

**Minutes of the Meeting of the
Clinton County Capital Resource Corporation
Monday, May 12, 2014**

The meeting was called to order by Trent Trahan, Chairperson, at 1:24 p.m., at the offices of the Clinton County Capital Resource Corporation, 190 Banker Road, Suite 500, Plattsburgh, N.Y.

Members Present: Trent Trahan, Chairperson
David Hoover, Vice Chairperson
Michael Zurlo, Secretary
John VanNatten, Treasurer and CFO
Keith Defayette, Member

Members Excused: Kim Murray, Assistant Secretary
Mark Leta, Member

Others Present: Erin Hynes, Executive Director
George Cregg, Esq., Agency Counsel
Barbara Shute, Recording Secretary

T. Trahan ascertained that there was a *quorum* present.

Public Comment: None

T. Trahan waived the reading of the notice of the meeting published in the *Press-Republican* on October 21, 2013.

Approval of the Minutes

T. Trahan asked if there were any questions regarding the draft minutes of the April 14, 2014 meeting of the Clinton County Capital Resource Corp. There were none. On a motion by M. Zurlo, and seconded by J. VanNatten it was agreed to approve the minutes of the April 14, 2014 meeting.

Bills and Communication: None

Report of the Treasurer: None

Report of the Committees: None

New Business:

1. Reorganization of Certain Committee's Membership and Appoint New Treasurer of CRC

E. Hynes stated that the Agency continues to work with the auditor. Certain issues have come up that can be taken care of immediately, and it's recommended the Agency address them.

During a review by the Auditor of the Board's Conflict of Interest forms and letters he noted that there was a potential conflict with J. VanNatten being the Treasurer and CFO for the Agency and an employee of Agency's bank; even though the CRC has a non-interest bearing account and J. VanNatten has declared this interest in open meetings on several occasions.

Upon G. Cregg's review of certain provisions of Article 18 GML, the CFO/Treasurer cannot be employed by the depository for the CCIDA's account. The Agency is now in the process of rectifying this situation.

In order to rectify this oversight, and in accordance with the By-Laws, the following Committee restructuring is suggested:

Appoint Keith Defayette ("Independent" Member) as CFO/Treasurer.

The following lists the proposed new committee structure.

Old Structure	New Structure
Audit Committee: VanNatten, Chair Defayette, Vice-Chair Trahan, Member Leta, Member	Audit Committee: Defayette, Chair Leta, Vice-Chair Trahan, Member Hoover, Member
Finance Committee: VanNatten Murray Trahan (Chairs not Specified)	Finance Committee: Murray, Chair Defayette, Vice-Chair Trahan, Member

2. Discussion on Public Hearing for Laurentian Aerospace Application

E. Hynes stated that the public hearing took place on May 2, 2014. She noted that there was no opposition to the project and a copy of the transcript was included in the board packet for their review.

Old Business:

E. Hynes stated that the CRC asserts and accepts the County's Negative Declaration of SEQR for the project scope which includes the construction of the hanger, etc. However, the addition of 130 Arizona Avenue, for which this amendment is concerned, a SEQR determination has been made of Non-Significance/Unlisted Action. This determination is based on the Environmental Assessment Form filed with the CRC on April 14, 2014.

Furthermore this determination is based on the CRC's knowledge (per the application and discussions with company representatives) that the structure will be used with no additional disturbances to the property.

Action Items:

1. Vote to Reorganize Certain Committee's Membership and Appoint New Treasurer of CRC

On a motion by J. VanNatten and seconded by M. Zurlo, it was unanimously carried to approve the appointment of Keith Defayette as the new Treasurer and CFO for the CRC. It is also approved to reorganize certain committee's membership as follows: Audit Committee: K. Defayette, Chair, M. Leta, Vice-Chair, T. Trahan, Member and D. Hoover, Member, and the Finance Committee: K. Murray, Chair K. Defayette, Vice-Chair and T. Trahan, Member.

2. Consider Resolution to Update CRC's Treasurer as Signatory for the CRC Bank Accounts thereof

On a motion by J. VanNatten and seconded by D. Hoover, it was unanimously carried to update CCIDA's Treasurer, K. Defayette as Signatory for the CRC Bank Accounts.

3. Vote to Accept Transcript of Public Hearing for the Laurentian Aerospace Application

On a motion by M. Zurlo and seconded by K. Defayette, it was unanimously carried to accept the transcript of the public hearing for the Laurentian Aerospace application amendment.

4. Consider a Resolution to determine SEQR for Laurentian Aerospace

The following resolution was offered by J. VanNatten, seconded by K. Defayette, to wit:

Resolution No. 05-14-03

RESOLUTION (A) ACKNOWLEDGING RECEIPT OF THE DETERMINATION BY CLINTON COUNTY, NEW YORK TO ACT AS LEAD AGENCY FOR THE ENVIRONMENTAL REVIEW OF THE HANGER PROJECT OF A PROJECT FOR THE BENEFIT OF LAURENTIAN AEROSPACE CORPORATION AND ACKNOWLEDGING RECEIPT OF THE NEGATIVE DECLARATION ISSUED WITH RESPECT THERETO, AND (B) DETERMINING THAT ACTION TO UNDERTAKE THE BALANCE OF SUCH PROJECT FOR THE BENEFIT OF LAURENTIAN AEROSPACE CORPORATION WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

WHEREAS, Clinton County Capital Resource Corporation (the "Issuer") was created pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act"). Pursuant to the provisions of the Enabling Act and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the County Legislature of Clinton County, New York (the "County") adopted a resolution on November 10, 2010 (the "Sponsor Resolution") (A) authorizing the incorporation of Clinton County Capital Resource Corporation (the "Issuer") under the Enabling Act and (B) appointing the initial members of the board of directors of the Issuer. In December, 2010, a certificate of incorporation was filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Issuer as a public instrumentality of the County; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, Laurentian Aerospace Corporation (the "Company"), a New York business corporation, has submitted an application (the "Application") to the Issuer, a copy of which Application is on file at the office of the Issuer, which Application requested that the Issuer consider undertaking a project (the

"Project") for the benefit of the Company, said Project to consist of the following: (A) payment, in whole or in part, of the costs of (1) the acquisition of an interest or interests (collectively, the "Hanger Land") in an up to approximately 68.1 acre parcel of land located south of Delaware Street in the Town of Plattsburgh, Clinton County, New York, which Hanger Land constitutes part of the Plattsburgh International Airport (the "Airport"), (2) the construction of an approximately 278,000 square foot building and related improvements on the Hanger Land (collectively, the "Hanger Facility"), (3) the acquisition of an approximately 7.5 acre parcel of land located at 130 Arizona Avenue in the Town of Plattsburgh, Clinton County, New York (the "Office Land", and collectively with the Hanger Land, the "Land"), together with the existing approximately 45,000 square foot building and related improvements located thereon (the "Office Facility", and collectively with the Hanger Facility, the "Facility") and (4) the acquisition and installation thereon and therein of various machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an aircraft maintenance, repair and overhaul facility to be owned by County of Clinton Industrial Development Agency (the "Agency") and operated by the Company; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental costs in connection therewith, in an amount then estimated to be approximately \$200,000,000 and in any event not to exceed \$220,000,000 (the "Obligations"); and (C) paying a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the board of directors of the Issuer on April 14, 2014 (the "Public Hearing Resolution"), the Chief Executive Officer of the Issuer (A) caused notice of a public hearing of the Issuer (the "Public Hearing") pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and, as provided in the Certificate of Incorporation, pursuant to the applicable provisions of Section 859-a and Section 859-b of the General Municipal Law of the State of New York, to hear all persons interested in the Project and the financial assistance being contemplated by the Issuer with respect to the Project, to be published on April 18, 2014 in The Press Republican, a newspaper of general circulation available to the residents of the Town of Plattsburgh, Clinton County, New York, (B) caused notice of the Public Hearing to be posted on April 14, 2014 at the Town of Plattsburgh Town Hall, 151 Banker Road in the Town of Plattsburgh, Clinton County, New York, (C) caused notice of the Public Hearing to be mailed on April 14, 2014 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is (or will be) located, (D) conducted the Public Hearing on May 2, 2014 at 3:00 o'clock p.m., local time at the offices of the Issuer located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report")

which fairly summarized the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the board of directors of the Issuer and to the County Legislature of Clinton County, New York (the "County Legislature"); 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the board of directors of the Issuer on April 14, 2014 (the "Preliminary SEQR Resolution"), the members of the board of directors of the Issuer (A) determined (1) that the Project involves more than one "involved agency", and (2) that, although the Project may constitute an "unlisted action", and accordingly coordinated review and notification of other involved agencies may be optional with respect to the Project, the Issuer wished to investigate the advisability of undertaking a coordinated review with respect to the Project and (B) authorized the Chief Executive Officer of the Issuer to contact all other "involved agencies" for the purpose of ascertaining whether such "involved agencies" were interested in undertaking a coordinated review of the Project and, if so, designating a "lead agency" with respect to the Project (as such quoted terms are defined in SEQRA); and

WHEREAS, the Chief Executive Officer of the Issuer has informed the members of the board of directors of the Issuer that (A) with respect to the portion of the Project constituting the Hanger Land, the Hanger Facility and the portion of the Equipment related thereto (collectively sometimes referred to as the "Hanger Project"), (1) the Chief Executive Officer of the Issuer has indicated that the County of Clinton (the "County"), acting as "lead agency" with respect to SEQRA on the Hanger Project, issued a negative declaration, indicating that the Hanger Project will not have a "significant environmental impact on the environment", and (2) the Chief Executive Officer recommends that the Issuer (a) concur in the determination that the County is the "lead agency" with respect to SEQRA on the Hanger Project and (b) accept the negative declaration issued by the County with respect to the Hanger Project, and (B) with respect to the balance of the Project (collectively sometimes referred to as the "Office Project"), (1) the Chief Executive Officer of the Issuer has indicated that (a) the Company has prepared and submitted to the Issuer an environmental assessment form (the "EAF") with respect to the Office Project and (b) the Office Project does not appear to constitute a "Type I Action" (as said quoted term is defined in the Regulations), and therefore coordinated review and notification is optional with respect to the actions contemplated by the Issuer with respect to the Office Project;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF CLINTON COUNTY CAPITAL RESOURCE CORPORATION, AS FOLLOWS:

Section 1. With respect to the Hanger Project, the Issuer hereby (1) concurs in the determination that the County of Clinton (the "County") is the "lead agency" with respect to SEQRA on the Hanger Project,

and (2) acknowledges receipt of a negative declaration from the County dated March 23, 2007 (the "Negative Declaration"), in which the County determined that the Hanger Project will not have a "significant environmental impact on the environment" and accordingly that an environmental impact statement is not required to be prepared with respect to the Hanger Project (as such quoted terms are defined in SEQRA).

Section 2. With respect to Office Project, the Issuer has received copies of, and has reviewed, the Application, the EAF and other materials submitted to the Issuer by the Company with respect thereto (collectively, the "Remaining Reviewed Documents") and, based upon said Remaining Reviewed Documents and the representations made by the Company to the Issuer at this meeting, and based further upon the Issuer's knowledge of the area surrounding the Project Facility and such further investigation of the Office Project and its environmental effects as the Issuer has deemed appropriate, the Issuer makes the following findings and determinations with respect to the Office Project:

- A. The Office Project consists of the following: (1) the acquisition of the Office Land and the Office Facility and (2) the acquisition and installation of the portion of the Equipment related thereto.
- B. The only potential impacts on the environment noted in the EAF or otherwise known to the Issuer, and the Issuer's evaluation of the potential significance of same, are as follows: None. No other potentially significant impacts on the environment are noted in the EAF, and none are known to the Issuer.

Section 3. Based upon the foregoing investigation of the potential environmental impacts of the Office Project and considering both the magnitude and importance of each environmental impact therein indicated, the Issuer makes the following findings and determinations with respect to the Office Project:

- A. The Office Project constitutes an "Unlisted Action" (as said quoted term is defined in the Regulations) and therefore coordinated review and notification of other involved agencies is strictly optional. The Issuer hereby determines not to undertake a coordinated review of the Office Project, and therefore will not seek lead agency status with respect to the Office Project;
- B. The Office Project will result in no major impacts and, therefore, is one which will not cause significant damage to the environment. Therefore, the Issuer hereby determines that the Office Project will not have a significant effect on the environment, and the Issuer will not require the preparation of an environmental impact statement with respect to the Office Project; and
- C. As a consequence of the foregoing, the Issuer has decided to prepare a negative declaration with respect to the Office Project.

Section 4. The Chief Executive Officer of the Issuer is hereby directed to prepare a negative declaration with respect to the Office Project, said negative declaration to be substantially in the form and to the effect of the negative declaration attached hereto, and to cause copies of said negative declaration to be (A) filed in the main office of the Issuer and (B) distributed to the Company.

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>
John VanNatten	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>EXCUSED</u>
Keith Defayette	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>EXCUSED</u>

The foregoing Resolution was thereupon declared duly adopted.

5. Consider a Resolution regarding the issuance of bonds for the
Laurentian Aerospace Project

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

Resolution No. 05-14-04

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY CLINTON COUNTY CAPITAL RESOURCE CORPORATION OF ITS SPECIAL FACILITY REVENUE BONDS (LAURENTIAN AEROSPACE CORPORATION PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$220,000,000 AND THE EXECUTION OF RELATED DOCUMENTS.

WHEREAS, pursuant to Section 1411 of the Not-For-Profit Corporation Law of the State of New York, as amended (the "Enabling Act") and Revenue Ruling 57-187 and Private Letter Ruling 200936012, the County Legislature of Clinton County, New York (the "County") adopted a resolution on November 10, 2010 (the "Sponsor Resolution") (A) authorizing the incorporation of Clinton County Capital Resource Corporation (the "Issuer") under the Enabling Act and (B) appointing the initial members of the board of directors of the Issuer, who serve at the pleasure of the County Legislature of the County; and

WHEREAS, in December, 2010, a certificate of incorporation was filed with the New York Secretary of State's Office (the "Certificate of Incorporation") creating the Issuer as a public instrumentality of the County; and

WHEREAS, the Issuer is authorized and empowered by the provisions of the Enabling Act to relieve and reduce unemployment, promote and provide for additional and maximum employment, better and maintain job opportunities, and lessen the burdens of government and act in the public interest, and in carrying out the aforesaid purposes and in exercising the powers conferred in the Enabling Act, the Enabling Act declares that the Issuer will be performing essential governmental functions; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Enabling Act to acquire real and personal property; to borrow money and issue negotiable bonds, notes and other obligations therefore; to lease, sell, mortgage or otherwise dispose of or encumber any of its real or personal property upon such terms as it may determine; and otherwise to carry out its corporate purposes in the territory in which the operations of the Issuer are principally to be conducted; and

WHEREAS, in April, 2014, Laurentian Aerospace Corporation (the "Company"), a New York business corporation, presented an application (the "Application") to the Issuer, which Application requested that the Issuer consider undertaking a project (the "Project") for the benefit of the Company, said Project to consist of the following: (A) payment, in whole or in part, of the costs of (1) the acquisition of an interest or interests (collectively, the "Hanger Land") in an up to approximately 68.1 acre parcel of land located south of Delaware Street in the Town of Plattsburgh, Clinton County, New York, which Hanger Land constitutes part of the Plattsburgh International Airport (the "Airport"), (2) the construction of an approximately 278,000 square foot building and related improvements on the Hanger Land (collectively, the "Hanger Facility"), (3) the acquisition of an approximately 7.5 acre parcel of land located at 130 Arizona Avenue in the Town of Plattsburgh, Clinton County, New York (the "Office Land", and collectively with the Hanger Land, the "Land"), together with the existing approximately 45,000 square foot building and related improvements located thereon (the "Office Facility", and collectively with the Hanger Facility, the "Facility") and (4) the acquisition and installation thereon and therein of various machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute an aircraft maintenance, repair and overhaul facility to be owned by County of Clinton Industrial Development Agency (the "Agency") and operated by the Company; (B) the financing of all or a portion of the costs of the foregoing by the issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount sufficient to pay all or a portion of the cost of undertaking the Project, together with necessary incidental costs in connection therewith, presently estimated to not exceed \$200,000,000 and in any event not to exceed \$220,000,000 (the "Obligations"); (C) the payment of a portion of the costs incidental to the issuance of the Obligations, including issuance costs of the Obligations and any reserve funds as may be necessary to secure the Obligations; and (D) the making of a loan (the "Loan") of the proceeds of the Obligations to the Company or such other person as may be designated by the Company and agreed upon by the Issuer; and

WHEREAS, pursuant to the authorization contained in a resolution adopted by the members of the board of directors of the Issuer on April 14, 2014 (the "Public Hearing Resolution"), the Chief Executive Officer of the Issuer (A) caused notice of a public hearing of the Issuer (the "Public Hearing") pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code") and, as provided in the Certificate of Incorporation, pursuant to the applicable provisions of Section 859-a and Section 859-b of the General Municipal Law of the State of New York, to hear all persons interested in the Project and the financial assistance being contemplated by the Issuer with respect to the Project, to be published on April 18, 2014 in The Press Republican, a newspaper of general circulation available to the residents of the Town of Plattsburgh, Clinton County, New York, (B) caused notice of the Public Hearing to be posted on April 14, 2014 at the Town of Plattsburgh Town Hall, 151 Banker Road in the Town of Plattsburgh, Clinton County, New York, (C) caused notice of the Public Hearing to be mailed on April 14, 2014 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is (or will be) located, (D) conducted the Public Hearing on May 2, 2014 at 3:00 o'clock p.m., local time at the offices of the Issuer located at 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York, and (E) prepared a report of the Public Hearing (the "Public Hearing Report") which fairly summarized the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the board of directors of the Issuer and to the County Legislature of Clinton County, New York (the "County Legislature"); 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 6NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the board of directors of the Issuer on May 12, 2014 (the "SEQR Resolution"), the Issuer (A) with respect to the hanger building portion of the Project (the "Hanger Project"), (1) concurred in the determination that the County of Clinton (the "County") is the "lead agency" with respect to SEQRA on the Hanger Project, and (2) acknowledged receipt of a negative declaration from the County dated March 23, 2007 (the "Negative Declaration"), in which the County determined that the Hanger Project will not have a "significant environmental impact on the environment" and accordingly that an environmental impact statement is not required to be prepared with respect to the Hanger Project (as such quoted terms are defined in SEQRA), and (B) with respect to the balance of the Project, being the office building portion of the Project (the "Office Project"), determined that the Office Project constitutes an "Unlisted action" which will not have a "significant environmental impact on the environment" and accordingly that an environmental impact statement is not required to be prepared with respect to the Office Project (as such quoted term is defined under SEQRA); and

WHEREAS, the Issuer now desires to authorize issuance of its Special Facility Revenue Bonds (Laurentian Aerospace Corporation Project) in the maximum aggregate principal amount of not to exceed \$220,000,000 (the "Bonds")

for the purpose of financing a portion of the costs of the Project under this resolution (the "Bond Resolution"), one or more certificates of determination (each, a "Certificate of Determination") executed by an authorized officer of the Issuer and a trust indenture (the "Indenture") by and between the Issuer and a corporate trustee selected by the Company, as trustee (the "Trustee") for the holders of the Bonds; and

WHEREAS, prior to or simultaneously with the issuance of the Bonds, the Issuer and the Company will execute and deliver a loan agreement (the "Loan Agreement") by and between the Issuer, as lender, and the Company, as borrower, pursuant to the terms of which Loan Agreement (A) the Issuer will agree (1) to issue the Bonds, and (2) to make the Loan to the Company of the proceeds of the Bonds for the purpose of assisting in financing the Project, and (B) in consideration of the Loan, the Company will agree (1) to cause the Project to be undertaken and completed, (2) to use the proceeds of the Loan disbursed under the Indenture to pay (or reimburse the Company for the payment of) the costs of the Project, and (3) to make payments sufficient in amount to pay when due all amounts due with respect to the Bonds (the "Loan Payments") to or upon the order of the Issuer in repayment of the Loan, which Loan Payments shall include amounts equal to the Debt Service Payments due on the Bonds; and

WHEREAS, pursuant to the terms of the Indenture, the net proceeds of the sale of the Bonds (the "Bond Proceeds") will be deposited into various trust funds held by the Trustee under the Indenture and will be disbursed by the Trustee from time to time to pay the costs of the Project, but only upon satisfaction of the requirements for making such disbursements set forth in the Indenture and in the Loan Agreement; and

WHEREAS, as security for the Bonds, the Issuer will execute and deliver to the Trustee a pledge and assignment (the "Pledge and Assignment") from the Issuer to the Trustee, and acknowledged by the Company, which Pledge and Assignment will assign to the Trustee certain of the Issuer's rights under the Loan Agreement; and

WHEREAS, pursuant to the Pledge and Assignment, basic Loan Payments made by the Company under the Loan Agreement are to be paid directly to the Trustee; and

WHEREAS, the Bonds will be further secured and marketed as provided in the Certificate(s) of Determination; and

WHEREAS, in connection with the marketing of some or all of the series of the Bonds, (A) the Issuer may enter into (or accept) one or more agreements with one or more entities chosen by the Company to locate the initial and/or subsequent purchasers of the Bonds, each of which entities may either act as agent to market the Bonds or may act as an underwriter to guarantee the marketing of the Bonds (each such entity being hereinafter referred to as a "Bond Marketer"); (B) the Issuer may enter into one or more bond purchase agreements (each, a "Bond Purchase Agreement") by and among the related initial purchaser(s) of the Bonds, the Issuer and the Company,

(C) the Company may provide indemnification to the Issuer and the related initial purchaser(s) of the Bonds relating to the issuance and sale of the related Bonds pursuant to one or more letters of representation (each, a "Letter of Representation") by and among the Company, the Issuer and the related initial purchaser(s) of the Bonds, (D) the related Bond Marketer may utilize a preliminary official statement or other preliminary offering document (the "Preliminary Offering Document") and a final official statement or other preliminary final document (the "Final Offering Document") in connection with the initial and/or subsequent offering of some or all of the Bonds, and (E) the related Bond Marketer may also obtain a rating of some or all of the Bonds from one or more securities rating agencies (each such rating agency that provides a rating of the Bonds, a "Rating Agency"); and

WHEREAS, to assure compliance with the continuing disclosure requirements imposed by the Securities and Exchange Commission, the Company may execute and deliver to the Trustee and the related Bond Marketer one or more continuing disclosure agreements (each, a "Continuing Disclosure Agreement") relating to some or all of the Bonds; and

WHEREAS, some or all of the Bonds may be issued as "book-entry-only" obligations to be held by The Depository Trust Company, as depository (the "Depository") for such Bonds, and, to comply with the requirements of the Depository, the Issuer and the Trustee will execute and deliver to the Depository a letter of representations (the "Depository Letter") relating to such Bonds; and

WHEREAS, with respect to any portion of the Bonds intended to be issued as federally tax-exempt obligations (the "Tax-Exempt Bonds"), interest on Tax-Exempt Bonds will not be excludable from gross income for federal income tax purposes unless: (A) pursuant to Section 147(f) of the Code and the regulations of the United States Treasury Department thereunder (the "Treasury Regulations"), the issuance of such Tax-Exempt Bonds is approved by the County Legislature after the Issuer has held a public hearing on the nature and location of the Project Facility and the issuance of the Obligations as required by Section 147(f) of the Code; (B) pursuant to Section 145(a) of the Code, at least ninety-five percent (95%) of the net proceeds of such portion of the Bonds must be used to provide an "exempt facility", within the meaning of Section 142 of the Code; and (C) if any portion of the Tax-Exempt Bonds is subject to the requirements of Section 146 of the Code, there is allocated to such portion of the Tax-Exempt Bonds a portion of the private activity bond volume cap of the State of New York sufficient to equal the face amount of such portion of the Tax-Exempt Bonds; and

WHEREAS, to demonstrate compliance with the provisions of the Code relating to the issuance of tax-exempt obligations, (A) the Issuer will (1) execute one or more arbitrage certificates dated the date of delivery of the related Tax-Exempt Bonds (each, an "Arbitrage Certificate") relating to certain requirements set forth in Section 148 of the Code relating to such Tax-Exempt Bonds, (2) execute a completed Internal Revenue Service Form 8038 (Information Return for Private Activity Bonds) relating to such Tax-Exempt Bonds (each, an "Information Return") pursuant to Section 149(e) of the Code,

and (3) file the Information Return(s) with the Internal Revenue Service, (B) the Company will execute one or more tax regulatory agreements dated the date of delivery of the related Tax-Exempt Bonds (each, a "Tax Regulatory Agreement") relating to the requirements in Sections 142 and 146 through 150 of the Code applicable to such Tax-Exempt Bonds and (C) either the Bond Marketer or the initial purchasers of the related Tax-Exempt Bonds will execute a letter (each, an "Issue Price Letter") confirming the issue price of such Tax-Exempt Bonds for purposes of Section 148 of the Code; and

WHEREAS, the Issuer now desires to (A) authorize the issuance of the Bonds for the purpose of financing a portion of the costs of the Project; (B) authorize the circulation of any Preliminary Offering Document and any Final Offering Document in connection with the marketing of any or all of the Bonds; (C) delegate to the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer (the "Authorizing Officer") authority to deem as final any Preliminary Offering Document and any Final Offering Document to be used by any Bond Marketer in connection with the marketing of any or all of the Bonds; (D) delegate to the Authorizing Officer authority to determine the final details of any of the Bonds (the "Bond Details") once the marketing of such Bonds is completed and the Company has agreed to the Bond Details, which Bond Details so determined may include but not be limited to the following: (1) the aggregate principal amount of Bonds to be issued; (2) the number of series thereof; and (3) for each series of the Bonds (each, a "Series"), (a) the authorized principal amount of such Series, (b) whether such Series shall include subseries of such Series (each, a "Subseries"), (c) the designation of such Series and any Subseries, (d) the purpose or purposes for which such Series is being issued, which shall be limited to (i) payment of the costs of the Project, (ii) payment of the costs of issuance of such Series, (iii) making a deposit to a debt service reserve fund securing such Series, if any, (iv) funding or refunding of any prior debt incurred with respect to the Project, which may include interest thereon, (v) funding or refunding of other debt of the Issuer, which may include interest thereon, all or a portion of the proceeds of which were applied to making a loan to the Company, and (vi) exchanging bonds of such Series for bonds, notes or other evidences of indebtedness of the Company or of the Issuer issued on behalf of the Company, (e) whether a debt service reserve fund is established securing such Series, the debt service reserve fund requirement relating to same, the terms and conditions for such debt service reserve fund and the terms and conditions upon which a reserve fund facility may be used to fund all or a portion of the debt service reserve fund, (f) the date or dates, the maturity date or dates and principal amounts of each maturity of the bonds of such Series and/or Subseries, the amount and date of each sinking fund installment, if any, and which bonds of such Series and/or Subseries are serial bonds or term bonds, if any, and the record date or record dates of the bonds of such Series and/or Subseries, (g) the interest rate or rates of the bonds of such Series and/or Subseries, the date from which interest on the bonds of such Series and/or Subseries shall accrue, the dates on which interest on the bonds of such Series and/or Subseries shall be payable,

(h) the denomination or denominations of and the manner of numbering and lettering the bonds of such Series and/or Subseries, (i) the trustee, bond registrar and paying agent or paying agents for such Series and/or Subseries and the place or places of payment of the principal, sinking fund installments, if any, or redemption price of and interest on the bonds of such Series and/or Subseries, (j) the redemption price or purchase in lieu of redemption price or redemption prices or purchase in lieu of redemption prices, if any, and the redemption or purchase in lieu of redemption terms, if any, for the bonds of such Series and/or Subseries, (k) provisions for the sale or exchange of the bonds of such Series and/or Subseries and for the delivery thereof, (l) the form of the bonds of such Series and/or Subseries and the form of the trustee's certificate of authentication thereon, and whether any bonds of such Series and/or Subseries are to be issued as book entry bonds and the depository therefor, (m) if bonds of such Series and/or Subseries are to be exchanged for bonds, notes or other evidence of indebtedness of the Company or the Issuer, the provisions regarding such exchange, (n) directions for the application of the proceeds of the bonds of such Series and/or Subseries, (o) the trustee for such Series and/or Subseries, and (p) any other provisions deemed advisable by the Authorizing Officer not in conflict with the provisions of this Bond Resolution; and (D) authorize execution and delivery by the Issuer of various documents relating to the issuance of the Bonds, including but not limited to the hereinafter defined Issuer Documents;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE BOARD OF DIRECTORS OF CLINTON COUNTY CAPITAL RESOURCE CORPORATION AS FOLLOWS:

Section 1. The Issuer hereby finds and determines that:

(A) By virtue of the Certificate of Incorporation and the Enabling Act, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Enabling Act and to exercise all powers granted to it under the Enabling Act; and

(B) The financing of the Project Facility with the proceeds of the Loan to the Company will relieve and reduce unemployment, promote and provide for additional and maximum employment and better and maintain job opportunities, and thereby lessen the burdens of government; and

(C) It is desirable and in the public interest for the Issuer to issue and sell its Bonds upon the terms and conditions determined by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer once the marketing of the Bonds is completed and the Company has agreed to the Bond Details.

Section 2. In consequence of the foregoing, the Issuer hereby determines to: (A) authorize the use of, and authorize the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer the authority to determine the form and substance of, and deem final, any Preliminary Offering Document and any Final Offering Document to be used by any Bond Marketer in connection with the initial offering and/or any subsequent offering of any of the Bonds,

(B) authorize the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer the authority to (1) execute and deliver on behalf of the Issuer any Bond Purchase Agreement related to any of the Bonds and (2) determine, on behalf of the Issuer, from time to time the Bond Details relating to the Bonds; (C) issue the Bonds from time to time on the terms and conditions set forth in the Indenture, the related Certificate of Determination and any Bond Purchase Agreement related to such Bonds, (D) sell any or all of the Bonds to the initial and/or subsequent purchasers thereof pursuant to the terms set forth in the Indenture, the related Certificate of Determination and any related Bond Purchase Agreement, (E) use the proceeds of the Bonds to make the Loan to the Company for the purpose of financing a portion of the costs of issuance of the Bonds and a portion of the costs of the Project, (F) secure the Bonds by assigning to the Trustee pursuant to the Pledge and Assignment certain of the Issuer's rights under the Loan Agreement, including the right to collect and receive certain amounts payable thereunder, (G) execute from time to time the Arbitrage Certificate(s) and the Information Return(s) with respect to the Bonds, and (H) file the Information Return(s) with the IRS.

Section 3. The Issuer hereby delegates to the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer the power to approve, on behalf of the Issuer, the form and substance of the Loan Agreement, the Indenture, the Bonds, the Pledge and Assignment, the Bond Purchase Agreement(s), the Preliminary Offering Document(s), the Final Offering Document(s), the Arbitrage Certificate(s), the Information Return(s), the Depository Letter(s) and any documents necessary and incidental thereto including, but not limited to, any documents authorized by any Certificate of Determination and approved by counsel to the Issuer (hereinafter collectively called the "Issuer Documents").

Section 4. Subject to receipt by the Issuer of a resolution adopted from the County Legislature indicating that the County Legislature has approved the issuance of the Bonds pursuant to, and solely for the purposes of, Section 147(f) of the Code, the Issuer is hereby authorized to issue, execute, sell and deliver to the Trustee for authentication its Bonds in the aggregate principal amount of not to exceed \$220,000,000 or so much thereof as may, in the Certificate(s) of Determination, be determined to be necessary to finance the Costs of the Project, in the form and in the amount and containing the other provisions determined by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer in the Certificate(s) of Determination, and upon authentication thereof the Trustee is hereby authorized to deliver said Bonds to the purchasers thereof against receipt of the purchase price thereof, all pursuant to the Enabling Act and in accordance with the provisions of the Indenture, this Bond Resolution, the Certificate(s) of Determination and the Bond Purchase Agreement(s), provided that:

(A) The Bonds authorized to be issued, executed, sold and delivered pursuant to this Section 4 shall (1) be issued, executed and delivered at such time as the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer shall determine, and (2) be in such amount or amounts (not to exceed \$220,000,000), bear interest at the rate or rates, be issued in such form,

be subject to redemption prior to maturity and have such other terms and provisions and be issued in such manner and on such conditions as are set forth in the Bonds, the Indenture and the Certificate(s) of Determination, which terms are specifically incorporated herein by reference with the same force and effect as if fully set forth in this Bond Resolution.

(B) The Bonds shall be issued solely for the purpose of providing funds to finance (1) the costs of making the Loan for the purpose of financing a portion of the costs of the Project as described in the Issuer Documents, and (2) all or a portion of the administrative, legal, financial and other expenses of the Issuer in connection with the Loan and the Project and incidental to the issuance of the Bonds, including but not limited to any reserve funds relating to the Bonds approved by the Certificate(s) of Determination.

(C) Neither the member, directors nor officers of the Issuer, nor any person executing the Bonds or any of the Financing Documents (as hereinafter defined) on behalf of the Issuer, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof. The Bonds and the interest thereon are not and shall never be a debt of the State of New York, or Clinton County, New York or any political subdivision thereof (other than the Issuer), and neither the State of New York, or Clinton County, New York nor any political subdivision thereof (other than the Issuer) shall be liable thereon.

(D) The Bonds, together with interest payable thereon, shall be special obligations of the Issuer payable solely from certain of the revenues and receipts derived from the repayment of the Loan or from the enforcement of the security provided by the Financing Documents (as hereinafter defined) and the other security pledged to the payment thereof.

(E) Notwithstanding any other provision of this Bond Resolution, the Issuer covenants that it will make no use of the proceeds of the Bonds or of any other funds of the Issuer (other than the Issuer's administrative fees) which, if said use had been reasonably expected on the date of issuance of the Bonds, would have caused any of the Bonds to be an "arbitrage bond" within the meaning of Section 148 of the Code.

Section 5. (A) Upon receipt of advice from counsel to the Issuer that a Preliminary Offering Document or a Final Offering Document is in substantially final form, the Issuer hereby delegates to the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer the authority to (1) deem such Preliminary Offering Document or Final Offering Document final (except for the permitted omissions described in paragraph (b)(1) of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended) by executing a certificate to that effect, (2) authorize a Bond Marketer to circulate such Preliminary Offering Document or Final Offering Document

and (3) execute and deliver any other documents or agreements requested by a Bond Marketer in connection with the circulation of such Preliminary Offering Document or Final Offering Document by such Bond Marketer.

(B) Upon receipt of advice from counsel to the Issuer that the Issuer has received from a Bond Marketer the results of the initial marketing or subsequent remarketing of the Bonds or any Series or Subseries of the Bonds and has received from the Company evidence that the Company has accepted the results of the initial marketing or subsequent remarketing of such Bonds or Series or Subseries of the Bonds, the Issuer hereby delegates to the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer the authority to (1) execute and deliver the related Bond Purchase Agreement on behalf of the Issuer and (2) determine, on behalf of the Issuer, the Bond Details of the related Bonds.

(C) The Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the Issuer Documents and the other documents related thereto (collectively with the Issuer Documents, the "Financing Documents"), and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the forms thereof approved by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer, with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer shall approve, the execution thereof by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer to constitute conclusive evidence of such approval.

(D) The Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer is hereby further authorized, on behalf of the Issuer, to designate any additional Authorized Representatives of the Issuer (as defined in and pursuant to the Loan Agreement).

(E) The Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer is hereby further authorized to execute any documentation requested by a Bond Marketer and approved by counsel to the Issuer to indicate the Issuer's approval of any Preliminary Offering Document and/or any Final Offering Document.

Section 6. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Financing 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 Bond Resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Financing Documents binding upon the Issuer.

Section 7. All action taken by the Chairperson, Vice Chairperson or Chief Executive Officer of the Issuer in connection with Section 5 of this Bond Resolution (if any) prior to the date of this Bond Resolution is hereby ratified and confirmed.

Section 8. This Bond Resolution shall expire if the Bonds are not issued and sold by the Issuer within one (1) year from the date of adoption of this Bond Resolution.

Section 9. This Bond Resolution shall take effect immediately and the Bonds are hereby ordered to be issued in accordance with this Bond Resolution.

The question of the adoption of the foregoing Bond 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>
John VanNatten	VOTING	<u>YES</u>
Kim Murray	VOTING	<u>EXCUSED</u>
Keith Defayette	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>EXCUSED</u>

The foregoing Bond Resolution was thereupon declared duly adopted.

There being no further matters for consideration the meeting was adjourned at 1:36 p.m.



Trent Trahan, Chairperson