

CERTIFICATION

FORT SCHUYLER MANAGEMENT CORPORATION
RESOLUTION NO. 108

The undersigned, being the duly elected and qualifying Secretary of Fort Schuyler Management Corporation ("Corporation"), certifies that the following constitutes a true and correct copy of a resolution adopted by the Board of Directors of the Corporation on April 22, 2014, authorizing the facilities and grant funds in support of SUNY INSET BMIC Hub initiative, as it appears in the records of the Corporation in my possession as of the date I have signed this Certification.

I further certify that, as of the date I have signed this Certification, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

Signed on this 22nd day of April 2014.

Laurie M. Hartman
Secretary

RESOLUTION OF THE BOARD OF DIRECTORS
OF FORT SCHUYLER MANAGEMENT CORPORATION

April 22, 2014

RESOLUTION NO.: 108

FACILITIES AND GRANT FUNDS IN SUPPORT OF SUNY INSET BMIC HUB INITIATIVE

WHEREAS, Fort Schuyler Management Corporation ("Corporation") and the State University of New York College of Nanoscale Science and Engineering ("SUNY CNSE") are developing comprehensive initiatives throughout New York State for research, technology outreach, business development, manufacturing, and education and training hubs; and

WHEREAS, the State University of New York ("SUNY") Board of Trustees has directed SUNY CNSE to be transferred under the administrative authority of and merged with the SUNY Institute of Technology at Utica/Rome to form a combined SUNY institution named the SUNY Institute of Nanoscale Science, Engineering and Technology ("SUNY INSET"); and

WHEREAS, among the statewide initiatives, the Corporation and SUNY INSET are developing a shared pharmaceutical research and development facility known as the Buffalo Medical Innovation and Commercialization Hub ("BMIC Hub") in the Greater Buffalo Area; and

WHEREAS, on March 28, 2014, Governor Andrew Cuomo announced that \$50 million in funding has been approved from the Buffalo Billion Initiative to implement a research and development partnership for the BMIC Hub between SUNY INSET and Albany Molecular Research Inc. ("Project"); and

WHEREAS, in furtherance of Governor Andrew Cuomo's announcement, the Corporation anticipates receiving one or more grants totaling in the aggregate \$50 million ("Grant Funds") from the State of New York through the New York State Urban Development Corporation d/b/a Empire State Development for the acquisition and installation of equipment and for the acquisition and build-out of temporary and permanent facilities at the Jacobs Institute and the Conventus Center for Collaborative Medicine in the Greater Buffalo Area in support of the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION AS FOLLOWS:

SECTION 1: APPROVAL OF CORPORATION LEASE, PURCHASE, OWNERSHIP, CONSTRUCTION AND OPERATION OF PROJECT FACILITIES. The Board hereby authorizes and approves the Corporation leasing, purchasing, owning, constructing and operating temporary and permanent facilities and related infrastructure in the Greater Buffalo Area in support of the Project.

SECTION 2: ACCEPTANCE AND USE OF GRANT FUNDS. The Board hereby authorizes and directs the Corporation to accept and use the Grant Funds received by the Corporation from time to time in furtherance of the purposes of the Corporation, including for the purposes described in Section 1 of this Resolution.

SECTION 3: DOCUMENTS AND CONTRACTS. The Board hereby authorizes, empowers and directs the President of the Corporation to approve, sign, acknowledge and deliver all documents and contracts in

such form, substance, and content, and upon such terms, as may be necessary or appropriate, to implement and carry out the purposes and intents of this Resolution.

SECTION 4: RATIFICATION. The Board hereby approves, confirms and ratifies all acts and transactions of any officers, employees or agents of the Corporation that were taken or made with respect to the Project and Grant Funds.

SECTION 5: EFFECTIVE DATE. This Resolution shall take effect immediately.