

SUPPLEMENTAL RESOLUTION
(Graham Corporation Project)

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Thursday, November 7, 2013.

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

Resolution No. 11/2013-02

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC DEVELOPMENT CENTER (THE "AGENCY") (i) ACKNOWLEDGING THE SUPPLEMENTAL PUBLIC HEARING HELD BY THE AGENCY WITH RESPECT TO THE GRAHAM CORPORATION (THE "COMPANY") AMENDED PROJECT (AS DESCRIBED BELOW), (ii) RATIFYING AND CONFIRMING THE FINDINGS OF THE AGENCY MADE IN THE RESOLUTIONS PREVIOUSLY ADOPTED BY THE AGENCY ON AUGUST 1, 2013, AND SEPTEMBER 5, 2013, AND (iii) IF NECESSARY, AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS

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** (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 industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to resolutions adopted on August 1, 2013 (the "Inducement Resolution") and September 5, 2013 (the "Final Resolution"), the Agency authorized certain Financial Assistance (as defined in the Inducement Resolution) with respect to a certain project (the "Project") to be undertaken by **GRAHAM CORPORATION** (the "Company"), as agent of the Agency, consisting of (i) the acquisition by the Agency of a leasehold interest in certain property located at Harvester Avenue, Howard Street and Florence Streets, in the City of Batavia, Genesee County, New York (being more particularly identified as tax map numbers 84.016-1-38; 84.016-1-39 and 84.016-1-15) (the "Land") and the existing building or buildings located thereon, consisting of the Company's "old plant area" (the "Existing Improvements"), (ii) the renovation of the Existing Improvements to accommodate, among other things, offices and manufacturing space (the "Renovated Space"), (iii) the construction of an approximately 12,439 square-foot bay to enclose the area between two (2) manufacturing bays facing Harvester Avenue (the "Bay Addition"), (iv) the construction of an approximately 3,800 square-foot building on the land at 20 Florence Street to be used for x-ray inspections of welds done during the fabrication process (the "New Building"), and (v) the acquisition and installation by the

Company in and around the Existing Improvements, the Renovated Space, the Bay Addition and the New Building of certain items of equipment and other tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements, the Renovated Space, the Bay Addition and the New Building, the "Facility"); and

WHEREAS, pursuant to Section 859-a of the Act, on Wednesday, August 21, 2013, at 4:00 p.m., local time, at Batavia City Hall, Council Board Room, 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 "Initial Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, following the Initial Public Hearing and the adoption by the Agency of the Final Resolution, the Company informed the Agency that the Project would be amended (as so amended, the "Amended Project") as set forth below:

(i) the acquisition by the Agency of a leasehold interest in certain property located at ~~Harvester Avenue, 4-12~~ Howard Street and ~~20~~ Florence ~~Streets~~ Street, in the City of Batavia, Genesee County, New York ~~(being more particularly identified as tax map numbers 84.016-1-38; 84.016-1-39 and 84.016-1-15)~~ (the "Land") and the existing building or buildings located thereon, consisting of the Company's "old plant area" (the "Existing Improvements"), (ii) the renovation of the Existing Improvements to accommodate, among other things, offices and manufacturing space (the "Renovated Space"), (iii) the construction of an approximately 12,439 square-foot bay to enclose the area between two (2) manufacturing bays facing Harvester Avenue (the "Bay Addition"), (iv) the construction of an approximately 3,800 square-foot building on the land at 20 Florence Street to be used for x-ray inspections of welds done during the fabrication process ~~(the "New Building, and the construction of an~~ approximately 9,000 square-foot material handling building on the Land which will be used to bend and cut plate steel into shapes for product fabrication (collectively, the "New Buildings"), and (v) the acquisition and installation by the Company in and around the Existing Improvements, the Renovated Space, the Bay Addition and the New ~~Building~~ Buildings of certain items of equipment and other tangible personal property (the "Equipment" and, collectively with the Land, the Existing Improvements, the Renovated Space, the Bay Addition and the New ~~Building~~ Buildings, the "Facility").

WHEREAS, pursuant to Section 859-a of the Act, on Tuesday, October 22, 2013, at 4:00 p.m., local time, at Batavia City Hall, Council Board Room, One Batavia City Centre, Batavia, New York 14020, the Agency held a public hearing with respect to the Amended 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 said Public Hearing along with the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions 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 with respect to the Amended Project was held in compliance with the Act, (ii) ratifying and confirming the findings made by the Agency in the Inducement Resolution and Final Resolution adopted, and (iii) if necessary, authorizing the execution and delivery of related documents.

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 Public Hearing held by the Agency on October 22, 2013, concerning the Amended Project and the Financial Assistance to be provided by the Agency to the Company 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 Amended Project.

Section 3. Unless amended by the terms hereof, Agency hereby ratifies, confirms and reaffirms the findings made in the Inducement Resolution and Final Resolution and hereby re-approves the Project, as amended, and the Financial Assistance.

Section 4. 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 5. These Resolutions shall take effect immediately upon adoption.

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>
Charlie Cook	[x]	[]	[]	[]
Wolcott T. Hinchey	[x]	[]	[]	[]
Rochelle Stein	[x]	[]	[]	[]
James L. Vincent	[x]	[]	[]	[]
Paul J. Battaglia	[]	[]	[]	[x]
Mary Ann E. Wiater	[x]	[]	[]	[]
John L. Rizzo	[x]	[]	[]	[]

The resolutions were thereupon duly adopted.