

**FINAL SEQR RESOLUTION
SANZO BEVERAGE COMPANY, INC. PROJECT**

A regular meeting of County of Cattaraugus Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 9 East Washington Street in the Village of Ellicottville, Cattaraugus County, New York on March 17, 2015 at 11:15 o'clock a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Thomas E. Buffamante	Chairman
Joseph E. Higgins	First Vice Chairman
James Boser	Second Vice Chairman
Gregory J. Fitzpatrick	Secretary
Crystal J. Abers	First Assistant Secretary
Brent Driscoll	Treasurer
Michael Wimer	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Corey R. Wiktor	Executive Director
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by Brent Driscoll, seconded by Gregory Fitzpatrick, to wit:

Resolution No. 0315-07

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF SANZO BEVERAGE COMPANY, INC. WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

WHEREAS, County of Cattaraugus Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 536 of the 1971 Laws of New York, as amended, constituting Section 890-b of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more " projects" (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Sanzo Beverage Company, Inc., a New York business corporation (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 6.5 acre parcel of land located at 3165 N.Y.S. Route 16 North in the Town of Hinsdale, Cattaraugus County, New York (the "Land"), together with an approximately 44,000 square foot building located thereon (the "Existing Facility"), (2) the renovation of the Existing Facility and the construction of an approximately 13,000 square foot addition to the Existing Facility (the "Addition") (the Existing Facility and the Addition being sometimes collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to constitute the expansion of an existing beverage distribution and warehousing facility (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on December 9, 2014 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on December 16, 2014 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on a public bulletin board located at (1) 3165 Route 16N in the Town of Hinsdale, Cattaraugus County, New York on December 19, 2014, (2) 4129 Route 16 in the Town of Hinsdale, Cattaraugus County, New York on December 17, 2014 and (3) 9 East Washington Street in the Village of Ellicottville, Cattaraugus County, New York, as well as the on the Agency's website on December 16, 2014, (C) caused notice of the Public Hearing to be published on December 22, 2014 in The Olean Times Herald, a newspaper of general-circulation-available-to-the-residents-of-Town-of-Hinsdale, Cattaraugus County, New York, (D) conducted the Public Hearing on January 8, 2015 at 12:00 noon, local time at the Hinsdale Town Hall located at 4129 Route 16 in the Town of Hinsdale, Cattaraugus County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on December 9, 2014 (the "Preliminary SEQR Resolution"), the Agency (A) determined (1) that the Project

involves more than one "involved agency", and (2) the Agency wished to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other "involved agencies" for the purpose of ascertaining whether such "involved agencies" were interested in undertaking a coordinated review of the Project and, if so, designating a "lead agency" with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, pursuant to a revised application and cost/benefit analysis (collectively, the "Amended Application") received by the Agency from the Company, which Amended Application is on file at the office of the Agency, the Company has informed the Agency that the Addition has decreased in size to approximately 6,620 square feet; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an environmental assessment form (the "EAF") with respect to the Project, a copy of which EAF was presented to and reviewed by the Agency at this meeting and a copy of which is on file at the office of the Agency; and

WHEREAS, pursuant to SEQRA, the Agency has examined the EAF in order to make an determination as to the potential environmental significance of the Project; and

WHEREAS, the Project does not appear to constitute a "Type I Action" (as said quoted term is defined in the Regulations), and therefore coordinated review and notification is optional with respect to the actions contemplated by the Agency with respect to the Project; and

WHEREAS, the Agency desires to conduct an uncoordinated review of the Project and to determine whether the Project may have a "significant effect on the environment" and therefore require the preparation of an environmental impact statement;

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

Section 1. Based upon an examination of the Amended Application and the EAF (collectively, the "Reviewed Materials") and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings with respect to the Project:

A. The project (the "Project") consists of the following: (A) (1) the acquisition of an interest in an approximately 6.5 acre parcel of land located at 3165 N.Y.S. Route 16 North in the Town of Hinsdale, Cattaraugus County, New York (the "Land"), together with an approximately 44,000 square foot building located thereon (the "Existing Facility"), (2) the renovation of the Existing Facility and the construction of an approximately 6,620 square foot addition to the Existing Facility (the "Addition") (the Existing Facility and the Addition being sometimes collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to constitute the expansion of an existing beverage distribution and warehousing facility (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to

the Company or such other person as may be designated by the Company and agreed upon by the Agency.

B. The only potential impacts on the environment noted in the Reviewed Materials or otherwise known to the Agency, and the Agency's evaluation of the potential significance of same, are as follows:

1. The Project will create employment. The Amended Application indicates that the anticipated number of new full-time employees, at the end of the second year of the completion of the Project Facility, will be approximately seventeen (17). Due to the number of workers currently on the local unemployment rolls, this potential impact will not be significant.

2. The Project is located adjacent to the Olean Creek. As the Company will comply with all state and federal storm water management regulations, concerning any storm run-off, waste water, etc. that may flow into the creek, to assure that the water quality of the receiving creek will be protected in connection with the Project, this potential impact will not be significant.

3. The EAF indicates that the Project is currently located in the 500-year flood plain. As the Project will comply with all applicable laws for the renovation of the Existing Facility and the construction of the Addition in the 500-year flood plain, this potential impact will not be significant.

4. The Project will not adversely affect any publicly-owned open space, public recreation and/or critical environmental areas.

5. It is not anticipated that the Project will have any adverse impact on threatened or endangered aquatic species or other plant or animal resources.

6. The proposed Project is not anticipated to have a significant adverse impact on agricultural resources.

7. It is not anticipated that any archeological or historical resources will be impacted by the proposed Project.

8. It is not anticipated that the Project will result in the generation of traffic significantly above current traffic levels and, as a result, the Project is not expected to cause any significant adverse impact on transportation.

9. It is not anticipated that noise associated with the renovation and construction of the Project will have a significant impact on the environment or surrounding residents, and there will be no blasting during construction. Following completion of the Project, the noise on the Project site will be generated from the daily operations at the Project site. As this is a small to moderate impact, it is not significant.

10. It is not anticipated that there will be any significant adverse impact on the environment from odors during the construction or operational phase of the Project.

11. It is not anticipated that wastes generated during the construction or operation of the Project will cause any significant adverse environmental impact. In

addition, with respect to both the construction and operational activities associated with the Project, it is not anticipated that the Project will have a significant adverse impact upon public health and safety.

12. The Project will not create a demand for community provided services.

13. According to the EAF, the Project will be compatible with the adjoining/surrounding lands uses within a ¼ mile area.

C. No other potentially significant impacts on the environment are noted in the Reviewed Materials, and none are known to the Agency.

Section 2. Based upon the foregoing investigation of the potential environmental impacts of the Project and considering both the magnitude and importance of each environmental impact therein indicated, the Agency makes the following findings and determinations with respect to the Project:

A. The Project constitutes an "Unlisted Action" (as said quoted term is defined in the Regulations) and therefore coordinated review and notification of other involved agencies is strictly optional. The Agency hereby determines not to undertake a coordinated review of the Project, and therefore will not seek lead agency status with respect to the Project.

B. The Project will result in no major impacts and, therefore, is one which will not cause significant damage to the environment. Therefore, the Agency hereby determines that the Project will not have a significant effect on the environment, and the Agency will not require the preparation of an environmental impact statement with respect to the Project.

C. As a consequence of the foregoing, the Agency has decided to prepare a negative declaration with respect to the Project.

Section 3. The Executive Director of the Agency is hereby directed to prepare a negative declaration with respect to the Project, said negative declaration to be substantially in the form and to the effect of the negative declaration attached hereto, and to cause copies of said negative declaration to be (A) filed in the main office of the Agency and (B) distributed to the Company.

Section 4. 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:

Thomas E. Buffamante	VOTING	Yes
Joseph E. Higgins	VOTING	Yes
James Boser	VOTING	Yes
Gregory J. Fitzpatrick	VOTING	Yes
Brent A. Driscoll	VOTING	Yes
Crystal J. Abers	VOTING	Yes
Michael Wimer	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.

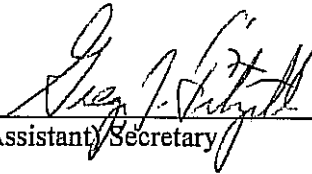
STATE OF NEW YORK)
) SS.:
COUNTY OF CATTARAUGUS)

I, the undersigned (Assistant) Secretary of County of Cattaraugus Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 17, 2015 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of March, 2015.



(Assistant) Secretary

(SEAL)

NOTICE OF DETERMINATION
OF NO SIGNIFICANT EFFECT
ON THE ENVIRONMENT

TO ALL INTERESTED AGENCIES, GROUPS AND PERSONS:

In accordance with Article 8 (State Environmental Quality Review) of the Environmental Conservation Law (the "Act"), and the statewide regulations under the Act (6 NYCRR Part 617) (the "Regulations"), notice is hereby given that County of Cattaraugus County Industrial Development Agency (the "Agency") has reviewed an application and environmental assessment form from Sanzo Beverage Company, Inc. (the "Company") in connection with the proposed project described below (the "Project") and that the Agency has determined (A) that the proposed Project is an "Unlisted Action" pursuant to the Regulations, and therefore that coordinated review and notification is optional with respect to said Project; (B) to conduct an uncoordinated review of the Project; (C) that the Project will result in no major impacts and therefore will not have a significant effect on the environment; and (D) therefore that an environmental impact statement is not required to be prepared with respect to the Project. THIS NOTICE IS A NEGATIVE DECLARATION FOR THE PURPOSES OF THE ACT.

1. Lead Agency: The Agency has determined not to follow the coordinated review provisions of the Regulations. Therefore, there is no lead agency for the Project.

2. Person to Contact for Further Information: Corey R. Wiktor, Executive Director, County of Cattaraugus Industrial Development Agency, 9 East Washington Street, Ellicottville, New York 14731; Telephone No. (716) 699-2005.

3. Project Identification: Proposed Sanzo Beverage Company, Inc. Project.

4. Project Description: The Project (the "Project") consists of the following: (A) (1) the acquisition of an interest in an approximately 6.5 acre parcel of land located at 3165 N.Y.S. Route 16 North in the Town of Hinsdale, Cattaraugus County, New York (the "Land"), together with an approximately 44,000 square foot building located thereon (the "Existing Facility"), (2) the renovation of the Existing Facility and the construction of an approximately 6,620 square foot addition to the Existing Facility (the "Addition") (the Existing Facility and the Addition being sometimes collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to constitute the expansion of an existing beverage distribution and warehousing facility (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

5. Project Location: The Project Facility will be located at 3165 N.Y.S. Route 16 North in the Town of Hinsdale, Cattaraugus County, New York.

6. Reasons for Determination of Non-Significance: By resolution adopted by the members of the Agency March 17, 2015 the Agency determined that the following potential environmental impacts of the Project will not constitute significant adverse impacts:

a. The Project will create employment. The Amended Application indicates that the anticipated number of new full-time employees, at the end of the second year of the completion of the Project Facility, will be approximately seventeen (17). Due to the number of workers currently on the local unemployment rolls, this potential impact will not be significant.

b. The Project is located adjacent to the Olean Creek. As the Company will comply with all state and federal storm water management regulations, concerning any storm run-off, waste water, etc. that may flow into the creek, to assure that the water quality of the receiving creek will be protected in connection with the Project, this potential impact will not be significant.

c. The EAF indicates that the Project is currently located in the 500-year flood plain. As the Project will comply with all applicable laws for the renovation of the Existing Facility and the construction of the Addition in the 500-year flood plain, this potential impact will not be significant.

d. The Project will not adversely affect any publicly-owned open space, public recreation and/or critical environmental areas.

e. It is not anticipated that the Project will have any adverse impact on threatened or endangered aquatic species or other plant or animal resources.

f. The proposed Project is not anticipated to have a significant adverse impact on agricultural resources.

g. It is not anticipated that any archeological or historical resources will be impacted by the proposed Project.

h. It is not anticipated that the Project will result in the generation of traffic significantly above current traffic levels and, as a result, the Project is not expected to cause any significant adverse impact on transportation.

i. It is not anticipated that noise associated with the renovation and construction of the Project will have a significant impact on the environment or surrounding residents, and there will be no blasting during construction. Following completion of the Project, the noise on the Project site will be generated from the daily operations at the Project site. As this is a small to moderate impact, it is not significant.

j. It is not anticipated that there will be any significant adverse impact on the environment from odors during the construction or operational phase of the Project.

k. It is not anticipated that wastes generated during the construction or operation of the Project will cause any significant adverse environmental impact. In addition, with respect to both the construction and operational activities associated with the Project, it is not anticipated that the Project will have a significant adverse impact upon public health and safety.

l. The Project will not create a demand for community provided services.

m. According to the EAF, the Project will be compatible with the adjoining/surrounding lands uses within a ¼ mile area.

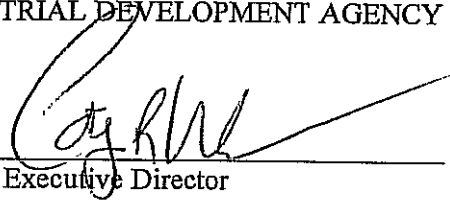
No other significant environmental impacts were identified by the Agency in its review of the environmental assessment form submitted to the Agency with respect to the Project and, based upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, no significant environmental impacts are known to the Agency.

7. Comment Period: All interested parties, groups and persons disagreeing with or otherwise desiring to comment upon the Agency's environmental determination with respect to this Project are invited to submit written comments for consideration by the Agency. All such comments should be sent by mail addressed to Corey R. Wiktor, Executive Director at the address specified in paragraph two hereof.

Dated: March 17, 2015

COUNTY OF CATTARAUGUS
INDUSTRIAL DEVELOPMENT AGENCY

BY: _____


Executive Director

**APPROVING RESOLUTION
SANZO BEVERAGE COMPANY, INC. PROJECT**

A regular meeting of County of Cattaraugus Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 9 East Washington Street in the Village of Ellicottville, Cattaraugus County, New York on March 17, 2015 at 11:15 o'clock a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Thomas E. Buffamante	Chairman
Joseph E. Higgins	First Vice Chairman
James Boser	Second Vice Chairman
Gregory J. Fitzpatrick	Secretary
Crystal J. Abers	First Assistant Secretary
Brent Driscoll	Treasurer
Michael Wimer	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Corey R. Wiktor	Executive Director
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by Brent Driscoll, seconded by James Boser, to wit:

Resolution No. 0315-08

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR SANZO BEVERAGE COMPANY, INC. (THE "COMPANY").

WHEREAS, County of Cattaraugus Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 536 of the 1971 Laws of New York, as amended, constituting Section 890-b of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Sanzo Beverage Company, Inc., a New York business corporation (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 6.5 acre parcel of land located at 3165 N.Y.S. Route 16 North in the Town of Hinsdale, Cattaraugus County, New York (the "Land"), together with an approximately 44,000 square foot building located thereon (the "Existing Facility"), (2) the renovation of the Existing Facility and the construction of an approximately 13,000 square foot addition to the Existing Facility (the "Addition") (the Existing Facility and the Addition being sometimes collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to constitute the expansion of an existing beverage distribution and warehousing facility (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on December 9, 2014 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on December 16, 2014 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on a public bulletin board located at (1) 3165 Route 16N in the Town of Hinsdale, Cattaraugus County, New York on December 19, 2014, (2) 4129 Route 16 in the Town of Hinsdale, Cattaraugus County, New York on December 17, 2014 and (3) 9 East Washington Street in the Village of Ellicottville, Cattaraugus County, New York, as well as the on the Agency's website on December 16, 2014, (C) caused notice of the Public Hearing to be published on December 22, 2014 in The Olean Times Herald, a newspaper of general-circulation-available-to-the-residents of Town of Hinsdale, Cattaraugus County, New York, (D) conducted the Public Hearing on January 8, 2015 at 12:00 noon, local time at the Hinsdale Town Hall located at 4129 Route 16 in the Town of Hinsdale, Cattaraugus County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on December 9, 2014 (the "Preliminary SEQR Resolution"), the Agency (A) determined (1) that the Project

involves more than one "involved agency", and (2) the Agency wished to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Executive Director of the Agency to contact all other "involved agencies" for the purpose of ascertaining whether such "involved agencies" were interested in undertaking a coordinated review of the Project and, if so, designating a "lead agency" with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, further pursuant to SEQRA, by resolution Adopted by the members of the Agency on March 17, 2015 (the "Final SEQR Resolution"), the Agency determined (A) that the Project constituted an "Unlisted Action" under SEQRA, (B) that the Project would not have a "significant effect on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project, and (C) as a consequence of the foregoing, to prepare a negative declaration with respect to the Project; and

WHEREAS, pursuant to a revised application and cost/benefit analysis (collectively, the "Amended Application") received by the Agency from the Company, which Amended Application is on file at the office of the Agency, the Company has informed the Agency that the Addition has decreased in size to approximately 6,620 square feet; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in County of Cattaraugus, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

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

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (F) a sales tax exemption letter

(the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (G) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (H) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); and (I) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Executive Director of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Counsel to the Agency with respect to all matters in connection with the Project. Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines that:

(A) Pursuant to the Amended Application, the Addition will consist of approximately 6,620 square feet as opposed to the original approximately 13,000 square feet;

(B) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;

(C) The Project constitutes a "project," as such term is defined in the Act;

(D) The Project site is located entirely within the boundaries of County of Cattaraugus, New York;

(E) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$1,200,000;

(F) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York;

(G) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit

such facilities constitute more than one-third of the total cost of the Project, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act;

(H) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of County of Cattaraugus, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(I) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein; and

(J) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) secure the Loan by entering into the Mortgage; and (G) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairman (or Vice Chairman) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. 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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 10. 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:

Thomas E. Buffamante	VOTING	Yes
Joseph E. Higgins	VOTING	Yes
James Boser	VOTING	Yes
Gregory J. Fitzpatrick	VOTING	Yes
Brent A. Driscoll	VOTING	Yes
Crystal J. Abers	VOTING	Yes
Michael Wimer	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.

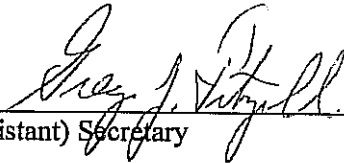
STATE OF NEW YORK)
) SS.:
COUNTY OF CATTARAUGUS)

I, the undersigned (Assistant) Secretary of County of Cattaraugus Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 17, 2015 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of March, 2015.



(Assistant) Secretary

(SEAL)