

RESOLUTION
(Graham Corporation Project)

A regular meeting of Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, August 4, 2011, at 4:00 p.m.

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

Resolution No. 08/2011 - 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 BY THE AGENCY ON JULY 26, 2011; (ii) AUTHORIZING FINANCIAL ASSISTANCE TO GRAHAM CORPORATION (THE "COMPANY") IN EXCESS OF \$100,000; AND (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX-AGREEMENT AND MORTGAGE (IF NECESSARY) AND RELATED DOCUMENTS WITH RESPECT TO THE GRAHAM CORPORATION PROJECT (AS MORE FULLY DESCRIBED BELOW)

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"), the **GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY d/b/a GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER** (hereinafter called "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 industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **GRAHAM CORPORATION** (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 by the Agency of fee title to or a leasehold interest in certain property located at 20 Florence Avenue, City of Batavia, Genesee County, New York (the "Land"), including any existing improvements thereon (the "Existing Improvements"); (ii) the construction on the Land of an approximately 10,000 square-foot steel building to accommodate the Company's blasting and paint finishing operations (the "Improvements"); and (iii) the acquisition and installation by the Company in and around the Improvements of certain items of equipment, machinery and other tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

WHEREAS, on July 7, 2011, the Agency adopted a resolution (the "Inducement Resolution"): (i) directing that a public hearing be held by the Agency; (ii) authorizing the execution of an agent agreement (the "Agent Agreement"), provided that the Financial Assistance (as defined in the Inducement Resolution) provided to the Company by the Agency under the Agent Agreement not exceed \$100,000 until such time as the Agency had held a public hearing and adopted a subsequent resolution; (iii) determining that Project will not have a significant adverse impact on the environment in compliance with Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQR"); and (iv) directing that a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and payment-in-lieu-of-tax agreement (the "PILOT Agreement") and related documents be negotiated; and

WHEREAS, pursuant to General Municipal Law Section 859-a, on Tuesday, July 26, 2011, at 4:00 p.m., local time, at Batavia City Hall, One Batavia City Centre, Batavia, New York 14020, 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 together with the Notice of Public Hearing published in *The Daily News* and forwarded to the affected taxing jurisdictions prior to the Public Hearing in compliance with the Act are attached hereto as **Exhibit A**; and

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

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER AS FOLLOWS:

Section 1. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate and execute (A) the Lease Agreement, pursuant to which the Company leases the Project to the Agency, (B) the related Leaseback Agreement, pursuant to which the Agency leases its interest in the Project back to the Company, and (C) the PILOT Agreement; *provided, that*, (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 2. The Chairman, Vice Chairman and Executive Director 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 identified by the Company (the "Lender") in such forms as approved by counsel to the Agency up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance

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 or Executive Director of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Chief Executive Officer 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 3. 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 4. These Resolutions shall take effect immediately upon adoption.

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
James L. Vincent	[x]	[]	[]	[]
Charlie Cook	[x]	[]	[]	[]
Hollis Upson	[x]	[]	[]	[]
Wolcott T. Hinchey	[]	[]	[x]	[]
L. William Benton	[x]	[]	[]	[]
James W. Fulmer	[]	[]	[x]	[]
John F. Andrews	[x]	[]	[]	[]

The Resolutions were thereupon duly adopted.

CERTIFICATION

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:

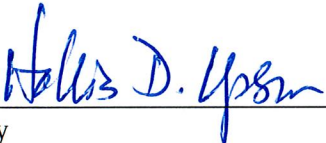
That I have compared the annexed extract of minutes of the meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency"), including the resolution contained therein, held on August 4, 2011, with the original thereof on file in my office, and 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 day of August, 2011.



Secretary



July 12, 2011

NOTICE LETTER

To: Attached Distribution List

**Re: Genesee County Industrial Development Agency d/b/a Genesee County
Economic Development Center and Graham Corporation
Public Hearing**

Ladies and Gentlemen:

On Tuesday, July 26, 2011, at 4:00 p.m. local time at Batavia City Hall, One Batavia City Centre, Batavia, New York 14020, the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency") will conduct a public hearing regarding the above-referenced project. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to *The Daily News* for publication.

You are welcome to attend such hearing at which time you will have an opportunity to review the project application and present your views, both orally and in writing, with respect to the project. We are providing this notice to you, pursuant to General Municipal Law Section 859-(a), as the chief executive officer of an affected tax jurisdiction within which the project is located.

Very truly yours,

GENESEE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY d/b/a
GENESEE COUNTY ECONOMIC
DEVELOPMENT CENTER

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Genesee County Courthouse
7 Main Street
Batavia, New York 14020

Genesee County Legislature
Attn: Chair
Genesee County Courthouse
7 Main Street
Batavia, New York 14020

Batavia City Manager
City Hall
One Batavia City Centre
Batavia, New York 14020

Batavia City Council
Attn: Council President
City Hall
One Batavia City Centre
Batavia, New York 14020

Batavia City School District
Attn.: School Board President
39 Washington Avenue
Batavia, New York 14020

Batavia City School District
Attn.: Superintendent
39 Washington Avenue
Batavia, New York 14020

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law will be held by the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency") on Tuesday, July 26, 2011, at 4:00 p.m. local time, at Batavia City Hall, One Batavia City Centre, Batavia, New York 14020, in connection with the following matter:

Graham Corporation, for itself or on behalf of an entity to be formed (the "Company"), has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Agency of fee title to or a leasehold interest in certain property located at 20 Florence Avenue, City of Batavia, Genesee County, New York (the "Land"), including any existing improvements thereon (the "Existing Improvements"); (ii) the construction on the Land of an approximately 10,000 square-foot steel building to accommodate the Company's blasting and paint finishing operations (the "Improvements"); and (iii) the acquisition and installation by the Company in and around the Improvements of certain items of equipment, machinery and other tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility").

The Agency will acquire title to, or a leasehold interest in, the Facility and lease the Facility back to the Company. The Company will operate the Facility during the term of the lease. At the end of the lease term, the Company will purchase the Facility from the Agency, or if the Agency holds a leasehold interest, the leasehold interest will be terminated. The Agency contemplates that it will provide financial assistance (the "Financial Assistance") to the Company in the form of sales and use tax exemptions and a mortgage recording tax exemption, consistent with the policies of the Agency, and a partial real property tax abatement.

A representative of the Agency will be at the above-stated time and place to present a copy of the Company's project Application (including a cost-benefit analysis) and hear and accept written and oral comments from all persons with views in favor of or opposed to or otherwise relevant to the proposed Financial Assistance.

Dated: July 12, 2011

By: GENESEE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY D/B/A
GENESEE COUNTY ECONOMIC
DEVELOPMENT CENTER

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STATEMENT OF ACCOUNT AGING OF PAST DUE AMOUNTS



CURRENT NET AMOUNT DUE	30 DAYS	60 DAYS	OVER 90 DAYS	*UNAPPLIED AMOUNT	TOTAL AMOUNT DUE
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REFERENCE: 55790
1455598 184 PH Article 18-A

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

Linda Dixon being duly sworn deposes and says that she is Legal Billing Clerk of Batavia Newspapers Corporation, Publishers of "The Daily News," a newspaper published in Batavia, County of Genesee, State of New York, and that a Legal Notice, of which the annexed is a printed copy, was duly published in said Newspaper.

PUBLISHED ON: 07/14

Linda Dixon

TOTAL COST: 59.53 AD SPACE: 133 LINE
FILED ON: 07/16/11

Sworn to and subscribed before me the }
18th day of *July*, 2011 }
Rebecca L. Nichols

REBECCA L. NICHOLS
Notary Public, State of N.Y., Genesee Co.
My Commission Expires January 31, 2015

NOTICE OF PUBLIC HEARING
NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law will be held by the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center (the "Agency") on Tuesday, July 26, 2011, at 4:00 p.m. local time, at Batavia City Hall, One Batavia City Centre, Batavia, New York 14020, in connection with the following matter: A Graham Corporation, for itself or on behalf of an entity to be formed (the "Company") has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Agency of fee title to or a leasehold interest in certain property located at 20 Florence Avenue, City of Batavia, Genesee County, New York (the "Land") including any existing improvements thereon (the "Existing Improvements"); (ii) the construction on the Land of an approximately 10,000 square-foot steel building to accommodate the Company's blasting and paint finishing operations (the "Improvements"); and (iii) the acquisition and installation by the Company in and around the Improvements of certain items of equipment, machinery and other tangi-

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Total Postage & Fees	\$	\$5.59	

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City, State, ZIP+4: **Batavia NY 14020**

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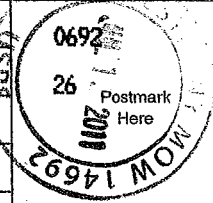
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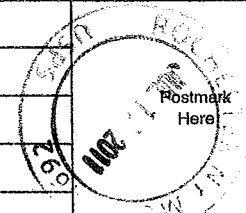
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<p>1. Article Addressed to:</p> <p>Batavia City Manager City Hall One Batavia City Centre Batavia, NY 14020</p>	<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
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Total Postage & Fees	\$	\$5.59	

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<p>1. Article Addressed to:</p> <p style="font-size: 1.2em;">Batavia City Council Attn: Council President City Hall One Batavia City Centre Batavia, NY 14020</p>	<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
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Total Postage & Fees	\$ 5.90		GC/DA 14020 Lib. Recd. Ltr. 7/26

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<p>1. Article Addressed to: Genesee County Manager Genesee Co. Courthouse 7 Main Street Batavia, New York 14020</p>	<p>3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
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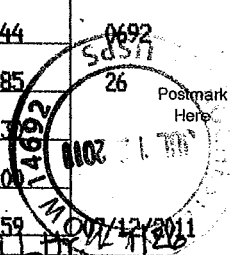
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Restricted Delivery Fee (Endorsement Required)		\$0.00		
Total Postage & Fees	\$	\$5.59		



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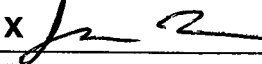
Sent To: **GCIDA - Pub. Hearing Ltr**

Batavia City SD - Superintendent

Street, Apt. No., or PO Box No.: **39 Washington Ave.**

City, State, ZIP+4: **Batavia, NY 14020**

PS Form 3800, August 2006
See Reverse for Instructions

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p><i>X</i> </p> <p>B. Received by (Printed Name) C. Date of Delivery</p> <p>James Lewis 3 2011</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p>Batavia City School Dist. Attn: Superintendent 39 Washington Ave. Batavia, NY 14020</p>	<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail</p> <p><input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise</p> <p><input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>
<p>2. Article Number (Transfer from service label)</p> <p style="text-align: center; font-weight: bold; font-size: large;">7010 2780 0001 5021 3168</p>	<p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>	