

RESOLUTION
(PAAA)

A regular meeting of the Wayne Industrial Sustainability Development Corporation was convened on March 5, 2010, at 9:30 a.m.

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

Resolution No. 3/2010 - _____

**RESOLUTION OF THE WAYNE INDUSTRIAL SUSTAINABILITY
DEVELOPMENT CORPORATION IN CONNECTION THE PUBLIC
AUTHORITIES LAW**

WHEREAS, the **WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION** (hereinafter called the "Corporation") is a not-for-profit local development corporation under Section 1411 of the Not-For-Profit Corporation Law of the State of New York (the "N-PCL"); and

WHEREAS, the New York State Legislature adopted the Public Authorities Act of 2005, as amended by Public Authority Reform Act of 2009, Chapter 506 of the Laws of 2009 (the "PAAA"), designed to ensure that New York's public authorities operate more efficiently, more openly, and with greater accountability; and

WHEREAS, the PAAA requires that the Corporation adopt a new Property Disposition Policy pursuant to Sections 2896 and 2897 of the Public Authorities Law of the State of New York (the "Property Disposition Policy"),

NOW, THEREFORE, BE IT RESOLVED by the members of the Board of the Corporation (the "Board") as follows:

Section 1. The Corporation hereby finds and determines:

(a) By virtue of the N-PCL, the Corporation has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the N-PCL and to exercise all powers granted to it under the N-PCL; and

(b) The adoption of the Property Disposition Policy will allow the Corporation to continue to operate in compliance with the N-PCL and in compliance with the PAAA, and cause the Corporation to operate more efficiently, openly and with greater accountability to the residents of Wayne County.

In consequence of the foregoing, the Corporation hereby determines to adopt the Property Disposition Policy attached hereto as **Exhibit A**;

Section 2. That Jared VanDusen shall be appointed the Compliance Officer of the Corporation to serve for the ensuing year and until his successor is elected, and shall be responsible for insuring that the Corporation complies with all financial and other reporting requirements imposed by structure, including those requirements in the General Municipal Law and the Public Authorities Law of New York State.

Section 3. That Jared VanDusen shall be appointed the contracting officer of the Corporation to serve for the ensuing year and until his successor is elected, as defined in Section 2895 of the Public Authorities Law, who shall be responsible for the disposition of property pursuant to PAAA.

Section 4. The Corporation hereby undertakes to comply with all other provisions of the PAAA applicable to the Corporation as diligently as possible.

Section 5. The Corporation is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by the Corporation with respect to such activities are hereby approved, ratified and confirmed.

Section 6. This resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	Yea	Nea	Absent	Abstain
Marvin Decker	[]	[]	[xx]	[]
David Spickerman	[]	[]	[xx]	[]
Willard Milliman	[xx]	[]	[]	[]
James Hoffman	[xx]	[]	[]	[]
Robert Havrilla	[xx]	[]	[]	[]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF WAYNE) SS:

I, the undersigned Secretary of the Wayne Industrial Sustainability Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Wayne Industrial Sustainability Development Corporation (the "Corporation"), including the resolution contained therein, held on March 5, 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 Corporation 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 Corporation 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 Corporation 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 Corporation this 5th day of March, 2010.

Asst Robert F. Haerulla
Secretary

[SEAL]