

**AUTHORIZING RESOLUTION**  
*(OptiPro Systems, LLC Project)*

A regular meeting of the Wayne County Industrial Development Agency was convened on September 27, 2013 at 9:30 a.m.

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

Resolution No. 09/2013 - \_\_\_

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") ADOPTED IN CONNECTION WITH A CERTAIN PROJECT (AS MORE PARTICULARLY DESCRIBED HEREIN) UNDERTAKEN FOR THE BENEFIT OF OPTIPRO SYSTEMS, LLC AND BRIGHTSIDE 08, LLC, (i) ACCEPTING THE MINUTES OF A PUBLIC HEARING HELD IN CONNECTION WITH THE PROJECT; (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX AGREEMENT AND RELATED DOCUMENTS, AND (iii) RATIFYING THE APPOINTMENT OF THE COMPANY AND OWNER AS AGENTS TO UNDERTAKE THE PROJECT AND PROVISION OF FINANCIAL ASSISTANCE TO THE COMPANY IN EXCESS OF \$100,000

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, (hereinafter collectively called the "Act"), the **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called 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, **OPTIPRO SYSTEMS, LLC** (the "Company") previously submitted an application (the "Application") to the Agency requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in an approximately 2.940 acres of real property located at 6338 Dean Parkway in the Town of Ontario, New York (the "Land", being more particularly described as tax parcel 61117-00-235800) owned by **BRIGHTSIDE 08, LLC** (the "Owner"), along with the existing improvements thereon including an approximately 20,000 square foot optics manufacturing facility (the "Existing Improvements"); (ii) the planning, design, construction, and reconstruction of the Existing Improvements to include a 10,000 square foot addition, along with external curbage, sidewalks, and landscaping improvements for continued operation as a manufacturing facility by the Company (the "Improvements"); (iii) the acquisition of and installation in and around the Existing Improvements and Improvements by the Owner and Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land, the Existing Improvements and the Improvements, the "Facility"); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the

Facility for a period of time and sublease such interest in the Facility back to the Owner (the "Straight Lease Transaction"); and

WHEREAS, by resolution adopted August 23, 2013 (the "Inducement Resolution"), the Agency (i) accepted the Application submitted by the Company, (ii) authorized the scheduling and notice of a public hearing to be held by the Agency in connection with the Project (the "Public Hearing", as further detailed herein), (iii) appointed the Company and Owner as agents of the Agency to undertake the Project; (iv) authorized the negotiation of certain documents in furtherance of the Project; (v) authorized the provision of up to \$100,000 in financial assistance (the "Financial Assistance") to the Company and Owner pending the conduct of the Public Hearing, such Financial Assistance to include (a) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction or equipping of the Facility; and, following the conduct of the Public Hearing and authorization by the Agency, (b) a partial real property tax abatement through the PILOT Agreement, pursuant to which the Company would make payments in lieu of real property taxes to each affected tax jurisdiction; (vi) authorized the execution and delivery of an Agency Agreement (the "Agent Agreement") relating to the Project, and (vii) ratified the findings of the Town of Ontario under the State Environmental Quality Review Act ("SEQRA"); and

WHEREAS, pursuant to General Municipal Law Section 859-a, on September 26, 2013 at 9:30 a.m. local time, at the Town of Ontario Town Hall, 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 the Agency presented a copy of the Company's project Application (including a cost-benefit analysis), heard and accepted written and oral comments from all persons with views in favor of, or opposed to, or otherwise relevant to the proposed Financial Assistance and 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 terms and conditions of a Lease Agreement, Leaseback Agreement, Payment In Lieu of Tax Agreement, and related documents (collectively, the "Agency Documents") have been negotiated and the Agency desires to authorize and approve the execution and delivery of same, along with all documents and instruments necessary to undertake the Project; and

WHEREAS, to effectuate the Straight Lease Transaction, it is contemplated that the Agency, the Owner and the Company will execute the Agency Documents.

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

Section 1. The Agency hereby accepts the verbal summary report of comments and questions received by the Agency at Minutes of the Public Hearing.

Section 2. The Chairman, Vice Chairman, Executive Director and/or Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and

deliver (A) the Lease Agreement whereby the Owner leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Owner, (C) the PILOT Agreement, and (D) related documents associated with the Straight Lease Transaction (and collectively, the "Straight Lease Documents"); provided (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Owner and Company for actions taken by the Owner and/or Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 3. 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 4. These Resolutions shall take effect immediately upon adoption.

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			
Pamela Heald	XX			
Robert Havrilla	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:

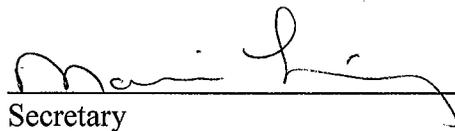
That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 27<sup>th</sup> day of September, 2013 with the original thereof on file in my office, and that the same is 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 27<sup>th</sup> day of September, 2013.

  
Secretary

[SEAL]