

**RESOLUTION APPROVING SALE OF PROPERTY  
CLINTON INDUSTRIAL DEVELOPMENT ACQUISITION, 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 190 Banker Road, Suite 500 in the Town of Plattsburgh, Clinton County, New York on April 15, 2013 at 12:00 o'clock p.m., local time.

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

**PRESENT:**

Trent Trahan	Chairperson
Michael E. Zurlo	Secretary
John VanNatten	Assistant Secretary
William Bingel	Treasurer
David Hoover	Member
Mark Leta	Member

**Excused:**

Dennis R. Doyle	Vice Chairperson
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**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

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

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

Resolution No. 04-13-01

**RESOLUTION AUTHORIZING EXECUTION BY CLINTON INDUSTRIAL DEVELOPMENT ACQUISITION, LLC (THE "COMPANY") OF A PROPOSED AGREEMENT RELATED TO THE DISPOSITION BY THE COMPANY OF THE FORMER WYETH/PFIZER CHAZY FACILITY**

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, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on March 12, 2012, the Agency adopted a resolution approving the formation of Clinton Industrial Development Acquisition, LLC (the "Company") in connection with the following transaction (the "Transaction"): acceptance of a gift of title to the former Wyeth/Pfizer Chazy facility (constituting approximately 55 acres of land with existing buildings thereon containing approximately 300,000 square feet of space) (hereinafter, the "Project Facility"); 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"), on March 12, 2012, the Agency adopted a further resolution (A) determining that the Transaction constitutes an "Unlisted Action" (as said quoted term is defined in SEQRA), (B) further determining that the Transaction will not have a significant effect on the environment, and, accordingly, that the Agency will not require the preparation of an environmental impact statement with respect to the Transaction, and (C) determining to prepare a negative declaration with respect to the Transaction; and

WHEREAS, by further resolution adopted on March 12, 2012, the Agency determined, as sole member of the Company, to authorize the Company to (A) enter into the Transaction, (B) execute and deliver documents evidencing the Transaction, including without limitation, purchase agreements, releases, certifications and such other documents as may be required by the seller of the Project Facility (collectively, the "Acquisition Documents") and (C) enter into a Grant Disbursement Agreement with New York State Urban Development Corporation, d/b/a Empire State Development Corporation ("ESDC"), pursuant to which the Company received grant of up to a \$1.2 million from ESDC (the "Grant Disbursement Agreement" and, together with the Acquisition Documents, collectively, the "Transaction Documents"); and

WHEREAS, the Agency has further (A) entered into a straight lease transaction with the Company effecting a complete real estate tax exemption for the Project Facility, commencing in September, 2013, and (B) entered into a settlement agreement with the tax jurisdictions affected by such real estate tax exemption (the "Affected Tax Jurisdictions") respecting certain tax certiorari actions commenced by prior owners of the Facility, effectively cancelling all tax liability of the Company with respect to taxes due with respect to the Project Facility prior to September, 2013; and

WHEREAS, given the fact that (A) the Company acquired the Project Facility for a purchase price of \$1.00, and (B) both ESDC and the Agency desire to get the Project Facility back in private sector hands as soon as reasonably possible, the Agency (with ESDC's informal concurrence) proposes to authorize the Company to undertake the following disposition of the Project Facility (the "Disposition"): to dispose of the Project Facility in a negotiated sale to a suitable end user to be identified by the Company in the future (with concurrence by ESDC and the Agency); and

WHEREAS, pursuant to Section 2897(6)(d)(ii) of the New York State Public Authorities Law (“PAL”), prior to the disposal of property by negotiation at a price below the fair market value of such property, the Company must give a written explanation of the circumstances involving the disposal of property by negotiation at a price below the fair market value of such property not less than 90 days prior to the date of such disposal by negotiation (an “Explanatory Statement”); and

WHEREAS, by further resolution adopted on November 12, 2012 (the “Disposition Notice Resolution”), the Agency determined, as sole member of the Company, to authorize the Company to sign on behalf of the Agency, in its capacity of sole member of the Company, an Explanatory Statement describing the proposed Disposition and to authorize the Company to send such Explanatory Statement to the entities required under PAL Section 2897(6)(c)(ii);

WHEREAS, the Company has now received a proposed purchase agreement (the “Purchase Agreement”) from Norstar Private Capital LLC (the “Purchaser”), pursuant to which the Purchaser has proposed to acquire the Project Facility from the Company under terms which comply with the Explanatory Statement filed by the Company; and

WHEREAS, by letter dated April 15, 2013, ESDC has approved the terms of the proposed Purchase Agreement;

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

Section 1. The Agency hereby finds and determines as follows:

(A) The Project Facility was formerly used as a medical research and administrative complex and includes an approximately 343,717 square foot main complex and approximately 42,343 square feet of auxiliary/support buildings located on an approximately 55.80 acre site in the Town of Chazy, Clinton County, New York. The Facility has been vacant since 2010. The Facility has private water and sewage treatment facilities and is served by natural gas. It is adjacent to the William H. Miner Agricultural Research Institute, which is dedicated to agricultural research and education.

(B) The Project Facility was purchased by the Company for nominal consideration (\$1.00) in 2012 in order to prevent the Project Facility from falling into the hands of a liquidation entity which would have scrapped anything of value in the Project Facility and thus destroyed any potential for future job creation at the Project Facility.

(C) Pursuant to the terms of the Grant Disbursement Agreement, the terms of any disposition of the Facility by the Company must be approved by ESDC

(D) The Agency has received a summary appraisal report dated October 30, 2012 with respect to the Project Facility (the “Appraisal”) prepared by Conti Appraisal & Consulting, LLC, Glenmont, New York, which Appraisal valued the Project Facility at \$15 million.

(E) The Agency finds that (1) the Purchaser is a suitable end user of the Project Facility, (2) in the Purchase Agreement, the Purchaser has agreed to create (or cause to be created) at least 21 full time equivalent jobs at the Project Facility and to further cause these jobs to be maintained at the Project Facility for at least one year,

(3) in the Purchase Agreement, the Purchaser has agreed not to demolish the Project facility, or sell the Project Facility for its scrap value, for a period of three years, and (4) in the Purchase Agreement, the Purchaser has agreed to pay payments in lieu of taxes ("PILOT Payments") with respect to the Project Facility, said PILOT Payments in the first year to equal 50% of normal taxes with respect to the Project Facility, said percentage to increase by 5% each year thereafter until it reaches 100%.

(F) As provided in the Explanatory Statement, the purpose of the Disposition is to, at a minimum, get the Project Facility back into private hands as soon as reasonably possible, thus resulting in increased tax revenues to the Affected Tax Jurisdictions.

(G) The Agency hereby finds that the proposed sale to the Purchaser pursuant to the Purchase Agreement will get the Project Facility back into private hands as soon as reasonably possible, thus resulting in increased tax revenues to the Affected Tax Jurisdictions.

(H) The purpose of the proposed sale to the Purchaser pursuant to the Purchase Agreement is within the purpose, mission and governing statutes of the Agency, and thus is exempted from public advertising for bids pursuant to PAL Section 2897(6)(c)(v) and from obtaining fair market value pursuant to PAL Section 2897(7)(a)(ii).

(I) ESDC has indicated that ESDC has approved the terms of the Purchase Agreement.

(J) Pursuant to PAL Section 2897(6)(c)(v), the Project Facility may be disposed of by negotiation and without public advertising for bids.

(K) Pursuant to PAL Section 2897(7)(a)(ii), the Project Facility may be disposed of for less than fair market value.

(L) The Agency has considered the above-described information, and hereby determines that there is, at the present time, no reasonable alternative to the proposed sale to the Purchaser pursuant to the Purchase Agreement that would achieve the same purpose of such transfer.

Section 2. In consequence of the foregoing, the Agency, as the sole member of the Company, and on behalf of the Company, hereby: (A) authorizes the Company to dispose of the Project Facility to the Purchaser pursuant to the terms of the Purchase Agreement; and (B) authorizes the Agency, solely in its capacity as the sole member of the Company and on behalf of the Company, to execute and deliver the Purchase Agreement.

Section 3. Each of the Chairperson (or Vice Chairperson) or Executive Director of the Agency is hereby authorized, solely in its capacity as the sole member of the Company and on behalf of the Company, to execute and deliver on behalf of the Company the Purchase Agreement and any related documents contemplated thereby and approved by counsel to the Agency (the "Company 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, said Purchase Agreement to be in substantially the form thereof presented to this meeting and said other Company Documents to be in in substantially the forms approved by Counsel to the Agency, with such changes, variations, omissions and insertions as the Chairperson (or Vice Chairperson) or Executive Director shall approve, the execution thereof by the Chairperson (or Vice Chairperson) or Executive Director 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 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.

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
Dennis R. Doyle	VOTING	Excused
Michael E. Zurlo	VOTING	YES
John VanNatten	VOTING	YES
William Bingel	VOTING	YES
David Hoover	VOTING	YES
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 April 15, 2013, 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 15th day of April, 2013.

  
Michael E. Zurlo, Secretary

(SEAL)