

**PILOT AUTHORIZING RESOLUTION**  
*(Northern Development, LLC – Wind Turbine Project)*

A regular meeting of Wayne County Industrial Development Agency was convened on February 24, 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 AUTHORIZING THE EXECUTION AND DELIVERY OF A  
PILOT AGREEMENT AND RELATED DOCUMENTS IN CONNECTION  
WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW)  
BEING UNDERTAKEN BY NORTHERN DEVELOPMENT, LLC**

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** (the “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, **NORTHERN DEVELOPMENT, LLC** (the “Company”) previously requested the Agency’s assistance with a certain project (the “Project”) consisting of (i) the lease by Agency of an approximately 5 acres of land located NYS Route 104, Town of Ontario, New York (the “Land”, being a portion of a certain 10.09 acre parcel of Agency-owned land more particularly identified as TMID No. 061.117-0000-341.669) pursuant to a certain Lease Agreement (the “Lease Agreement”), (ii) the planning, design, construction and operation on the Land of a wind energy production facility, including an approximately .85MW wind turbine, with related tower, foundation and electrical interconnect improvements (collectively, the “Improvements”), and (iii) the acquisition of and installation in and around the Improvements of certain machinery and related equipment and other items of tangible personal property (the “Equipment” and, collectively with the Land, and the Improvements, the “Facility”); and

WHEREAS, in furtherance of the Project, the Agency adopted a Project Inducement Resolution on December 6, 2011, wherein the Agency (i) authorized the disposition of a leasehold interest in the Land to the Company pursuant to the Lease Agreement in furtherance of the Project (the “Disposition”); (ii) authorized the undertaking of the Project and appointed the Company as agent of the Agency in accordance with the Act; (iii) adopted findings pursuant to the State Environmental Quality Review Act (“SEQRA”); (iv) authorized the provision of financial assistance to the Company in the form of a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, and (v) authorized the negotiation of a partial real property tax abatement through a PILOT Agreement; and

WHEREAS, in furtherance of the Project, the Agency and Company entered into the Lease Agreement, dated as of December 1, 2011, and the Company has commenced development of the Project; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on the 11th day of January, 2012, at 9:30 a.m. local time, at the Town of Ontario Town Hall, 1850 Ridge Road, Ontario, New York 14519, the Agency held a public hearing with respect to the Project and the proposed financial assistance (the "Financial Assistance") being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views (a copy of the Minutes of the Public Hearing along with the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions thirty (30) days prior to said Public Hearing are attached hereto as **Exhibit A**); and

WHEREAS, the contemplated Financial Assistance to be provided to the Company under the PILOT Agreement deviates from the Agency's Uniform Tax Exemption Policy (the "Policy"); and

WHEREAS, in accordance with the Act, notice letters (the "Notice Letters") detailing the proposed deviation (the "Deviation") were mailed by the Agency to the chief executive officers of each affected tax jurisdiction on or about December 7, 2011 and January 27, 2012; and

WHEREAS, the Agency, having (i) provided response to comments from the affected tax jurisdictions relative to the Deviation; and (ii) allowed any representative of the affected tax jurisdictions to address the Agency with respect to the Deviation, desires to proceed with the Project and the provision of the Financial Assistance; and

WHEREAS, the PILOT Agreement has been negotiated and is presented to this meeting in the form attached hereto as **Exhibit B** for approval and execution.

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

Section 1. The Chairman, Vice Chairman and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute the PILOT Agreement and related Form RP-412-a Application for Exemption.

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 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 resolutions 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 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:

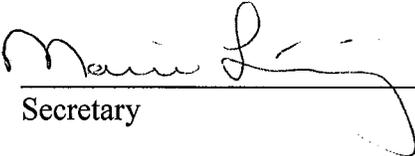
That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 24<sup>th</sup> day of February, 2012, with the original thereof on file in my office, and that the same is 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 24<sup>th</sup> day of February, 2012.

  
Secretary

[SEAL]