

RESOLUTION
(2010 Annual/Organizational Meeting)

A regular meeting of the Wayne Industrial Sustainability Development Corporation was convened on January 15, 2010, at 9:30 a.m.

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

Resolution No. 1/2010 - _____

**RESOLUTION OF THE WAYNE INDUSTRIAL SUSTAINABILITY
DEVELOPMENT CORPORATION IN CONNECTION WITH ITS
2010 ANNUAL MEETING**

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; and

WHEREAS, pursuant to the Corporation's By-Laws the Corporation is holding its annual meeting to address various organizational matters.

WHEREAS, the New York State Legislature adopted the Public Authorities Accountability Act of 2005 (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 policies including a Property Disposition Policy (the "Property Disposition Policy"), Whistleblower Protection Policy (the "Whistleblower Protection Policy"), a Code of Ethics (the "Code of Ethics"), a Travel Policy (the "Travel Policy"), a Procurement Policy (the "Procurement Policy"), a Defense and Indemnification Policy (the "Defense and Indemnification Policy") and an Investment Policy (the "Investment Policy"; and together with the Property Disposition Policy, the Whistleblower Protection Policy, the Code of Ethics, the Travel Policy and the Procurement Policy and the "Related Policies") to comply with the provisions of the PAAA; and

WHEREAS, the Corporation originally adopted the Related Policies at its meeting of January 19, 2007; and

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

Section 1. The following were unanimously elected among the membership of the Board to serve for the ensuing year and until their successors are elected and qualify:

Chairman	David Spickerman
Vice Chairman	James Hoffman
Secretary	Marvin Decker
Assistant Secretary	Robert Havrilla

Section 2. That Converse & Morell shall act as General Counsel to the Corporation. Further, Harris Beach PLLC and Nixon Peabody, LLP shall act as Special Counsel to the Corporation.

Section 3. That Margaret Churchill is hereby elected President of the Corporation.

Section 4. That David Richards is hereby elected Vice President and Treasurer of the Corporation.

Section 5. That Marie Leisenring is hereby elect Acting Secretary of the Corporation.

Section 6. That the accounting firm of EFP Rotenberg, LLP is hereby appointed as the Auditor for the Corporation until such time as the Board appoints a new Auditor.

Section 7. That the appointment by the President of Robert Havrilla, Willard Milliman and Marvin Decker to the Audit/Finance Committee of the Corporation to serve for the ensuing year and until their successors are elected and qualify are hereby ratified and approved.

Section 8. That the appointment by the President of Robert Havrilla, Willard Milliman and Marvin Decker to the Governance Committee of the Corporation to serve for the ensuing year and until their successors are elected and qualify are hereby ratified and approved.

Section 9. That the schedule of the regularly scheduled Meetings of the Corporation for the next year to be held at 16 William Street, Lyons, New York is as followings:

February 26, 2010 at 10:30 a.m.
April 30, 2010 at 10:30 a.m.
July 23, 2010 at 10:30 a.m.
October 22, 2010 at 10:30 a.m.
January 14, 2011 at 10:30 a.m. (annual meeting)

Section 10. The Corporation hereby finds and determines:

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

(b) Re-adopting the Related Policies will allow the Corporation to continue to operate in compliance with the Act 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 re-adopt:

- (a) The Compensation, Reimbursement and Attendance Policy attached hereto as **Exhibit A**;
- (b) The Code of Ethics attached hereto as **Exhibit B**;
- (c) The Whistleblower Policy attached hereto as **Exhibit C**;
- (d) the Investment Policy attached hereto as **Exhibit D**;
- (e) The Travel Policy attached hereto as **Exhibit E**;
- (f) The Disposition of Property Guidelines, attached hereto as **Exhibit F**, is hereby ratified and approved along with the appointment of the Executive Director as the "Contracting Officer" of the Corporation.
- (g) The Procurement Policy attached hereto as **Exhibit G**; and
- (h) The Defense and Indemnification Policy attached hereto as **Exhibit H**.

Section 11. The Corporation hereby undertakes to comply with all other provisions of the PAAA applicable to the Corporation as diligently as possible.

Section 12. 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 13. 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:

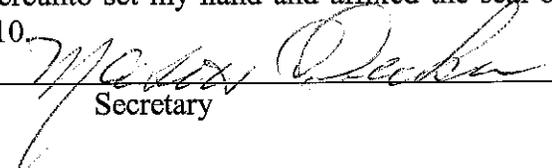
That I have compared the annexed extract of minutes of the meeting of the Wayne Industrial Sustainability Development Corporation (the "Corporation"), including the resolution contained therein, held on January 15, 2010, with the original thereof on file in my office, and that the same is a true and 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 15th day of January, 2010.


Secretary

[SEAL]