

**RESOLUTION AUTHORIZING ADMINISTRATIVE SERVICES AGREEMENT**

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 December 14, 2015 at 12:00 o'clock p.m., local time.

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

**PRESENT:**

Trent Trahan	Chairman
David Hoover	Vice Chairman
Michael E. Zurlo	Secretary
Keith Defayette	Treasurer
Kim Murray	Assistant Secretary
Mark Leta	Member

**EXCUSED:**

John VanNatten	Member
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**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Roseanne Murphy	Executive Director
Barbara Shute	Recording Secretary
George W. Cregg, Jr.	Agency Counsel

The following resolution was offered by M. Zurlo, seconded by K. Defayette, to wit:

Resolution No. 12-15-01

**RESOLUTION AUTHORIZING ADMINISTRATIVE SERVICES AGREEMENT BETWEEN THE AGENCY AND THE DEVELOPMENT CORPORATION CLINTON COUNTY, NEW YORK ("TDC").**

WHEREAS, County of Clinton Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of 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 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, The Development Corporation Clinton County, New York (“TDC”), a New York not-for-profit corporation, presently provides provide administrative and project support services to the Agency (and to the Agency’s affiliates, Clinton County Capital Resource Corporation and Clinton Industrial Development Acquisition, LLC) pursuant to an administrative services agreement dated as of January 1, 2009 (the “Agreement”) by and between the Agency and TDC, which Agreement, among other things, provides that (A) TDC will perform administrative and project-related services for the Agency (and the Agency’s affiliates, Clinton County Capital Resource Corporation and Clinton Industrial Development Acquisition, LLC) and the Agency will, in consideration of such services, pay TDC compensation in the form of (1) an annual fixed fee approximating \$80,000 in calendar year 2012 (adjusted up or down 2% in the other years of the term) plus (2) an additional fee in the amount of 10% of the project fees actually collected by the Agency (and the Agency’s affiliates, Clinton County Capital Resource Corporation and Clinton Industrial Development Acquisition, LLC) during the term of the Agreement; (B) TDC will be entitled to additional compensation for extraordinary or unusual projects (such as Pfizer); (C) the term of the Agreement will be extended for 2-year renewal terms, subject to the right of either party to decline to renew on 4 months’ notice; (D) the Agency will be responsible for the payment of the Agency’s third party costs (such as legal and accounting fees of the Agency); and

WHEREAS, TDC has requested that the Agency enter into the following transaction (the “Transaction”): enter into a proposed amendment to the Agreement (the “Amendment”), which Amendment would (A) extend the expiration date of the term of the Agreement to December 31, 2016, (B) amend Section 2(C) of the Agreement (entitled “Lead Contact”) in its entirety in the manner provided in the Amendment, and (C) eliminate Section 3(C) of the Agreement (entitled “Non-Renewal”);

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 Transaction, the Agency hereby determines that the Transaction constitutes a routine administration and management activity that does not include a new program or a major reordering of priorities that may affect the environment, and accordingly constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(20), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under 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 6NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”) with respect to the Transaction.

Section 2. In consequence of the foregoing, the Agency hereby determines that the execution of the Amendment is consistent with obtaining administrative support services for the Agency from TDC and is in the best interests of the Agency at the present time.

Section 3. Subject to approval of the form and substance of the Amendment and any related documents (collectively, the “Transaction Documents”) by Agency counsel, the Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Transaction 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, all in substantially the forms thereof approved by the Chairman (or Vice Chairman) of the Agency and by Agency counsel, the execution thereof by the Chairman (or Vice Chairman) 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 do all acts and things required or provided for by the provisions of the Transaction Documents, and 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 and to cause compliance by the Agency with all of the terms, covenants and provisions of the Transaction Documents binding upon the Agency.

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	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

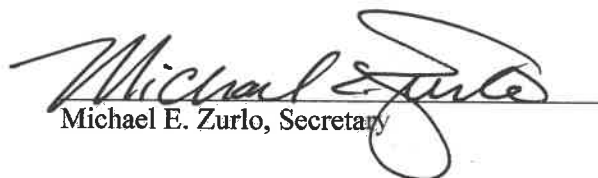
STATE OF NEW YORK )  
 ) SS.:  
 COUNTY OF CLINTON )

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 December 14, 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 14<sup>th</sup> day of December, 2015.



Michael E. Zurlo, Secretary



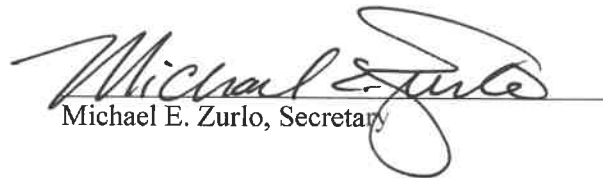
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Michael E. Zurlo, Secretary

(SEAL)