of 1/13/2012 and 3/23/2012 were approved.

There being no further business, the meeting adjourned at 9:35 a.m.

Respectfully submitted,

Marie Leisenring
Secretary