

RESOLUTION

A meeting of the Wayne County Industrial Development Agency was convened on the 26th day of March, 2010, at 9:30 a.m.

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

Resolution No. _____

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING CERTAIN AMENDMENT AND RESTATEMENT OF THE BY-LAWS OF WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, AS MORE FULLY DESCRIBED BELOW.

WHEREAS, the Wayne County Industrial Development Agency (the "Agency"), a public benefit corporation of the State of New York; and

WHEREAS, the Agency desires to approve certain amendments to its By-laws to satisfy the requirements of the Public Authorities Act of 2005, as amended by Public Authority Reform Act of 2009, Chapter 506 of the Laws of 2009 (the "PAAA") and to change the duties of certain officers of the Agency.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

RESOLVED, that the By-laws of Agency are hereby amended in the form presented at this meeting of the Agency and attached hereto as Exhibit A. - By-laws are on websit

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]	[]	[]	[]
Marvin Decker	[xx]	[]	[]	[]

The Resolution was 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 annexed extract of minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on March 26, 2010, 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 related 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 such 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 affixed the seal of said Agency this 26th day of March, 2010.



(Assistant) Secretary

[SEAL]

EXHIBIT A

FORM OF AMENDED BYLAWS OF THE AGENCY