

**RESOLUTION RELATING TO
EXPIRATION OF PILOT AGREEMENT
ARDAK HOSPITALITY 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 137 Margaret Street in the City of Plattsburgh, Clinton County, New York on December 9, 2019 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	Chairman
David Hoover	Vice Chairman
Michael E. Zurlo	Secretary
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer and Chief Financial Officer
Mark Leta	Member

ABSENT:

John VanNatten	Member
----------------	--------

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Renee McFarlin	Executive Director
Toni Moffat	Executive Assistant
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by D. Hoover, seconded by M. Zurlo, to wit:

Resolution No. 12-19-01

**RESOLUTION RELATING TO EXPIRATION OF PILOT AGREEMENT FOR
ARDAK HOSPITALITY LLC 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, pursuant to a closing on July 7, 2008 (the “Closing”), the Agency entered into a lease agreement dated as of July 1, 2008 (the “Lease Agreement”) with Ardak Hospitality LLC (the “Company”) in connection with a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in certain parcels of land containing approximately 2.66 acres generally located on State Route 3 between Plaza Boulevard and Della Drive in the Town of Plattsburgh, Clinton County, New York (the “Land”), (2) the construction of an approximately 56,325 square foot building on the Land (the “Facility”) and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the “Equipment”) all the foregoing to constitute an approximately 90-room, 5 story hotel (the Land, the Facility and the Equipment being collectively referred to as 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 from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company pursuant to the Lease Agreement; and

WHEREAS, simultaneously with the Closing, certain other documents were entered into including (1) a certain lease to agency dated as of July 1, 2008 (the “Underlying Lease”) by and between the Company, as landlord and the Agency, as tenant pursuant to which the Company leased to the Agency the Land and all improvements now or hereafter located on the Land, (2) a license agreement dated as of July 1, 2008 (the “License to Agency”) by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company granted to the Agency a license to enter upon the balance of the Land for the purpose of undertaking and completing the Project and (3) a payment in lieu of tax agreement dated as of July 1, 2008 (the “PILOT Agreement”) by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility; and

WHEREAS, the PILOT Agreement is scheduled to expire on December 31, 2019; and

WHEREAS, the expiration of the PILOT Agreement will necessitate the execution by the Agency and the Company of certain termination documents (collectively, the “Termination Documents”) to evidence the termination of the Lease Agreement, the Underlying Lease and the License to Agency (collectively, the “Termination”); 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 Termination; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Termination in order to make a determination as to whether the Termination is subject to SEQRA, and it appears that the Termination 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 Termination, the Agency hereby determines that the Termination constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(32), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Termination.

Section 2. Subject to (A) approval of the form of the Termination Documents by Agency counsel, (B) evidence satisfactory to the Agency that all payments in lieu of taxes and other local fees and assessments relating to the Project Facility have been paid by the Company and (C) receipt of counsel fees relating to the Termination, the Agency hereby authorizes the execution by the Agency of the Termination Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman or Vice Chairman of the Agency is hereby authorized to execute and deliver the Termination Documents and any documents related thereto, 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, with such changes, variations, omissions and insertions as the Chairman or Vice Chairman shall approve, the execution thereof by the Chairman or Vice Chairman 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 Termination, 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	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>EXCUSED</u>
Mark Leta	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned (Assistant) 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 November 14, 2016 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 9th day of December, 2019.


(Assistant) Secretary

(SEAL)