

**FINAL RESOLUTION**  
*(Wellsville Carpet Town, Inc.)*

A regular meeting of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center was convened on Wednesday, July 12, 2006, at 8:00 a.m.

The meeting was called to order by the Chairman, with the following members being:

PRESENT:    John F. Andrews                      James L. Vincent  
                  Stephen H. Carr                                James W. Fulmer  
                  Hollis Upson                                    L. William Benton

ABSENT:     Michael Gerber

ALSO PRESENT:    Russ Gaenzle, Esq. (Special Counsel to IDA)  
                              Sue Cook, VP Finance and Administration

On motion duly made and seconded, the following resolution was placed before the members of the Genesee County Industrial Development Agency d/b/a Genesee County Economic Development Center:

Resolution No. 07/2006 - \_\_\_\_\_

RESOLUTION OF THE GENESEE COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY D/B/A GENESEE COUNTY ECONOMIC  
DEVELOPMENT CENTER AUTHORIZING FINANCIAL  
ASSISTANCE IN EXCESS OF \$100,000 WITH RESPECT TO THE  
WELLSVILLE CARPET TOWN, INC. 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, **WELLSVILLE CARPET TOWN, INC.**, for itself or on behalf of an entity to be formed (the "Company"), has requested 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 an approximately 9-acre unimproved parcel of land located at the intersection of Route 98 and West Saile Drive in Batavia, Genesee County, New York (the "Land"), (ii) the construction and equipping on the Land of an approximately 100,000 square-foot assembly warehouse and distribution center for the Company's "Ashley Homestore" furniture assembly operations (the "Improvements"), and (iii) the acquisition in and around the Improvements of

certain items of equipment and other tangible personal property (the "Equipment," and collectively with the Land and the Improvements, the "Facility"); and

WHEREAS, by resolutions adopted April 12, 2006 and April 27, 2006, the Agency described the Project, authorized a public hearing in compliance with the Act (the "Public Hearing") and approved financial assistance for the Company in an amount not to exceed \$100,000 and the execution and delivery of the lease, leaseback, pilot and related documents and agreements; and

WHEREAS, such Public Hearing was held on July 6, 2006; and

WHEREAS, the Agency desires to adopt a resolution approving financial assistance in excess of \$100,000.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby confirms the determinations and findings made by it in the April 12, 2006 and April 27, 2006 resolutions with respect to the Project.

Section 2. The Agency hereby approves financial assistance for the Project and the Company in excess of \$100,000 and authorizes the filing of the PILOT Agreement with all affected tax jurisdictions.

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.

*[Remainder of Page Intentionally Left Blank]*

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
John F. Andrews	[ x ]	[ ]	[ ]	[ ]
James L. Vincent	[ x ]	[ ]	[ ]	[ ]
Stephen H. Carr	[ x ]	[ ]	[ ]	[ ]
James W. Fulmer	[ x ]	[ ]	[ ]	[ ]
Hollis Upson	[ x ]	[ ]	[ ]	[ ]
Michael Gerber	[ ]	[ ]	[ x ]	[ ]
L. William Benton	[ x ]	[ ]	[ ]	[ ]

The Resolutions were thereupon duly adopted.

*[Remainder of Page Intentionally Left Blank]*