

AGRANA FRUITS US, INC.

**PROJECT OVERVIEW/PUBLIC HEARING RESOLUTION
(3010-13-02A)**

At a special meeting of the Onondaga County Industrial Development Agency (the "Agency") held on February 21, 2013 at 1:00 p.m. at the 333 W. Washington Street, Syracuse, New York, the following members were:

PRESENT:

Donna DeSiato
Dan Queri
Jessica Crawford
Michael Allen
Janice Herzog

ABSENT:

Dale Sweetland
Victor Ianno

ALSO PRESENT:

Mary Beth Primo, Executive Director
Anthony P. Rivizzigno, Esq., Agency Counsel

Upon motion duly made and seconded, the following resolution was duly adopted by the Agency with its members voting as follows:

Aye

Nay

Donna DeSiato
Dan Queri
Jessica Crawford
Michael Allen
Janice Herzog

**RESOLUTION DESCRIBING THE PROJECT AND
AUTHORIZING A PUBLIC HEARING RELATED TO THE
PROPOSED PROJECT FOR AGRANA FRUITS US, INC.**

WHEREAS, the Onondaga County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), Chapter 435 of the 1970 Laws of New York, as amended, constituting Section 895 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities and continuing care retirement communities, among others, for the purpose of promoting, attracting, encouraging and developing recreation, and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York and to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct, improve, maintain, equip or furnish one or more "projects" (as defined in the Act); to sell, convey, mortgage, lease, pledge, exchange or otherwise dispose of said projects; and to issue bonds and provide for the rights of the holders thereof; and

WHEREAS, AGRANA FRUITS US, INC. (the "Company") has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting the Agency consider undertaking a project; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any financial assistance to any project, the Agency, among other things, must hold a public hearing with respect to the Project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The project to which the Agency may provide financial assistance is described as follows (the "Project"): land acquisition, sitework and construction of an approximate 100,000 sq. ft. fruit preparation manufacturing facility in the Town of Lysander, County of Onondaga.

Section 2. The Agency may provide the following financial assistance with respect to the Project, in accordance with the Agency's uniform tax exemption policy: (1) exemption from sales taxes relating to the acquisition, construction and installation of the Project Facility; (2) exemption from real estate taxes (but not including special assessments and special ad valorem levies) relating to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility.

Section 3. The Agency hereby authorizes the Secretary of the Agency (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project, said public hearing to be held in the city, town or village where the Project Facility will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the city, town or village where the Project Facility is to be located, the school district where the Project Facility is to be located and Onondaga County no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to report to the Agency at the next regularly scheduled Agency meeting a fair summary of the views presented at said public hearing.

Section 4. The Chairman, Vice Chairman, Executive Director and/or Secretary of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. This Resolution shall take effect immediately.

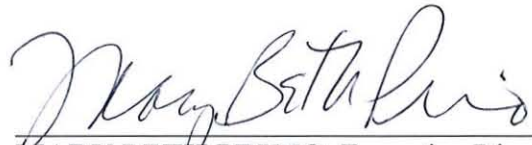
STATE OF NEW YORK)
) ss.:
COUNTY OF ONONDAGA)

I, the undersigned Executive Director of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 21, 2012 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting, (B) said meeting was in all respects duly held, (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law, and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of February, 2013.



MARY BETH PRIMO, Executive Director