

**RESOLUTION**  
*(Clyde Industrial Development Corporation)*

A regular meeting of the Wayne County Industrial Development Agency was convened on February 20, 2015 at 9:30 a.m.

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

Resolution No. 02/2015 - \_\_

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") APPROVING THE EXECUTION AND DELIVERY OF AN AMENDMENT AND MODIFICATION AGREEMENT NUMBER TWO AND TO TAKE ACTION ON CERTAIN MATTERS PERTAINING TO THE RELEASE OF TWO PARCELS OF LAND WITH RESPECT TO A PORTION OF CLYDE INDUSTRIAL DEVELOPMENT CORPORATION FACILITY AND APPROVING THE FORM, SUBSTANCE AND EXECUTION OF ANY AND ALL RELATED DOCUMENTS NECESSARY FOR THE TRANSACTION.

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, the Agency previously undertook a certain project (the "Project") for the benefit of **CLYDE INDUSTRIAL DEVELOPMENT CORPORATION** (the "Company") involving the acquisition by the Agency of a leasehold interest in various parcels of real estate located within the Village of Clyde and Town of Galen (collectively, the "Land") and any existing improvements that may be located on any one specific parcel (the "Improvements") and the acquisition in and around any of the Improvements of certain items of equipment and other tangible personal property (the "Equipment," and collectively with the Land, and the Improvements, the "Facility"); and

WHEREAS, in furtherance of the Project, the Agency and Company entered into a certain Lease Agreement (the "Lease Agreement"), a certain Leaseback Agreement (the "Leaseback Agreement") a certain Payment-in-lieu-of-Taxes Agreement (the "PILOT Agreement") and a certain Environmental Compliance & Indemnification Agreement (the "Environmental Compliance & Indemnification Agreement"), each dated as of February 1, 2008, along with related documents (collectively, the "Original Project Documents"); and

WHEREAS, the Company previously amended and modified the Original Project Documents pursuant to a certain Amendment and Modification Agreement dated as of September 19, 2012 (the "Amendment and Modification Agreement Number One") to amend the definition of the Facility to exclude the Released Parcel, as defined in the Amendment and Modification Agreement Number One and hereinafter referred to as the "Released Parcel No. 1"; and

WHEREAS, the Company desires to sell a portion of the Facility (herein, the "Released Parcel No. 2") which is more particularly described in Exhibit A attached and has requested that the Agency authorize the release the Released Parcel No. 2 from the Original Project Documents, as modified by the Amendment and Modification Agreement (collectively referred to herein as the "2012 Project Documents"); and

WHEREAS, the Company desires to sell an additional portion of the Facility (herein, the "Released Parcel No. 3") which is more particularly described in Exhibit B attached and has requested that the Agency authorize the release the Released Parcel No. 3 from the Original Project Documents, as modified by the Amendment and Modification Agreement (collectively referred to herein as the "2012 Project Documents"); and

WHEREAS, the Company has now requested the Agency amend and modify the 2012 Project Documents in order to further amend the definition of the Facility therein to exclude the Released Parcel No. 2 and Released Parcel No. 3.

WHEREAS, the Agency desires to authorize the release of the Released Parcel No. 2 and Released Parcel No. 3 from the 2012 Project Documents, which will be memorialized within an Amendment and Modification Agreement Number Two.

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

Section 1. The Chairman, Vice Chairman, the Executive Director and/or the Deputy Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment and Modification Agreement Number Two and related documents to release the Released Parcel No. 2 and Released Parcel No. 3 from the 2012 Project Documents (collectively the "2015 Agency Documents"), containing the terms as shall be approved by the Chairman, Vice Chairman, Executive Director and/or the Deputy Executive Director upon execution.

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 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 3. 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			
Robert Havrilla	XX			
Pamela Heald	XX			

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF WAYNE     ) ss:

I, the undersigned Assistant Secretary of the Wayne County Industrial Development Agency, DO HEREBY CERTIFY:

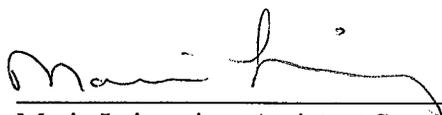
That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on the 20<sup>th</sup> day of February 2015, with the original thereof on file in my office, and that the same is 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 20<sup>th</sup> day of February, 2015.

  
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Marie Leisenring, Assistant Secretary

[SEAL]