

RESOLUTION OF THE LIVINGSTON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING WNY ENTERPRISE LLC, A DELAWARE LIMITED LIABILITY COMPANY AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE FACILITY.

WHEREAS, WNY Enterprise LLC, A Delaware Limited Liability Company (the "Company") has applied to the Livingston County Industrial Development Agency (the "Agency") to enter into a transaction in which the Agency will assist in the equipping and construction of an approximately 12,000 square foot building to be located at 1790 Craig Road in the Town of York, Livingston County, New York (further described as Tax Map No. 49-1-12.1) on approximately 10 acres of land leased to the Agency by the Company, and leased back by the Agency to the Company, and used by the Company for its manufacturing facility for its commercial milk separation business (the "Facility") and including the following as they relate to the appointment of the as agent of the Agency pursuant to Section 5 hereof with respect to the construction and equipping of such Facility, whether or not any materials or supplies described below are incorporated into or become an integral part of such Facility: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the construction and equipping of the Facility, (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with the construction and equipping of the Facility, and (iii) all purchases, leases, rentals and uses of equipment, machinery and other tangible personal property (including installation costs with respect thereto) installed or placed in, upon or under such Facility; and

WHEREAS, the Agency will lease the Facility from the Company and will lease the Facility back to the Company, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 132 of the Laws of 1973 of the State of New York, as the same may be amended from time to time (collectively, the "Act"); and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company, consistent with the policies of the Agency, in the form of exemptions from mortgage taxes, sales and use taxes and abatement of real property taxes on the increased assessment resulting from improvements to the Facility, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, prior to the closing of the transaction described herein, a public hearing (the "Hearing") will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Facility can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of the transaction described herein, and such notice (together with proof of publication); and

WHEREAS, the Agency has given due consideration to the application of the Company and to representations by the Company that the proposed transaction is either an inducement to the Company to locate the Facility in Livingston County or is necessary to maintain the competitive position of the Company in its industry; and

NOW, THEREFORE, BE IT RESOLVED by the Livingston County Industrial Development Agency (a majority of the members thereof affirmatively concurring) that:

Section 1. The construction and equipping of the Facility by the Agency, the leasing thereof by the Agency to the Company, and the provision of financial assistance pursuant to the Act will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of Livingston County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act, and the same is, therefore, approved.

Section 2. The appointment, as requested by the Company, is subject to the Agency conducting a public hearing following public notice thereof as required by the Act and the adoption by the Agency of an Authorizing resolution after such public hearing has been held and minutes thereof have been made available to the members of the Agency to aid in their deliberations.

Section 3. The Scheduling of a public hearing is hereby authorized.

Section 4. The appointment as requested by the Company is further subject to compliance by the Company with all requirements of the Act as well as all other applicable provisions of State and Local Law as well as the compliance with the standards and policies of the Agency.

Section 5. Underberg & Kessler LLP as Transaction Counsel is authorized to prepare, for submission to the Agency, all documents necessary to complete all actions contemplated by the foregoing resolution.

Section 6. The Chairman, Director, Counsel to the Agency and all members of the Agency are hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 7. This resolution shall take effect immediately.

CERTIFICATION

STATE OF NEW YORK)
) ss.:
COUNTY OF LIVINGSTON)

I, the undersigned acting Secretary of the Livingston County Industrial Development Agency, certifies under penalty of perjury as follows:

1. I have compared the foregoing copy of the Resolution of the Livingston County Industrial Development Agency (the "Agency") with the original thereof on file in the office of Agency.

2. The aforesaid copy is a true and correct copy of such Resolution and of the proceedings of the Agency in connection with such matter.

3. Such Resolution was adopted at a regularly scheduled public meeting of the Agency occurring on June 7, 2013 at 9:00 a.m. at the Livingston County Government Center, 6 Court Street, Geneseo, New York 14454, at which the following members were:

Present: P. Brooks, W. Bacon, E. Gott, R. Smith, S. Boscoe, P. Yendell

Absent: S. Doerflinger

Also Present: J. Marshall, C. Baker-Scott, L. Wadsworth, E. Russell, M. LaPoma

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

	YEA	NEA	ABSTAIN	ABSENT
Philip S. Brooks	[X]	[]	[]	[]
William Bacon	[X]	[]	[]	[]
Susan Doerflinger	[]	[]	[]	[X]
Peter Yendell	[X]	[]	[]	[]
Steve Boscoe	[X]	[]	[]	[]
Robert Smith	[X]	[]	[]	[]
Eric Gott	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

4. It is further certified as follows:

(a) All members of the Agency had due notice of said meeting, pursuant to Sections 103(a) and 104 of the Public Officers Law of the State of New York;

(b) The meeting was open to the general public and the public notice of the time and place of said meeting was duly given in accordance with the aforesaid sections of the New York State Public Officers Law;

(c) The meeting in all respects was duly held; and

(d) There was a quorum present throughout.

IN WITNESS WHEREOF, I have hereto set my hand as of June 7, 2013.

A handwritten signature in blue ink, appearing to read "J.P. [unclear]", is written above a horizontal line.

Secretary