

**AUTHORIZING RESOLUTION**

*(Silver Hill Facility –Lease Amendment and Utility Easements)*

A meeting of Wayne County Industrial Development Agency was convened on Wednesday, November 4<sup>th</sup>, 2015 at 1:00 p.m.

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

Resolution No. 10/2015 - \_\_

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING (i) TECHNICAL AMENDMENTS TO A CERTAIN LEASE AGREEMENT WITH SILVER HILL ASSOCIATES, LLC; (ii) THE ACCEPTANCE OF CERTAIN UTILITY EASEMENTS REALTING TO THE SILVER HILL PROJECT; AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND AGREEMENTS

WHEREAS, pursuant to a Lease Agreement, dated as of August 1, 2006 (the “Lease Agreement”), along with a certain Payment-in-Lieu-of-Tax Agreement (the “PILOT Agreement”, along with related documents, and collectively with the Lease Agreement, the “Agency Documents”), the Agency previously appointed Silver Hill Associates, LLC (herein, the “Assignor”) as agent to undertake a certain project (the “2006 Project”, as defined within the Lease Agreement) relating to a certain parcel of land located at 1000 Technology Parkway in the Village of Newark, New York (the “Facility”, as defined within the Lease Agreement); and

WHEREAS, by resolution adopted September 25, 2015, the Agency authorized the assignment and assumption of the Agency Documents (collectively herein, the “Assignment”) to 1000 Silver Hill LLC (the “Company”) in connection with the proposed sale of beneficial ownership of the Facility by Assignor to the Company; and

WHEREAS, the Assignor and Company have requested the Agency’s additional approval for (i) undertaking a technical amendment to the Lease Agreement for the limited purposes of clarifying the property description to comport with a newly completed survey instrument (the “Lease Amendment”); and (ii) accepting utility easements running through adjacent lands owned by Wayne Industrial Sustainability Development Corporation (“WISDC”) to be included within and benefit the Lease Agreement (the “Easements”); and

WHEREAS, the Agency desires to authorize the Lease Amendment and acceptance of the Easements.

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

Section 1. The Agency hereby authorizes the Lease Amendment and acceptance of the Easements in such forms as approved by the Agency Executive Director and counsel to the Agency.

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 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 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 November 4, 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 4<sup>th</sup> day of November, 2015.

  
\_\_\_\_\_  
Assistant Secretary

[SEAL]