

AUTHORIZING RESOLUTION Attachment One – 5/19/2017
(Merger into WEDC)

A regular meeting of the Directors of the Wayne Industrial Sustainability Development Corporation was convened on May 19, 2017 at 11:00 a.m.

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

Resolution No. __

RESOLUTION OF THE DIRECTORS OF THE WAYNE
INDUSTRIAL SUSTAINABILITY DEVELOPMENT CORPORATION
("WISDC") AUTHORIZING THE MERGER OF WISDC INTO THE
WAYNE ECONOMIC DEVELOPMENT CORPORATION ("WEDC")
IN ACCORDANCE WITH THE NOT-FOR-PROFIT CORPORATION
LAW

WHEREAS, the Wayne Industrial Development Agency (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 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", copies of which are attached hereto as **Exhibit A**, and as may be amended); 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", copies of which are attached hereto as **Exhibit B**, and as may be amended); and

WHEREAS, in the interests of efficiency and consolidation of operations, WISDC and WEDC 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, the WISDC and WEDC 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 C**); and

WHEREAS, WISDC desires to (i) approve the Plan of Merger; and (ii) authorize all actions necessary to undertake the Merger.

NOW, THEREFORE, BE IT RESOLVED by the Directors of WISDC as follows:

Section 1. The Directors of WISDC hereby approve and adopt the proposed Plan of Merger and hereby authorizes and directs the scheduling, notice and conduct of a special meeting of the Members of WISDC to be held pursuant to N-PCL Section 903 at which the Plan of Merger will be presented and submitted to a vote of the Members for their approval.

Section 2. The Directors hereby authorize the officers of WISDC to execute the Plan of 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 3. The officers, employees and agents of WISDC are hereby authorized and directed for and in the name and on behalf of WISDC to do all acts and things required and to execute and deliver all such checks, 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 WISDC with all of the terms, covenants and provisions of the documents executed for and on behalf of the WISDC.

Section 4. This resolution shall take effect immediately.

On motion duly made by Director Havrilla and seconded by Director Heald, the foregoing resolutions were placed before the Board of Directors of WISDC:

	Aye	Nay	Abstain	Absent
David Spickerman, Chair				XX
Steven LeRoy, Vice Chair	XX			
Pamela Heald, Treasurer	XX			
James Hoffman, Secretary/Asst Treas.	XX			
Robert Havrilla, Member	XX			

STATE OF NEW YORK)
COUNTY OF WAYNE) SS:

I, the undersigned Assistant Secretary of the Wayne Industrial Sustainability Development Corporation, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Wayne Industrial Sustainability Development Corporation (the "WISDC"), including the resolution contained therein, held on May 19, 2017, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of WISDC 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 Directors of said WISDC had due notice of said meeting, and that the Plan of Merger was duly presented to such Directors in accordance with applicable law.

I FURTHER CERTIFY, that there was a quorum of the Directors of WISDC 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 WISDC this 19th day of May, 2017.

Marie Leisenring, Assistant Secretary

[SEAL]