RESOLUTION

(Alstom Transportation Inc.)

A special meeting of City of Hornell Industrial Development Agency was convened on Thursday, June 27, 2012.

PRESENT: Samuel Nasca, Chair
George Prete, Vice chairman
Shawn Hogan, CFO, Treasurer
David Parmley, Asst. Treasurer
Joseph Foreman, Secretary

ABSENT: None

ALSO PRESENT: James Griffin, CEO, Executive Director
Wanda White, Administrative Asst.
Andrew Poole, Reporter, Eveining Tribune
John Dagon, Agency Attorney

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

Resolution No. 06/2012 - 001

RESOLUTION AUTHORIZING THE CITY OF HORNELL INDUSTRIAL DEVELOPMENT AGENCY TO AMEND CERTAIN LEASE AGREEMENTS AND A PILOT AGREEMENT TO ALSTOM TRANSPORTATION INC. AND APPROVING THE EXECUTION AND DELIVERY OF A CERTAIN LEASE AMENDMENT AND OMNIBUS AMENDMENT AND RELATED DOCUMENTS IN CONNECTION WITH THE ALSTOM TRANSPORTATION INC./HORNELL FACILITIES LOCATED IN THE CITY OF HORNELL, STEUBEN COUNTY, NEW YORK

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 670 of the Laws of 1974 of the State of New York, as amended (hereinafter collectively called the "Act"), the **CITY OF HORNELL INDUSTRIAL DEVELOPMENT AGENCY** (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 civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, by Lease Agreement dated as of May 14, 1997, by and between the Agency and GEC Alsthom Transportation Inc., (predecessor to the Company), as amended by a First

Amendment to Lease Agreement, dated July 29, 1997, and a Second Amendment to Lease Agreement, dated June 30, 2000 (as so amended, the "Original Lease"), as such Original Lease has been amended and restated in its entirety by a certain Amended and Restated Lease Agreement dated as of September 1, 2003, by and between the Agency and the Company (as so amended and restated, the "Amended and Restated Lease", and together with the Original Lease, the "Lease Agreement"), the Agency leased to the Company certain real property and improvements located in the City of Hornell, Steuben County, New York; and

WHEREAS, the Agency and the Company entered into a certain lease agreement dated as of September 1, 2003 (the "Depot Lease"), pursuant to which the Agency leased to the Company its interest in certain real property located at 111 Loder Street, in the City of Hornell, Steuben County, New York, and the existing improvements located thereon, commonly known as the "Depot Building," together with certain fixtures and equipment thereon (collectively, the "Facility"); and

WHEREAS, in connection with the execution of the Depot Lease, the Company and the Agency entered into a certain Payment In Lieu of Tax Agreement, dated as of September 1, 2003, pursuant to which the Company agreed to make payments in lieu of taxes to the Agency with respect to the Facility for the benefit of Steuben County, the City of Hornell and the Hornell City School District (the "Depot PILOT Agreement"); and

WHEREAS, as the Agency and the Company desire to amend the Lease Agreement pursuant to a certain Amendment to Lease to be dated as of July 1, 2012 (the "Amendment to Lease"), and amend the Depot Lease and the Depot PILOT Agreement, pursuant to a certain Omnibus Amendment to be dated as of July 1, 2012 (the "Omnibus Amendment"), each as part of an overall concession given by the Agency while the Company repositions and pursues its business plan.

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

Section 1. The Chairman, Vice Chairman, Treasurer and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment to Lease Agreement attached hereto as Exhibit A and related documents in the form presented at this meeting with such changes as shall be approved by the Chairman, Vice Chairman, Treasurer and/or the Executive Director upon execution.

Section 2. The Chairman, Vice Chairman, Treasurer and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Omnibus Amendment attached hereto as Exhibit B and related documents in the form presented at this meeting with such changes as shall be approved by the Chairman, Vice Chairman, Treasurer and/or the Executive Director upon execution.

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 5. These Resolutions shall take effect immediately.

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

	Yea	***Nay***	***Abstain***	***Absent***
Samuel Nasca	[x]	[ ]	[ ]	[ ]
George Prete	[x]	[ ]	[ ]	[ ]
Shawn Hogan	[x]	[ ]	[ ]	[ ]
Dave Parmley	[x]	[ ]	[ ]	[ ]
Joseph Foreman	[x]	[ ]	[ ]	[ ]

The Resolution were thereupon duly adopted.

STATE OF NEW YORK)
CITY OF HORNELL) SS:

I, the undersigned Secretary of the City of Hornell Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the City of Hornell Industrial Development Agency (the "Agency"), including the resolution contained therein, held on June 27, 2012, 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 27th day of June, 2012.

Joseph Freeman

Secretary

[SEAL]