

Aceto - Resolution Consenting to Subordination of Lease and Security Interest

A regular meeting of the Nassau County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency at 1550 Franklin Avenue, Suite 235, Mineola, Nassau County, New York, on June 22, 2011, at 5:00 p.m. local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Jeffrey L. Seltzer	Chairman
Louis G. Savinetti	Vice Chairman
Bruce Ungar	Treasurer
Christopher Fusco	Asst. Secretary

ABSENT:

Gary Weiss	Secretary
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THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Joseph J. Kearney	Executive Director
Joseph Foarile	Chief Financial Officer
Colleen Pereira	Administrative Director
Mary Dolan Grippo	Chief Marketing Director
Edward Ambrosino, Esq.	General Counsel Bond/Transaction Counsel
Paul O'Brien, Esq.	General Counsel Bond/Transaction Counsel
Andras Komaromi, Esq.	Bond/Transaction Counsel

The attached resolution no. 2011-16 was offered by B. Ungar, seconded by C. Fusco:

Resolution No. 2011-16

RESOLUTION TAKING OFFICIAL ACTION CONSENTING
TO THE SUBORDINATION OF THE AGENCY'S LEASE
WITH AND SECURITY INTEREST IN CERTAIN PERSONAL
PROPERTY OF ACETO REALTY LLC, AND APPROVING
AND AUTHORIZING THE EXECUTION AND DELIVERY OF
CERTAIN OTHER DOCUMENTS IN CONNECTION
THEREWITH, AND OTHER MATTERS IN CONNECTION
THEREWITH

WHEREAS, the Nassau County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title I of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act"), and Chapter 674 of the 1975 Laws of New York, as amended, constituting Section 922 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 civic, manufacturing, industrial and commercial facilities, among others, for the purpose of promoting, attracting and developing 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, to improve their 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 and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on or about November 25, 2009 Aceto Corporation a corporation incorporated and existing under the laws of the State of New York and authorized to conduct business in the State of New York ("Sublessee") and its wholly owned subsidiary Aceto Realty, LLC ("Company" and collectively with the Sublessee, the "Applicants"), presented an application for financial assistance (the "Application") to the Agency, which Application requested that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) acquisition of an interest in an approximately 3 acre parcel of land located at 4 Tri-Harbor Court, Port Washington, Town of North Hempstead, New York (the "Land"), (2) renovation of an approximately 48,000 square foot building on the Land, together with related improvements on the Land (collectively, the "Building"), and (3) the acquisition and installation therein and thereon of certain furniture, fixtures, machinery and equipment (the "Equipment"), all of the foregoing for use by the Applicants as its global headquarters (collectively, the "Project Facility"); (B) the granting of certain "financial assistance"

(within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions or partial exemptions from sales and use taxes, mortgage recording taxes and real property taxes (but not including special assessments and ad valorem levies) (the "Financial Assistance"); (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other entity as may be designated by the Applicants and agreed upon by the Agency; and (D) the sublease of the Project Facility by the Sublessee or such other entity as may be designated by the Applicants and agreed upon by the Agency; and

WHEREAS, in accordance with Section 859-a of the Act, any approval of the Project is contingent upon, inter alia, a determination by the members of the Agency to proceed with the Project following a determination by the Agency that (i) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project have been satisfied, and (ii) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of SEQRA (as hereinafter defined), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project (collectively, the "Applicable Laws"); and

WHEREAS, on March 11, 2010, pursuant to its Resolution 2010-6 ("Approving Resolution"), the Agency approved the Project and the Financial Assistance and on September 24, 2010 pursuant to its Resolution 2010-13, the Agency approved a Modification of the form of a PILOT Agreement for the Applicant.

WHEREAS, in connection with the Project, the following documents were entered into, among others:

(a) Lease Agreement dated as of October 1, 2010 (the "Lease Agreement") by and between the Agency, as lessor, and the Company, as lessee

(b) Sublease Agreement dated October 1, 2010 (the "Sublease Agreement") by and between the Company, as sublessor and the Sublessee, as sublessee; and

(which documents, together with all other documents, instruments and agreements executed and/or delivered in connection therewith, as all of such documents, instruments and agreements have been amended, modified or supplemented from time to time, are collectively referred to herein as the "Project Documents"); and

WHEREAS, the Applicants requested that the Agency consent to the subordination of the Lease and Agency's security interest in the Company's personal property in connection with a Mortgage proposed to be granted by the Company and the Agency to JPMorgan Chase N.A. (the "Mortgage"); and

WHEREAS, the Applicant will receive financial assistance in the form of exemption from mortgage recording taxes as approved by the Approving resolution.

WHEREAS, no additional "Financial Assistance" (as such quoted term is defined in the Act) is being requested by the Applicants with respect to the transactions contemplated by this Resolution; and

WHEREAS, in connection with the transactions contemplated by this Resolution, it is necessary to provide for the certification of certain facts; and

WHEREAS, the Agency is willing to accommodate such requests, subject to the terms and conditions set forth in this Resolution; and

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

Section 1. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Lease Agreement.

Section 2. The Agency has considered the requests made by the Applicants and hereby finds and determines that the requested consent by the Agency will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Nassau County, New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 3. No additional Financial Assistance is being requested by the Applicants with respect to the transaction contemplated by this Resolution and therefore no public hearing of the Agency is required pursuant to Section 859-a of the Act.

Section 4. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Executive Director and the staff of the Agency with respect to the matters contemplated by this Resolution, including, without limitation, those actions required to ensure full compliance with the requirements of the Act, Article 8 of the Environmental Conservation Law (the "SEQR Act") and the regulations adopted pursuant thereto (the "Regulations" and together with the SEQR Act, collectively, "SEQRA"), and all other Applicable Laws that relate thereto.

Section 5. The Agency hereby determines that the request for consents with respect to a previously approved and unchanged Project is a Type II Action pursuant to SEQRA involving "continuing agency administration" which does not involve "new programs or major reordering of priorities that may affect the environment" (6 NYCRR §617.5(c)(20)) and therefore no Findings or determination of significance are required under SEQRA.

Section 6. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the requested consents.

Section 7. The Authorizations set forth in this Resolution are subject to the condition that the Guarantors enters into a ratification and reaffirmation of the Guaranty and the Environmental

Indemnification Agreement previously provided in connection with the Project, being substantially in the form presented to the Agency at this meeting, which form is hereby authorized and approved.

Section 8. The Chair, Vice Chair and Executive Director of the Agency are each hereby designated an Authorized Representative of the Agency and each of them is hereby authorized and directed, acting individually or jointly, to execute and deliver any and all other consents, papers, instruments, opinions, certificates, tax certificates, tax filings, affidavits and other documents (collectively, the "Consent Documents"), to execute the Mortgage, and to do and cause to be done any and all acts and things necessary or proper for carrying out this Resolution. The execution and delivery of the Consent Documents and the Mortgage by any one of said officers shall be conclusive evidence of due authorization and approval.

Section 9. The authorizations set forth in this Resolution are subject to the condition that the Company shall reimburse the Agency for all costs and expenses incurred by or payable to the Agency in connection with the transactions contemplated herein, including, without limitation, the Agency's consent and amendment fees and all reasonable attorneys' fees and disbursements incurred by the Agency, including, without limitation, the fees and expenses of Special Counsel, Harris Beach PLLC. The Agency agrees to accept the sum of \$1,000 as its consent and amendment fee with respect to the transactions contemplated by this Resolution.

Section 10. All covenants, stipulations, obligations and agreements of the Agency contained in this Resolution and the Consent Documents shall be deemed to be the covenants, stipulations, obligations and agreements of the Agency to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be binding upon any board or body to which any powers or duties affecting such covenants, stipulations, obligations and agreements shall be transferred by or in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred, and duties and liabilities imposed, upon the Agency or the members thereof by the provisions of this Resolution and the Consent Documents shall be exercised or performed by the Agency or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

No covenant, stipulation, obligation or agreement herein contained or contained in any Consent Document shall be deemed to be a covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity and neither the members of the Agency nor any officer executing any Consent Document shall be liable personally thereon or be subject to any personal liability or accountability by reason of the issuance thereof.

Section 11. The Agency hereby authorizes the Chair, Vice Chair and Executive Director of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which are not inconsistent with the intent and substance of this Resolution, such approval to be evidenced by the execution by any one of said officers of the Consent Documents and the Mortgage containing such modifications.

Section 12. The Chair, Vice Chair and Executive Director of the Agency, acting individually or jointly, are hereby authorized and directed to distribute copies of this Resolution to the Company, the Sublessee and such other parties as any such officer may determine.

Section 13. This Resolution 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:

Jeffrey L. Seltzer	VOTING	Aye
Louis G. Savinetti	VOTING	Aye
Gary Weiss	ABSENT	
Bruce Ungar	VOTING	Aye
Christopher Fusco	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

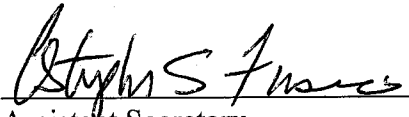
STATE OF NEW YORK)
) SS.:
COUNTY OF NASSAU)

I, the undersigned Assistant Secretary of the Nassau County Industrial Development Agency (the "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 June __, 2011 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters 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 and affixed the seal of the Agency this 27th day of June, 2011.



Assistant Secretary

(SEAL)