

**RESOLUTION AUTHORIZING RECONVEYANCE
NORTHERN COMFORT CORP. 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 March 31, 2014 at 12:00 o'clock p.m., local time.

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

PRESENT:

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

EXCUSED:

Keith Defayette	Member
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THE FOLLOWING PERSONS WERE ALSO PRESENT:

Erin M. Hynes	Executive Director
Barbara Shute	Recording Secretary
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by D. Hoover, seconded by K. Murray, to wit:

Resolution No. 03-14-03

**RESOLUTION AUTHORIZING RECONVEYANCE OF NORTHERN COMFORT
CORP. PROJECT AND THE EXECUTION OF RELATED DOCUMENTS.**

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 warehousing 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 August 21, 2000 (the “Closing Date”), the Agency undertook the following project (the “Project”) for the benefit of Northern Comfort Corp. (the “Company”): (A) (1) the acquisition of an interest in an approximately six (6) acre parcel of land known as Lot K located on Lawrence Paquette Drive in the Champlain Industrial Park in the Town and Village of Champlain, Clinton County, New York (the “Land”), (B) the construction of an approximately 40,000 square foot building on the Land (the “Facility”) and (C) the acquisition and installation therein and thereon of certain machinery and equipment (the “Equipment”), all of the foregoing to constitute a warehouse and distribution facility (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain other “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from sales taxes, real estate transfer taxes, transfer gains taxes, mortgage recording taxes and real property taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to a lease agreement dated as of August 1, 2000 (the “Lease Agreement”) between the Agency and the Company; and

WHEREAS, in connection with the Project, the Agency and the Company entered into a payment in lieu of tax agreement (the “Payment in Lieu of Tax Agreement”) dated as of August 1, 2000 (the Lease Agreement and the Payment in Lieu of Tax Agreement being collectively referred to as the “Basic Documents”); and

WHEREAS, per the Basic Documents and the correspondence attached hereto as Exhibit A, the Project is being terminated and reconveyed to the Company (the “Reconveyance”); and

WHEREAS, in connection with the Reconveyance, the Agency and the Company will execute certain documents to evidence the Reconveyance dated as of the date of the Reconveyance (collectively, the “Reconveyance Documents”); 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 on the above described Reconveyance; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Reconveyance in order to make a determination as to whether the Reconveyance is subject to SEQRA, and it appears that the Reconveyance 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 Reconveyance, the Agency hereby determines that the Reconveyance 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 Reconveyance.

Section 2. Subject to (A) approval of the form of the Reconveyance Documents by Agency counsel, (B) evidence satisfactory to the Agency that all payments in lieu of taxes, other local fees and assessments relating to the Project Facility and any loans to which the Agency was a party in securing have been paid by the Company and (C) receipt by the Chairperson of the Agency’s administrative fee and counsel fees relating to the Reconveyance, if any, the Agency hereby authorizes the execution by the Agency of the Reconveyance Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized to execute and deliver the Reconveyance Documents to the Company, 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 form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairperson (or Vice Chairperson) shall approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

Section 4. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Reconveyance. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, and counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by 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
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Keith Defayette	VOTING	EXCUSED
Mark Leta	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

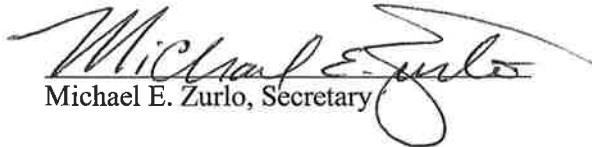
STATE OF NEW YORK)
) SS.:
COUNTY OF CLINTON)

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 March 31, 2014 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 respect 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 given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 31st day of March, 2014.


Michael E. Zurlo, Secretary

(SEAL)

EXHIBIT A
CORRESPONDENCE

- SEE ATTACHED -



March 7, 2014

Mr. Joseph Balinsky
Ballin/Northern Comfort
2825 Brabant-Marineau
Montreal, Quebec
Canada H4S 1R8

Attention: Joseph Balinsky, Chairman

Re: County of Clinton IDA, Northern Comfort Project

Dear Mr. Balinsky:

With respect to the above-captioned project (the "Project"), the payment in lieu of tax agreements dated, August 1, 2000 (the "Payment in Lieu of Tax Agreement") respectively, by and among Northern Comfort Corp. (the "Company"), the County of Clinton Industrial Development Agency (the "Agency"), the County of Clinton (the "County"), the Town of Champlain (the "Town"), the Village of Champlain (the "Village") and Northeastern Clinton School District (the "School District") has terminated and will be re-conveyed back to the Company.

Our counsel, Hodgson Russ LLP, will prepare the necessary documents for these terminations/re-conveyances, and in connection therewith, will engage an abstract company to determine which documents regarding the Project are on record with Clinton County.

At the Agency's April 14, 2014 meeting, the Board will be presented with resolutions authorizing the above terminations/re-conveyances. As per the agreement, the Company is responsible for all CCIDA legal costs and fees related to the Project, including the re-conveyance.

190 Banker Road, Suite 500, Plattsburgh, New York, USA 12901
tel (518) 563-3100 / fax (518) 562-2232 / email ccida@thedevelopcorp.com

J. Balinsky
Re: Reconveyance of Northern Comfort
March 6, 2014
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Please provide me with the contact information for the counsel you may be retaining in connection with the termination/re-conveyance.

If you wish to discuss this further, please contact me at (518) 563-3100 or infoatIDAs@gmail.com



Erin M. Hynes, MPA
Executive Director

CC: George W. Cregg, Jr. Esq., Hodgson Russ, via email
Nadene Zeigler, Esq., Hodgson Russ, via email
Trent Trahan, CCIDA, via email