

RESOLUTION
(WISDC Merger into WEDC)

Attachment One – 5/19/17

A meeting of Wayne County Industrial Development Agency was convened on May 19, 2017, at 11:00 a.m.

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

Resolution No. ___/2017 - ___

RESOLUTION OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) AUTHORIZING THE MERGER OF WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION INTO WAYNE ECONOMIC DEVELOPMENT CORPORATION AS THE SOLE MEMBER OF WAYNE ECONOMIC DEVELOPMENT CORPORATION AND (ii) AUTHORIZING THE MERGER OF WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION INTO WAYNE ECONOMIC DEVELOPMENT CORPORATION AS THE SOLE MEMBER OF WAYNE INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION .

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 916 of the Laws of 1969 of the State of New York, (the “Act”), the **WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, the Agency previously facilitated the incorporation of the Wayne Economic Development Corporation (“WEDC”) as a not-for-profit local development corporation under Article 19 of the former Membership Corporation Law to support and further the activities of the Agency pursuant to a Certificate of Incorporation filed on October 1, 1968, as amended pursuant to a Certificates of Reincorporation filed on June 28, 2007, a Certificate of Merger filed on June 16, 2009 and a Certificate of Amendment filed on January 29, 2010 (collectively, the “Certificate of Incorporation”); and

WHEREAS, the Agency previously facilitated the incorporation of the Wayne Industrial Sustainability Development Corporation (“WISDC”) as a not-for-profit local development corporation pursuant to Sections 201 and 1411 of the Not-for-Profit Corporations Law (“N-PCL”) to support and further the activities of the Agency pursuant to a Certificate of Incorporation filed on October 5, 2005, as amended pursuant to Certificates of Amendment filed on August 29, 2006 and January 28, 2010 (collectively, the “WISDC Certificate of Incorporation”); and

WHEREAS, in the interests of efficiency and consolidation of operations, WEDC and WISDC desire to undertake a merger in accordance with the N-PCL with WEDC serving as the surviving corporate entity (collectively, the “Merger”); and

WHEREAS, in furtherance of the Merger, WEDC and WISDC have prepared a Plan of Merger pursuant to and in accordance with N-PCL Section 902 (the “Plan of Merger”, a copy of which is attached hereto as **Exhibit A**), such Plan of Merger having been approved by the Board of Directors of WEDC and WISDC pursuant to resolutions adopted on May 19, 2017 (copies of such resolutions being attached hereto as **Exhibit B**); and

WHEREAS, upon notice duly given, the Agency as the sole Member of WEDC and WEDC desires to (i) approve the Plan of Merger in accordance with N-PCL Section 903(a); and (ii) authorize all actions necessary to undertake the Merger.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency as the sole Member of Wayne Economic Development Corporation hereby approves and adopts the proposed Plan of Merger.

Section 2. The Agency as the sole Member of Wayne Industrial Sustainability Development Corporation hereby approves and adopts the proposed Plan of Merger.

Section 3. The Agency hereby ratifies all actions of the Directors of Wayne Economic Development Corporation and Wayne Industrial Sustainability Development Corporation taken in furtherance of the Merger and, upon receipt of necessary approvals, to file or cause to be filed a Certificate of Merger in the Office of the Secretary of State of New York together with such other documents as may be required by law.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency 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 Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 5. These Resolutions shall take effect immediately upon adoption.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
David Spickerman, Sr.			XX	
Steven LeRoy	XX			
Pamela Heald	XX			
James Hoffman	XX			
Robert Havrilla	XX			

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF WAYNE) ss:

I, the undersigned Assistant Secretary of the WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolutions contained therein, held on the 19th day of May, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency 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 Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency 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 seal of said Agency this 19th day of May, 2017.

Assistant Secretary

[SEAL]