

**RESOLUTION AUTHORIZING AMENDMENT TO PURCHASE AND SALE AGREEMENT  
CLINTON INDUSTRIAL DEVELOPMENT ACQUISITION, LLC/  
NORTHSTAR 41 LLC PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the offices of the Agency located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York on July 13, 2015, 2014 at 12:00 o'clock p.m., local time.

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

**PRESENT:**

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Keith Defayette	Treasurer and Chief Financial Officer
Kim Murray	Assistant Secretary
Mark Leta	Member
John VanNatten	Member

**Excused:**

None

**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Paul A. Grasso	Interim Executive Director
Barbara Shute	Recording Secretary
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by John VanNatten, seconded by David Hoover, to wit:

Resolution No. 07-13-02

**RESOLUTION AUTHORIZING THE EXECUTION BY CLINTON INDUSTRIAL DEVELOPMENT ACQUISITION, LLC (THE "COMPANY") OF AN AMENDMENT TO THE PURCHASE AND SALE AGREEMENT IN CONNECTION WITH THE FORMER WYETH/PFIZER CHAZY FACILITY.**

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting 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") and Chapter 225 of the 1971 Laws of New York, as amended, constituting Section 895-f 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 commercial, manufacturing and industrial 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 March 12, 2012, the Agency adopted a resolution approving the formation of Clinton Industrial Development Acquisition, LLC (the “Company”), which Company was formed on March 19, 2012, in connection with the following transaction (the “Transaction”): acceptance of a gift of title to the former Wyeth/Pfizer Chazy facility (constituting approximately 55 acres of land with existing buildings thereon containing approximately 300,000 square feet of space) (hereinafter, the “Project Facility”); and

WHEREAS, on April 15, 2013, the Company and Norstar Private Capital LLC (the “Purchaser”) entered into a purchase and sale agreement in connection with the Transaction (the “Purchase and Sale Agreement”); and

WHEREAS, pursuant to a request dated May 27, 2015, the Purchaser has requested an amendment to the Purchase and Sale Agreement (the “Amendment”), which Amendment will extend the term of the job creation requirement pursuant to Section 17(h) of the Purchase and Sale Agreement by six months; and

WHEREAS, Empire State Development Corporation (“ESDC”) has informed the Agency that ESDC has no objection to the Amendment; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43 B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Amendment; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Amendment in order to make a determination as to whether the Amendment is subject to SEQRA, and it appears that the Amendment constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Amendment, the Agency hereby makes the following determinations:

(A) The Amendment constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Amendment.

(B) That since compliance by the Agency with the Amendment will not result in the Agency providing more than \$100,000 of “financial assistance” (as such quoted term is defined in the Act), Section 859-a of the Act does not require a public hearing to be held with respect to the Amendment.

Section 2. In consequence of the foregoing, the Agency, as the sole member of the Company, and on behalf of the Company, hereby: (A) consents to the Amendment and (B) authorizes the Agency, solely in its capacity as the sole member of the Company and on behalf of the Company, to execute and deliver the Amendment, subject to (a) approval by counsel to the Agency of the form of the Amendment, (b) receipt by the Agency of its administrative fee relating to the Amendment, if any, and all fees and expenses incurred by the Agency with respect to the Amendment, including the fees and expenses incurred by Agency counsel with respect thereto and (c) the following additional conditions: None.

Section 3. Subject to (A) satisfaction of the conditions contained in Section 2 hereof and (B) the execution and delivery of the Amendment by the other parties thereto, each of the Chairman (or Vice Chairman) or Interim Executive Director of the Agency is hereby authorized, solely in its capacity as the sole member of the Company and on behalf of the Company, to execute and deliver on behalf of the Company the Amendment and any related documents contemplated thereby and approved by counsel to the Agency (the “Company Documents”) and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, said Company Documents to be in substantially the forms approved by Counsel to the Agency, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) or Interim Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or Interim Executive Director to constitute conclusive evidence of such approval.

Section 4. 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 execute and deliver all such additional 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 this Resolution.

Section 5. 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:

Trent Trahan	VOTING	YES
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Kim Murray	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of County of Clinton Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 13, 2015 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 contained 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 13th day of July, 2015.

  
\_\_\_\_\_  
Michael E. Zurlo, Secretary

(SEAL)

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

I, the undersigned Secretary of County of Clinton Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 13, 2015 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 contained 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 13th day of July, 2015.

  
Michael E. Zurlo, Secretary

