

RESOLUTION AUTHORIZING CREATION OF INCENTIVE FACILITATION ENTITY

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. Murray, to wit:

Resolution No. 12-15-02

RESOLUTION AUTHORIZING CREATION OF AN ENTITY TO FACILITATE THE DELIVERY OF CERTAIN INCENTIVES.

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 manufacturing, warehousing, research, commercial 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, (A) the staff of the Agency has had discussions with representatives of the State University of New York at Plattsburgh (“SUNY Plattsburgh”) respecting the possibility of extending incentives (the “Incentives”) under the Start-Up New York program (the “Program”) to a portion (the “Premises”) of a project located in the Town of Chazy (the “Project”) that the Agency undertook for the benefit of Northstar 41 LLC (the Project Beneficiary”), (B) the staff of SUNY Plattsburgh has indicated to the Agency that, in order to the incentives to the Premises, the Agency or another not-for-profit entity must enter into an affiliation agreement with The State University of New York (“SUNY”), acting on behalf of SUNY Plattsburgh, and (C) staff of SUNY Plattsburgh has furnished to the Agency a draft agreement entitled “Start-Up NY Affiliation Agreement” (the “Affiliation Agreement”), (D) counsel to the Agency has examined the draft Affiliation Agreement and has advised the Agency that execution of said Affiliation Agreement in its present form might would expose the Agency to potential risks, and (E) counsel to the Agency has indicated that said potential risks could be avoided if the Agency created a subsidiary for the purpose of entering into the Affiliation Agreement; and

WHEREAS, in order to protect the Agency from potential liability with respect to the Affiliation Agreement and any other similar agreements, the Agency desires to authorize creation by the Agency of a local development corporation, limited liability company or a similar entity for the purpose of facilitating the acquisition of incentives, grants and similar assistance from other entities with respect to projects undertaken or proposed to be undertaken by the Agency (the “Incentive Entity”);

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

Section 1. In order to protect the Agency from potential liability with respect to the Affiliation Agreement and any further incentives, grants and similar assistance from other entities with respect to projects undertaken or proposed to be undertaken by the Agency, the Agency hereby authorizes the creation by the Agency of the Incentive Entity.

Section 2. The Chairman, Vice Chairman and/or Executive Director of the Agency, with the assistance of Agency Counsel, is hereby authorized to either create the Incentive Entity or to authorize Agency Counsel to create the Incentive Entity.

Section 3. 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)

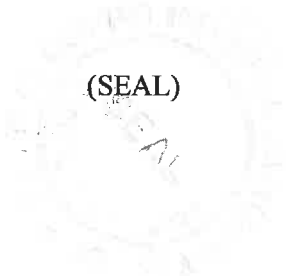
I, the undersigned Secretary of County of Clinton Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on December 14, 2015 with the 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 14th day of December, 2015.


Michael E. Zurlo, Secretary



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

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Michael E. Zurlo, Secretary

(SEAL)