

RESOLUTION
(Re-Appointment of Officers)

A special meeting of the Wayne Industrial Sustainability Development Corporation was convened on March 26, 2010, at 10:30 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 WITH THE
REAPPOINTMENT OF OFFICERS**

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 Wayne County Industrial Development Agency (the "Agency"), a public benefit corporation of the State of New York, serves as the sole member (the "Member") of the Corporation; and

WHEREAS, the Agency, as the Sole Member of the Corporation appoints the members of the Agency to serve as the Directors of the Corporation, ex officio; and

WHEREAS, the Agency, as the Sole Member of the Corporation approved revisions to the By-laws of the Corporation on March 26, 2010 (the "Amended and Restated By-Laws"); and

WHEREAS, the Amended and Restated By-Laws changed the name of the titles of the officers of the Corporation; and

WHEREAS, the Corporation desires to re-appoint the officers of the Corporation under the new titles of the officers as set forth in the Amended and Restated By-Laws.

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

Section 1. That Margaret Churchill is hereby elected to serve Executive Director of the Corporation as provided by the Amended and Restated By-Laws.

Section 2. That David Richards is hereby elected to serve as Deputy Executive Director and Treasurer of the Corporation as provided by the Amended and Restated By-Laws.

Section 3. That Marie Leisenring is hereby elected to serve as Acting Secretary of the Corporation as provided by the Amended and Restated By-Laws.

Section 4. 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 5. 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 1. 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 2. 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 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 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 26th day of March, 2010.


Secretary

[SEAL]