

**RESOLUTION**

*(Mobil Chemical Company, Film Division Project)*

A special meeting of the Wayne County Industrial Development Agency was convened on August 7, 2013, at 11:00 a.m.

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

Resolution No. 8/2013 - \_\_\_\_\_

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING (1) THE ASSIGNMENT BY EXXONMOBIL OIL COROPRATION, AS SUCCESSOR IN INTEREST OF MOBIL CHEMICAL COMPANY, FILMS DIVISION, A DIVISION OF MOBIL OIL CORPORATION TO FILMS MACEDON LLC OF RIGHTS AND OBLIGATIONS CONTAINED WITHIN CERTAIN AGENCY DOCUMENTS AND (2) THE EXECUTION AND DELIVERY OF ANY DOCUMENTS NECESSARY AND INCIDENTAL THERETO, ALL AS MORE FULL DESCRIBED HEREIN.

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** (hereinafter called 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

**EXXONMOBIL OIL COROPRATION**, as successor in interest of Mobil Chemical Company, Films Division, A Division of Mobil Oil Corporation (the "Company") undertook a certain project (the "Project") consisting of the (i) the acquisition of an interest in an approximately 109 acres of land located at 729 Pittsford-Palmyra Road, in the Town of Macedon, Wayne County, New York, the renovation and equipping of the office portion of the approximately 135,000 square feet Tech Center, as part of an existing building complex located thereon totaling approximately 203,000 square feet, and the construction of an approximately 625 square foot pump house in connection with a new water pumping system which shall replace the old water tower, which Facility (as hereinafter defined) shall be used by the Company for research and development, and to accommodate the relocation of certain operations of its Films Division (the "Facility"); and

WHEREAS, in furtherance of the Project and the delivery of financial assistance to the Company in connection therewith, and the Agency and the Company entered into certain agreements, including a certain Lease Agreement (the "Lease Agreement"), a certain Payment-In-Lieu-Of-Tax Agreement (the "PILOT Agreement") a certain Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement")

and related documents, all dated as of February 1, 1999 and all by and between the Agency and the Company (collectively, the "Agency Documents"); and

WHEREAS, the Company desires to assign to Films Macedon, LLC desires to assume all of the rights, title and interests of the Company in and to the Agency Documents (hereinafter, the "Assignment"); and

WHEREAS, the Company and Films Macedon, LLC have requested the Agency's approval of the Assignment, as required by Section 9.3 of the Leaseback Agreement.

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

Section 1. Subject to the terms and conditions contained within the Agency Documents and this resolution, the Agency hereby approves the Assignment, along with the execution and delivery by the Agency of any and all documents necessary and incidental thereto (including, but not limited to, any assignment and assumption agreements as reviewed and approved by Converse & Morell, as local counsel to the Agency); *provided, however*, that in all events, however, that the Facility and the operation thereof shall continue to constitute a "project" under the Act and in no way shall be materially changed or modified without the prior written consent of the Agency.

Section 2. The Agency's consent to the Assignment shall be conditioned upon the Agency's receipt of an opinion of counsel, to be provided at the Company's expense and in conformance with Section 9.3 of the Lease Agreement, stating that: (1) the Assignment will not relieve the Company from primary liability under the Agency Documents, (2) Films Macedon, LLC shall assume the obligations of the Company, and (3) the Facility shall continue to constitute a "project" under the Act.

Section 3. The Chairman, Vice Chairman, Executive Director and/or the Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to negotiate, approve the form and substance of, execute and deliver any certificates, documents and agreements, based on the advice and counsel of counsel, necessary or desirable to allow for such Assignment. The Chairman's, Vice Chairman's, Executive Director's and/or Deputy Executive Director's execution and delivery of such documents shall constitute conclusive evidence of such approval.

Section 4. 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 5. 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 August 7, 2013, 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 7<sup>th</sup> day of August, 2013.

  
Secretary

[SEAL]