

FINAL RESOLUTION
(R.J. Properties, LLC / Liberty Pumps, Inc.)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, May 1, 2014.

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

Resolution No. 05/2014-01

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) ACKNOWLEDGING THE PUBLIC HEARING HELD WITH RESPECT TO THE R.J. ENTERPRISES, LLC / LIBERTY PUMPS, INC. PROJECT (AS MORE FULLY DESCRIBED BELOW), (ii) AUTHORIZING FINANCIAL ASSISTANCE TO R.J. ENTERPRISES, LLC AND LIBERTY PUMPS, INC. (TOGETHER, THE "COMPANY") IN EXCESS OF \$100,000, AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY BY THE AGENCY OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, PILOT AGREEMENT, MORTGAGE AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 565 of the Laws of 1970 of the State of New York, as amended (hereinafter collectively called the "Act"), **GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **R.J. PROPERTIES, L.L.C. and LIBERTY PUMPS, INC.** (together, the "Company") previously submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of (i) the acquisition or retention by the Agency a leasehold interest in certain property located at 7000 Apple Tree Avenue, Town of Bergen, Genesee County, New York (the "Land") and the existing improvements located thereon, if any, used for the manufacture of pumping products for ground water and wastewater removal (the "Existing Improvements"), (ii) the construction of an approximately 100,000 square-foot addition to the Existing Improvements consisting of approximately 81,400 square feet of production and warehouse space, approximately 7,600 square feet of research, development and test facilities and approximately 11,000 square feet of office, display, auditorium and training space, and related parking and grading improvements (the "Improvements"), and (iii) the acquisition in and around the Land, the Existing Improvements and the Improvements of certain items of equipment and other tangible personal property (the "Equipment," and collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, by resolution adopted by the Agency on March 6, 2014 (the "Inducement Resolution"), the Agency accepted the Application as submitted by the Company and, among other things, (i) described the Financial Assistance (as defined in the Inducement Resolution) being contemplated by the Agency, (ii) appointed the Company as its agent to undertake the Project;

provided, however, that the Financial Assistance not exceed \$100,000 until such time as the Agency held a public hearing and adopted a subsequent resolution, (iii) made a determination with respect to the Project pursuant to Article 8 of the Environmental Conservation Law and 6 N.Y.C.R.R. Part 617 (collectively referred to as "SEQRA"), and (iv) authorized the negotiation of a Lease Agreement, Leaseback Agreement, PILOT Agreement and related documents; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on Thursday, April 3, 2014, at 10:00 a.m., local time, at the Bergen Town Hall, 10 Hunter Street, Bergen, New York, the Agency held a public hearing with respect to the Project and the proposed Financial Assistance being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views. A copy of the minutes of the Public Hearing along with the notice of the Public Hearing published and forwarded to the affected taxing jurisdictions at least ten (10) days prior to said Public Hearing are attached hereto as Exhibit A; and

WHEREAS, the Agency desires to adopt a resolution (i) acknowledging that the Public Hearing was held in compliance with the Act, (ii) authorizing the execution and delivery by the Agency of a Lease Agreement, Leaseback Agreement, PILOT Agreement and related documents, and (iii) authorizing Financial Assistance to the Company in excess of \$100,000; and

WHEREAS, the Lease Agreement, Leaseback Agreement and PILOT Agreement and related documents have been previously executed and are presented to this meeting for execution.

NOW, THEREFORE, BE IT RESOLVED BY THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Public Hearing held by the Agency on April 3, 2014, concerning the Project and the Financial Assistance was duly held in accordance with the Act, including but not limited to the giving of at least ten (10) days published notice of the Public Hearing (such notice also provided to the Chief Executive Officer of each affected tax jurisdiction), affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Project.

Section 2. The Agency is hereby authorized to provide Financial Assistance to the Company in excess of \$100,000.

Section 3. The Chairman, Vice Chairman, and/or the President and CEO of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement whereby the Company leases the Project to the Agency, (B) the related Leaseback Agreement conveying the Project back to the Company and the Agency appoints the Company as its agent to undertake the Project, and (C) the PILOT Agreement; provided (i) the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 4. The Chairman, Vice Chairman, and/or the President and CEO of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender/financial institution identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or re-finance equipment and other personal property and related transactional costs (hereinafter, with the Lease Agreement, Leaseback Agreement and PILOT Agreement, collectively called the "Agency Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Executive Director of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Executive Director of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 5. 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 6. These Resolutions 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:

| | <i>Yea</i> | <i>Nay</i> | <i>Absent</i> | <i>Abstain</i> |
|----------------------|------------|------------|---------------|----------------|
| Wolcott T. Hinchey | [X] | [] | [] | [] |
| James L. Vincent | [X] | [] | [] | [] |
| Paul J. Battaglia | [] | [] | [] | [X] |
| Mary Ann E. Wiater | [X] | [] | [] | [] |
| Raymond F. Cianfrini | [X] | [] | [] | [] |
| John L. Rizzo | [X] | [] | [] | [] |
| Peter H. Zeliff | [X] | [] | [] | [] |

The Resolutions were thereupon duly adopted

CERTIFICATION

(R.J. Properties, LLC / Liberty Pumps, Inc. Project)

STATE OF NEW YORK)
COUNTY OF GENESEE) ss.:

I, the undersigned, Secretary of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center, DO HEREBY CERTIFY:

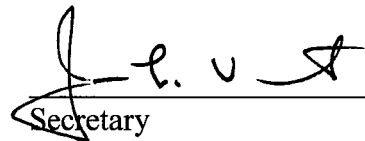
That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on May 1, 2014, with the original thereof on file in my office, and 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 related 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 such 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 affixed the seal of said Agency this 10th day of May 2014.


Secretary