

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law will be held by the Wayne County Industrial Development Agency (the "Agency") on the 23rd day of April, 2014 at 9:30 a.m. local time, in the conference room at the Village of Newark Village Hall, 100 East Miller Street, Newark, NY 14513, in connection with the following matter:

The Agency previously undertook a certain project (herein, the "2007 Project") for the benefit of **UPSTATE RS PROPERTIES, LLC** and **UPSTATE REFRACTORY SERVICES, INC.** (collectively, the "Company"), consisting of: (i) the acquisition by the Agency of fee title to, or a leasehold interest in, an approximately 4-acre vacant unimproved parcel of land located in the Village of Newark Industrial Park in the Village of Newark, Town of Arcadia, Wayne County (the "Land", being identified as TMID No. 67111-20-821225); (ii) the construction on the Land of an approximately 21,000 square-foot facility (the "2007 Improvements") for use by the Company as office space, manufacturing space, and distribution space of its refractory products used in industrial heat processing equipment; (iii) the acquisition of and installation in and around the Improvements by the Company of machinery, equipment, furniture, fixtures and other items of tangible personal property (the "2007 Equipment" and, collectively with, the Land and the 2007 Improvements, the "2007 Facility"). The Agency and Company undertook the 2007 Project pursuant to a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act, and collectively the "2007 Straight Lease Transaction"), pursuant to which (i) the Agency acquired a leasehold interest in the 2007 Facility pursuant to a Lease Agreement, dated as of October 1, 2007 (the "2007 Lease Agreement"); (ii) the Agency leased the 2007 Facility back to the Company pursuant to a certain Leaseback Agreement, dated as of October 1, 2007 (the "2007 Leaseback Agreement"); and (iii) the Agency and Company entered into a certain Payment in Lieu of Taxes Agreement, also dated as of October 1, 2007 (the "2007 PILOT Agreement", and collectively with the 2007 Lease Agreement, 2007 Leaseback Agreement and related documents, the "2007 Project Documents").

The Company has requested the Agency's assistance with a certain project (the "Project") consisting of: (i) the retention by the Agency of a leasehold interest in the Land pursuant to amendments to the 2007 Project Documents (ii) the planning, design and construction on the Land of an approximately 20,000 square-foot addition to the 2007 Improvements (the "Improvements") to be incorporated for use by the Company as additional office space, manufacturing space, and distribution space of its refractory products used in industrial heat processing equipment; (iii) the acquisition of and installation in and around the 2007 Improvements and Improvements by the Company of machinery, equipment, furniture, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land, the 2007 Improvements and the Improvements, the "2014 Facility"); and

The Agency contemplates that it will provide financial assistance (the "Financial Assistance") to the Company in the forms of: (A) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the 2014 Facility or used in the acquisition, construction or equipping of the 2014 Facility; (B) mortgage recording tax exemption(s) relating to financings undertaken by the Company in

furtherance of the Project, and (C) a partial real property tax abatement through a payment-in-lieu-of-tax agreement (the “PILOT Agreement”), pursuant to which the Company would make payments in lieu of real property taxes to each affected tax jurisdiction (the “Affected Tax Jurisdictions”). A representative of the Agency will be at the above-stated time and place to present a copy of the Company's project Application (including a cost-benefit analysis) and hear and accept written and oral comments from all persons with views in favor of or opposed to or otherwise relevant to the proposed Financial Assistance.

Dated: March 21, 2014

WAYNE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY