

CLOSING RESOLUTION

The Auburn Industrial Development Authority (the "Authority") met in special session at Memorial City Hall, 24 South Street, Auburn, New York 13021 on December 8, 2010 at 4:00 p.m.

The meeting was called to order by the Chairman and, upon roll being called, the following were:

PRESENT:

EXCUSED:

ALSO PRESENT: Jennifer Haines, Robert Poyer

The foregoing Resolution was duly moved by Bill Groney, seconded by Mike Kane, discussed and put to a vote on roll call, which resulted as follows:

AYE

NAY

all present

Resolution No.

RESOLUTION APPROVING EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT, AGENT AGREEMENT, AND RELATED DOCUMENTS WITH RESPECT TO THE CAROLINA EASTERN-VAIL, INC. PROJECT

WHEREAS, the Authority is authorized and empowered by the provisions of the Auburn Industrial Development Authority Act, Chapter 915 of the 1969 Laws of New York constituting Title 15 of Article 8 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of New York, as amended (the "Act"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities, and facilities for use by a federal agency or medical facility, among others, and thereby to advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn and improve their medical care and standard of living; and

WHEREAS, Carolina Eastern-Vail, Inc. for itself or on behalf of an entity to be formed (the "**Company**"), has requested the Authority's assistance with a certain project (the "**Project**") consisting of the acquisition of approximately 7.726 acres of land located at 53 Columbus Street (the "**Land**") improved with 4 buildings totaling approximately 36,040 square feet in size (the "**Buildings**") and the installation of certain equipment therein for use as a production and storage facility for fertilizers (the "**Equipment**", and collectively the Land and the buildings, the "**Facility**") and

WHEREAS, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn, New York by undertaking the Project in the City of Auburn, New York; and

WHEREAS, the Authority will acquire a leasehold interest in the Facility pursuant to the terms of a Lease Agreement to be dated as of December 1, 2010 (the "**Lease Agreement**") by and between the Authority and the Company; and

WHEREAS, the Company has requested the Authority to enter into a Leaseback Agreement to be dated as of December 1, 2010 (the "**Leaseback Agreement**") whereby the Company will lease the Facility from the Authority on the terms and conditions set forth therein; and

WHEREAS, the Company has requested the Authority to enter into a PILOT Agreement to be dated as of December 1, 2010 (the "**PILOT Agreement**") requiring the Company to make payments in lieu of taxes with respect to the Facility; and

WHEREAS, the Company has requested the Authority to enter into an agent agreement dated as of December 1, 2010 (the "**Agent Agreement**") whereby the Authority will designate the Company as its agent for the purpose of acquiring, renovating and equipping the Project; and

WHEREAS, the Lease Agreement, the Leaseback Agreement, the PILOT Agreement, and related documents are presented to this meeting for approval and the execution thereof will help to improve the Project and enhance opportunities for the citizens of the City of Auburn.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

Section 1. The Chairman, Vice Chairman and/or any other officer of the Authority are hereby authorized, on behalf of the Authority, to execute and deliver the Lease Agreement, Memorandum of Lease Agreement, Leaseback Agreement, Memorandum of Leaseback Agreement, the PILOT Agreement, and related documents (collectively, the "**Authority Documents**") in the form presented at this meeting with such changes as shall be approved by the Chairman and/or Vice Chairman upon execution.

Section 2. The Chairman, Vice Chairman and/or any other officer of the Authority are hereby authorized, on behalf of the Authority, to execute and deliver the Authority Documents and any such other documents and agreements as may be necessary to carry out the intent of these resolutions; and, where appropriate, the Secretary or Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority to the Authority Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman and/or Vice Chairman of the Authority shall approve, the execution thereof by the Chairman and/or Vice Chairman of the Authority to constitute conclusive evidence of such approval; provided in all events recourse against the Authority is limited to the Authority's interest in the Project.

Section 3. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 4. These Resolutions shall take effect immediately.

STATE OF NEW YORK)
COUNTY OF CAYUGA) SS.:

I, the undersigned Secretary of the Auburn Industrial Development Authority, do hereby certify:

That I have compared the foregoing extract of minutes of the meeting of the members of the Auburn Industrial Development Authority (the "Authority"), including the Resolution contained therein, held on December 8, 2010 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (i) all members of the Authority had due notice of said meeting, (ii) said meeting was in all respect duly held, (iii) pursuant to Section 104 of the Public Officers Law ("Open Meetings Law"), said meeting was open to the general public, and public notice of the time and place of said meeting was given in accordance with said Open Meetings Law and (iv) there was a quorum of the members of the Authority 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the said Authority this 8 day of December, 2010.


Ginny Kent, Secretary