

AUTHORIZING RESOLUTION

At a meeting of the Oneida County Industrial Development Agency, Oneida County, New York (the "Agency"), held at 153 Brooks Road, Rome, New York on the 10th day of March, 2008 the following members of the Agency were:

Present: Ferris Betrus, Natalie Brown, Robert Calli, Michael Fitzgerald (by phone), David Grow

Absent: Michael Valentine

Also Present: Lawrence Adler, Eric Anderson, John Livingston, Sandy Millen, Shawna Papale, Michael H. Stephens

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to acquisition from Ryan Companies US, Inc. ("Ryan") of a leasehold interest in certain land in the Town of New Hartford, County of Oneida, and a 122,790± square foot building being constructed thereon to be occupied by Hartford Fire Insurance Company ("Hartford") (the "Facility"), and the leasing back of the Facility to Ryan.

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE
All

NAY
None

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN INDUSTRIAL DEVELOPMENT FACILITY FOR RYAN AND HARTFORD AND APPROVING THE FORM, SUBSTANCE AND EXECUTION 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 372 of the Laws of 1970 of the State of New York, (collectively, the "Act"), the Agency was created with the authority and power, among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, there was submitted to the Agency a proposal to undertake the providing and leasing of an industrial development facility to Ryan, consisting of the acquisition of a leasehold interest in and the construction and equipping of a 122,790± square foot building located on a parcel of land situate at the New Hartford Business Park, Town of New Hartford,

Oneida County, New York, all for the ultimate occupancy by Hartford, including the following as they related to the construction and equipping of such buildings, whether or not any materials or supplies described below are incorporated into or become an integral part of such building(s): (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with the acquisition, construction and equipping and (ii) purchases, rentals, uses and consumption of supplies, materials and services of every kind and description used in connection with the acquisition, and (iii) all equipment, machinery and other tangible personal property (including installation costs with respect thereto), installed or placed in, upon or under such building (the "Facility") to be leased to the Agency by Ryan pursuant to a certain Prime Lease by and between Ryan and the Agency dated as of _____ (the "Prime Lease"), and leased back to the Company pursuant to a certain Leaseback Agreement by and between Ryan and the Agency, dated as of _____ (the "Leaseback Agreement"); and

WHEREAS, Ryan has requested that the Agency join in the execution of a Mortgage and Security Agreement (the "Mortgage") dated March _____ from the Agency and Ryan to Midfirst Bank (the "Bank") and to subordinate certain rights of the Agency in the Facility to the rights of the Bank pursuant to a certain Subordination, Attornment and Non-Disturbance Agreement dated as of March, 2008 (the "Subordination Agreement") with respect to the Facility in connection with a loan from the Bank to Ryan to finance certain costs of the Facility; and

WHEREAS, Ryan has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transaction contemplated by the lease of the land and the transfer of fee title to the Facility.

NOW THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and
- (b) The Facility constitutes a "project", as such term is defined in the Act; and
- (c) The acquisition of a leasehold interest in and the construction and equipping of the Facility and the leasing back of the Facility to Ryan and the subleasing of the Facility by Ryan to Hartford will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) The acquisition of a leasehold interest in and the construction and equipping of the Facility the leaseback thereof to Ryan and the sublease thereof by Ryan to

Hartford are all reasonably necessary to induce Hartford to maintain and expand their business operations in the State of New York; and

- (e) Based upon representations of Ryan, the Facility conforms with the local zoning laws and planning regulations of Oneida County and all regional and local land use plans for the area in which the Facility is located; and
- (f) The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and
- (g) It is desirable and in the public interest for the Agency to lease and lease back the Facility; and
- (h) The Prime Lease is an effective instrument whereby the Agency acquires a leasehold interest in the Facility; and
- (i) The Leaseback Agreement is an effective instrument whereby the Agency leases the Facility back to Ryan; and
- (j) The Payment in Lieu of Taxes Agreement (the "PILOT Agreement"), dated as of March 2008 or such other date as the Chairman and Agency Counsel shall agree, between Ryan and the Agency, in form satisfactory to the Chairman and Agency Counsel, will be an effective instrument whereby the Agency and Ryan set forth the terms and conditions of their Agreement regarding Ryan's payments in lieu of real property taxes; and
- (k) The Environmental Compliance and Indemnification Agreement (the "Environmental Compliance and Indemnification Agreement") dated as of March 2008 by and among the Agency and Ryan and Hartford will be an effective instrument whereby the Company agrees to comply with all Environmental Laws as defined therein) applicable to the Facility and will indemnify and hold harmless the Agency for all liability under all such Environmental Laws; and
- (l) The Mortgage will be an effective instrument whereby the Agency and Ryan grant the Bank a mortgage and security interest in their respective interests in the collateral described therein; and
- (m) The Subordination Agreement will be an effective instrument whereby the Agency subordinates certain of the Agency's interest in the Facility to the interests of the Bank in the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (i) lease the Facility from Ryan pursuant to the Prime Lease, (ii) lease the Facility back to

Ryan pursuant to the Leaseback Agreement, (iii) execute, deliver and perform the Prime Lease and the Leaseback Agreement, (iv) execute, deliver and perform the PILOT Agreement, (v) execute and deliver the Environmental Compliance and Indemnification Agreement, (vi) grant a mortgage on and security interest in and to the Facility pursuant to the Mortgage, (vii) execute, deliver and perform the Mortgage and (viii) execute, deliver and perform the Subordination Agreement.

Section 3. The form and substance of the Prime Lease, Leaseback Agreement, the Environmental Compliance and Indemnification Agreement, the Mortgage, the Subordination Agreement and the PILOT Agreement (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 4. The Chairman, Vice Chairman or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Prime Lease, the Leaseback Agreement, the PILOT Agreement, the Environmental Compliance and Indemnification Agreement, the Subordination Agreement and the Mortgage, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, or any member of the Agency shall approve, and such other related documents as may be in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (the foregoing specific and related documents hereinafter collectively called the "Agency Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO
HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Oneida
County Industrial Development Agency (the "Agency"), including the resolutions contained
therein, held on March 10, 2008, 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 resolutions 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 public notice of the time and place of said meeting was duly
given to the public and the news media in accordance with the New York Open Meetings Law,
constituting Chapter 511 of the Laws of 1976 of the State of New York, that all members of said
Issuer had due notice of said meeting, that the meeting was in all respects duly held and that a
quorum was maintained throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of March 10, 2008.


Shawna Papale, Secretary