

Resolution No. 03-27-09-01

RESOLUTION OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT CONCERNING THE DETERMINATION OF SIGNIFICANCE FOR 117 FOOTE AVENUE LLC, SOUTHERN TIER MANAGEMENT SERVICES, LLC AND/OR WESTERN NEW YORK UROLOGY ASSOCIATES, LLC.

Project Name: Proposed Jamestown Medical Building and Site Development

Project Description: 117 Foote Avenue LLC, a New York limited liability company ("117 Foote"), Southern Tier Management Services, LLC, a New York limited liability company ("Southern Tier"), and Western New York Urology Associates, LLC, a New York professional service limited liability company ("WNY Urology" and together with 117 Foote and Southern Tier, collectively, the "Applicant"), presented certain applications for financial assistance (collectively, the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 3 acre parcel of land located at 117 Foote Avenue, City of Jamestown, County of Chautauqua, New York (collectively, the "Land"), (2) the renovation of the existing approximately 24,834 square foot building located on the Land and the construction of 2 additions thereto comprising a total of approximately 6,953 square feet (collectively, the "Building"), together with parking, landscaping and related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Equipment"), all of the foregoing for use as a state-of-the-art specialty medical facility (collectively, 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 or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (collectively, the "Financial Assistance"); and (C) the sale of the Project Facility by 117 Foote to Southern Tier and the lease thereof to WNY Urology and such other persons and entities as may be agreed upon by the Agency.

Location: 117 Foote Avenue, Jamestown, NY Chautauqua County

SEQR Status: Type I Unlisted

Determination of Significance: Negative Declaration Positive Declaration

WHEREAS, County of Chautauqua Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of the New York State Industrial Development Agency Act, 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 71 of the 1972 Laws of New York, as amended, constituting Section 895-h 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, renovating, improving, maintaining, equipping and furnishing of commercial 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, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Applicant has presented an application (the "Application") to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking the Project consisting of the following: (A) (1) the acquisition of an interest in the Land, (2) the renovation of and addition to the Building with improvements to the Land and (3) the acquisition and installation therein and thereon of the Equipment; (B) the granting of certain "financial assistance"; and (C) the sale of the Project Facility by 117 Foote to Southern Tier and the lease thereof to WNY Urology and such other persons and entities as may be agreed upon by the Agency; and

WHEREAS, pursuant to Article 8 of the New York Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, et. seq., as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to undertake the Project; and

WHEREAS, pursuant to SEQRA, to aid the Agency in determining whether the Project may have a significant adverse impact upon the environment, the Applicant submitted to the Agency: (1) the Application dated February 13, 2009 (the "Application"), and (2) a Full Environmental Assessment Form dated July 29, 2008 ("EAF", and together with the Application, the "Project Environmental Documents"); and

WHEREAS, a thorough analysis of the potential environmental impacts reveals that the Project will not have any potentially significant adverse impacts;

WHEREAS, it is appropriate that the Agency issue a negative declaration pursuant to SEQRA for the Project;

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

Section 1. Based upon a thorough review and examination of the Project Environmental Documents and upon the Agency's knowledge of the area surrounding the Project site 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 Agency is undertaking an uncoordinated review of the proposed action in accordance with the requirements of SEQRA;
- (B) Prior to making a recommendation about the potential environmental significance of the Project, the Agency has consulted several information sources, and has considered the list of activities which are Type I Actions outlined in Section 617.4 of the Regulations, the list of activities that are Type II Actions outlined in Section 617.5 of the Regulations, and the criteria for determining significance outlined in Section 617.7 of the Regulations; and
- (C) The Project is an Unlisted action pursuant to SEQRA.

Section 2. No potentially adverse significant impacts on the environment are noted in the EAF and none are known to the Agency.

Section 3. Based upon the foregoing investigations of the potential environmental impacts of the Project and considering both the magnitude and importance of each environmental impact indicated, the Agency makes the following determinations with respect to the Project:

The Project will not have a significant adverse impact upon the environment.

The reasons supporting this determination are as follows:

1. The Project consists of the construction of additions totaling approximately 6,953 square feet (sf) to an existing approximately 24,834 sf vacant manufacturing facility and additional paving and landscaping improvements to accommodate an expanding Jamestown medical practice. The construction will take place on land which is developed and was committed to industrial use.
2. Land use conditions on the Land will not change as a result of the Project. The Applicant is reusing the Project Facility to establish a medical practice in context with surrounding urban industrial and commercial land uses.
3. The Project will not result in the generation or disposal of any liquid or solid waste on the Land and will not entail the types of activities or operations that are associated with a significant potential for groundwater or surface water contamination.

4. The Project will not be a significant source of air emissions or odors.
5. The Land does not possess significant ecological value. There are no sensitive animals, plants or natural communities and/or significant wildlife habitat that will be impacted by the development of the Project Facility.
6. Operation of the Project Facility is not expected to appreciably increase ambient noise levels.
7. The Project will not result in population growth, and generally is in character with adjacent development.
8. The Project will not convert any land that is committed to agricultural use.
9. The Project Facility does not contain any scenic views known to be important to the community. The Project includes exterior restorations and improvements that will enhance the Building's visual appeal and help to create a visual connection with nearby newly renovated buildings.
10. The Project Facility does not contain any historically significant resources. As the site previously has been developed, it lacks the characteristics which would suggest the potential presence of significant archaeological resources.
11. The Project Facility is industrial in nature and does not comprise public open space and is not used for recreation.
12. The Project Facility is not located in or substantially contiguous to any Critical Environmental Area.
13. Existing utility lines serve the Project Facility and no significant improvements are necessary to accommodate the Project.
14. The Project will not result in a substantial increase in traffic levels.
15. Considering all of the above, the Project will not have a significant adverse impact upon the environment and a negative declaration pursuant to SEQRA is hereby issued.
16. This Negative Declaration has been prepared in accordance with the requirements of SEQRA (Article 8 of the Environmental Conservation Law.)

Section 4. The Chairman and Administrative Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. This Resolution, which was adopted by a majority vote of the Agency on March 27, 2009 and shall serve as the Negative Declaration (as defined in 6 NYCRR 617.2(y)) for the Project, and is issued by the Agency, acting as lead agency pursuant to and in accordance with SEQRA in an uncoordinated environmental impact review, and shall take effect immediately.

Section 6. The following supporting documentation was relied on by the Agency:

1. Applicant's Application for Financial Assistance to the Agency dated February 13, 2009
2. Full Environmental Assessment Form including parts 2 and 3 completed by the Agency.

Section 7. For further information on this Determination of Significance contact:

County of Chautauqua Industrial Development Agency
William J. Daly, Administrative Director/Chief Executive Officer
200 Harrison Street
Jamestown, New York 14701
716-664-3262

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

Mike Piazza	VOTING	AYE
Michael Metzger	VOTING	AYE
Richard Star	VOTING	ABSENT
David Bryant	VOTING	AYE
Kim Peterson	VOTING	ABSENT
Greg DeCinque	VOTING	AYE
Dennis Rak	VOTING	AYE
Doreen Sixbey	VOTING	ABSTAIN
Shaun Heenan	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of County of Chautauqua Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 27, 2009 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 set forth 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 27th day of March, 2009.

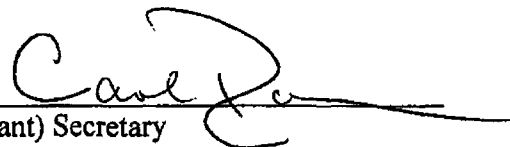

(Assistant) Secretary

EXHIBIT D

117 Moore

A regular meeting of the County of Chautauqua Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency at 200 Harrison Street, City of Jamestown, County of Chautauqua, New York, on March 27, 2009, at 2:00 p.m. local time.

The meeting was called to order by the Chair and, upon roll being called, the following members of the Agency were:

PRESENT:

Mike Piazza	Chairman
Michael Metzger	Vice Chairman/Treasurer
David Bryant	Member
Greg DeCinque	Member
Dennis Rak	Member
Doreen Sixbey	Member
Shaun Heenan	Member

ABSENT:

Richard Star	Secretary
Kim Peterson	Member

THE FOLLOWING PERSONS WERE ALSO PRESENT:

William J. Daly	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Gregory L. Peterson, Esq.	Special Counsel

The following resolution no. 03-27-09-02 was offered by Shaun Heenan, seconded by Mike Metzger:

Resolution No. 03-27-09-02

**RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE
ACQUISITION AND STRAIGHT LEASING OF A CERTAIN PROJECT
FOR 117 FOOTE AVENUE LLC, SOUTHERN TIER MANAGEMENT SERVICES,
LLC AND WESTERN NEW YORK UROLOGY ASSOCIATES, LLC**

WHEREAS, the County of Chautauqua Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 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 71 of the 1972 Laws of New York, as amended, constituting Section 895-h 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 industrial, manufacturing, warehousing, commercial, research and recreation 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, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, 117 Foote Avenue LLC, a New York limited liability company ("117 Foote"), Southern Tier Management Services, LLC, a New York limited liability company ("Southern Tier"), and Western New York Urology Associates, LLC, a New York professional service limited liability company ("WNY Urology" and together with 117 Foote and Southern Tier, collectively, the "Applicants"), presented certain applications for financial assistance (collectively, the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 3 acre parcel of land located at 117 Foote Avenue, City of Jamestown, County of Chautauqua, New York (collectively, the "Land"), (2) the renovation of the existing approximately 24,834 square foot building located on the Land and the construction of 2 additions thereto comprising a total of approximately 6,953 square feet (collectively, the "Building"), together with parking, landscaping and related improvements to the Land, and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Equipment"), all of the foregoing for use as a state-of-the-art specialty medical facility (collectively, 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

or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (collectively, the "Financial Assistance"); and (C) the sale of the Project Facility by 117 Foote to Southern Tier and the lease thereof to WNY Urology and such other persons and entities as may be agreed upon by the Agency; and

WHEREAS, in accordance with Section 859-a of the Act, any approval of the Project is contingent upon, inter alia, a determination by the members of the Agency to proceed with the Project following a determination by the Agency that (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of SEQRA (as hereinafter defined), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project (collectively, "Applicable Laws"); and

WHEREAS, the Administrative Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the "Public Hearing") to hear all persons interested in the Project and the Financial Assistance contemplated by the Agency with respect to the Project, to be mailed on February 18, 2009 to the chief executive officer of County of Chautauqua, New York (the "County") and of each other affected tax jurisdiction within which the Project Facility is or is to be located; (B) caused notice of the Public Hearing to be published on February 20, 2009 in *The Post Journal*, a newspaper of general circulation available to residents of the City of Jamestown and the County; (C) conducted the Public Hearing on March 25, 2009 at 9:00 a.m., local time, at the offices of the Agency, 200 Harrison Street, City of Jamestown, County of Chautauqua, New York; and (D) prepared a report of the Public Hearing (the "Report") which fairly summarizes the views presented at the Public Hearing and distributed the Report 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"), the appropriate personnel of the Agency reviewed the environmental assessment form and other materials submitted by the Applicants and made any necessary comments to members of the Agency, and by resolution of the members of the Agency adopted on the date hereof, the Agency decided to undertake an uncoordinated review of the Project, determined that the Project will not have a significant effect on the environment and issued a negative declaration for purposes of SEQRA; and

WHEREAS, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance, subject to the terms hereof; and

WHEREAS, WNY Urology has tabled its Application with respect to sales and use tax exemption; and

WHEREAS, (A) 117 Foote will execute and deliver a certain bargain and sale deed (the "Deed") from 117 Foote to the Agency, pursuant to which 117 Foote will convey its interest in the Land and the Building to the Agency; (B) 117 Foote will execute and deliver a certain Bill of Sale (the "Bill of Sale to Agency") from 117 Foote to the Agency, pursuant to which 117 Foote will convey to the Agency its interest in the Equipment; (C) 117 Foote will execute and deliver a certain Lease Agreement (the "Lease") between the Agency and 117 Foote, pursuant to which the Agency will grant to 117 Foote a leasehold interest in the Project Facility; (D) 117 Foote and Southern Tier will execute and deliver a contract of sale whereby Southern Tier agrees to acquire the interest of 117 Foote in the Project Facility under certain circumstances; (E) 117 Foote will execute and deliver a certain Payment in Lieu of Taxes Agreement (the "PILOT Agreement") between 117 Foote and the Agency; and (F) one (1) or more Applicants will execute and deliver certain other certificates, documents, instruments and agreements related to the Project (together with the Deed, the Bill of Sale to Agency, the Lease and the PILOT Agreement, collectively, the "Transaction Documents");

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

Section 1. The Agency has reviewed the Application and the Report and, based upon the representations made by the Applicants to the Agency, the Agency hereby makes the following findings and determinations with respect to the Project:

(a) based on the proposed use of the Project Facility as set forth in the Application, the economic effects of the Project on the area in which it is situated, and the employment reasonably expected to be created and/or maintained by the Project, and an analysis of how the Project contributes to the realization of the public purposes of promoting employment opportunities in the County and the prevent of economic deterioration in the County, the Project will constitute a commercial facility with a significant impact on the area in which it is situated, and will advance the Agency's purposes by promoting employment opportunities and preventing economic deterioration in the County. Therefore, the Project constitutes a "project" within the meaning of the Act;

(b) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to 117 Foote to undertake the Project in the County;

(c) the completion of the Project Facility, the lease thereof by the Agency, and the operation thereof by 117 Foote or any permitted occupant or user will not result in the removal of a facility or plant of 117 Foote or any other occupant or user of the Project Facility from one area of the State of New York (the "State") to another area of the State or in the abandonment of one or more

plants or facilities of 117 Foote or any other occupant or user located within the State (but outside of the County);

(d) although the Project may constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, the project is located in a "highly distressed area" (as such quoted term is used and defined in the Act) and, therefore, is authorized under the Act, subject to compliance with Section 862(c) of the Act;

(e) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs and increasing the overall number of permanent, private sector jobs in the State;

(f) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media; and

(g) the granting of the Financial Assistance by the Agency with respect to the Project will encourage and assist the Applicants in locating the Project in the County, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the County and the State and improve their standard of living, and thereby serve the public purposes of the Act.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Administrative Director and the staff of the Agency with respect to the Application and the Public Hearing, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act and all other Applicable Laws that relate to the Project, and (b) the appointment of the law firm of Phillips Lytle LLP, Jamestown, New York, as Special Counsel to the Agency with respect to all matters in connection with the Project.

Section 3. The Agency hereby determines that the Agency has fully complied with the requirements of the Act and all other Applicable Laws that relate to the Project.

Section 4. Having considered fully all comments received at or in connection with the Public Hearing, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance, subject to the terms hereof.

Section 5. The Agency hereby approves 117 Foote as the lessee under the Lease, Southern Tier as the contract vendee of 117 Foote, WNY Urology as occupant, and the Applicants as recipient of the Financial Assistance (except that WNY Urology shall not be recipient of Financial Assistance in the form of an exemption from sales and use tax without further action by the Agency).

Section 6. The Agency is hereby authorized (a) to acquire an interest in the Project Facility pursuant to the Deed, the Bill of Sale to Agency and the other Transaction Documents, (b) grant a leasehold interest in the Project Facility pursuant to the Lease and the other Transaction Documents, (c) grant the Financial Assistance, and (d) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 7. The Deed, the Bill of Sale to Agency, the Lease, the PILOT Agreement and the other Transaction Documents, in forms to be negotiated by the Chairman, the Vice Chairman or the Administrative Director consistent with the intent of this Resolution, together with such non-material changes as the Chairman, the Vice Chairman or the Administrative Director may hereafter deem necessary or appropriate, are hereby approved, provided that 117 Foote shall agree to waive its right to obtain any exemption pursuant to Section 485-b of the Real Property Tax Law during the period of any property tax abatement under the PILOT Agreement. The Chairman, the Vice Chairman and the Administrative Director are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Lease, the PILOT Agreement and the other Transaction Documents to which the Agency is a party 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. The execution and delivery of each such agreement, approval and consent by such person(s) shall be conclusive evidence of such approval.

Section 8. The Chairman, the Vice Chairman and the Administrative Director of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Lease) of the Agency.

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, 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 Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements 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, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 10. The Chairman, the Vice Chairman and the Administrative Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to 117 Foote and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 11. 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:

Mike Piazza	VOTING	AYE
Michael Metzger	VOTING	AYE
Richard Star	VOTING	ABSENT
David Bryant	VOTING	NO
Kim Peterson	VOTING	ABSENT
Greg DeCinque	VOTING	AYE
Dennis Rak	VOTING	AYE
Doreen Sixbey	VOTING	ABSTAIN
Shaun Heenan	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned [Asst.] Secretary of the County of Chautauqua Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 27, 2009, 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 set forth 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 27th day of March, 2009.


[Asst.] Secretary

(SEAL)