

RESOLUTION AUTHORIZING RELEASE OF CERTAIN LANDS  
MARBLE RIVER, LLC

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 June 10, 2013 at 12:00 o'clock p.m., local time.

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

PRESENT:

Trent Trahan	Chairman
Dennis R. Doyle	Vice Chairman
Michael E. Zurlo	Secretary
John VanNatten	Assistant Secretary
David Hoover	Member

Excused:

William Bingel	Treasurer
Mark Leta	Member

AGENCY STAFF PRESENT:

Erin M. Hynes	Executive Director
Nadene E. Zeigler, Esq.	Agency Counsel
Barbara Shute	Recording Secretary

The following resolution was offered by John VanNatten, seconded by Dave Hoover, to wit:

Resolution No. 6-13-01

RESOLUTION CONSENTING TO AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS WITH RESPECT TO THE RELEASE OF CERTAIN PARCELS OF LAND FROM THE LEASE AGREEMENT AND OTHER DOCUMENTS IN CONNECTION WITH THE MARBLE RIVER, LLC PROJECT.

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 August 12, 2011 (the "Closing"), the Agency entered into a lease agreement dated as of August 1, 2011 (the "Lease Agreement"), by and between the Agency and Marble River, LLC (the "Company") in connection with a project (the "Project") consisting of the following(A) (i) the acquisition of an interest in various parcels of land scattered amongst approximately 11,500 acres located in the Towns of Ellenburg and Clinton, Clinton County, New York (collectively, the "Land"), (ii) the acquisition and installation on the Land of approximately seventy four (74) 3.0 mega watt series wind turbine generators, 0.2-acre crane pad and foundation for each tower site, a 4.2-acre substation, a 1.1-acre collection station and a 5.0-acre operations and maintenance building (collectively, the "Facility"), (iii) the construction of associated maximum 20-foot-wide permanent access roads and electrical interconnect infrastructure (collectively, the "Infrastructure") and (iv) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment"), all the foregoing to constitute a wind energy facility (the Land, the Facility, the Infrastructure 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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement (A) the Company executed and delivered to the Agency a certain lease to agency dated as of August 1, 2011 (the "Lease to Agency") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"), (B) the Company and the Agency executed and delivered (1) a payment in lieu of tax agreement dated as of August 1, 2011 (the "Payment in Lieu of Tax 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, (2) a mortgage dated as of August 1, 2011 (the "PILOT Mortgage") from the Company and the Agency to the County Treasurer for the benefit of the Affected Tax Jurisdictions and (3) a capacity royalty agreement dated as of August 1, 2011 (the "Capacity Royalty Agreement") by and among the Company, the Agency, the County Treasurer of Clinton County, the Towns, the Northern Adirondack Central School District and the Chateaugay Central School District (collectively, the "School District") and Clinton County, New York (the "County"), (C) the Agency filed with the assessor and mailed to the chief executive officer of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the "Real Property Tax Exemption Form") related to the Project Facility and the Payment in Lieu of Tax Agreement, (D) the Agency executed and delivered to the Company a sales tax exemption letter (the "Sales Tax Exemption Letter") which ensured the granting of the sales tax exemption which formed a part of the Financial Assistance and (E) the Agency filed with the New York State Department of Taxation and Finance the form entitled "IDA Appointment of Project Operator or Agent for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the

Act) (the "Thirty-Day Sales Tax Report") (collectively with the Lease Agreement, the "Basic Documents"); and

WHEREAS, on May 17, 2013, the Company requested (the "Request"), which Request is attached hereto as Exhibit A, (A) that certain properties be released from the Basic Documents pursuant to Section 9.3 of the Lease Agreement and Section 29(A) of the Pilot Mortgage (collectively, the Released Parcels") and (B) to possibly amend the Basic Documents to reflect property interest references in one of the parcels of land;

WHEREAS, in connection with the Released Parcels, the Company has requested the Agency to enter into (A) certain documentation with respect to the Released Parcels (collectively, the "Released Documents") and (B) certain amendments to the Basic Documents to reflect the proper interests (collectively, the "Amended 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"), it appears that the Request is not an "Action" under SEQRA and therefore is not subject to a SEQRA review by the Agency;

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 Request, the Agency hereby determines that the Agency's execution and delivery of the Released Documents and Amended Documents 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 Transaction.

Section 2. Subject to (A) review of the Released Documents and Amended Documents by the Chairman of the Agency, (B) approval of the Released Documents and Amended Documents by counsel to the Agency, (C) if needed; evidence satisfactory to the Agency that all taxes, payments in lieu of taxes and other local fees and assessments relating to the Project, if any, have been paid; and (D) the payment by the Company of all fees and expenses of the Agency and Agency counsel in connection with the Request, the Agency hereby (a) consents to the Release of the Released Parcels from the Lease Agreement and the other Basic Documents and the amendment to the Basic Documents and (b) determines to enter into the Released Documents and the Amended Documents to reflect the Request and hereby authorizes the execution by the Agency of the Released Documents and the Amended Documents to reflect the Request.

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 Released Documents and the Amended Documents to reflect the Request, 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 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 officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the

provisions of the Request, 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 the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Request.

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	YES
Michael E. Zurlo	VOTING	YES
John VanNatten	VOTING	YES
William Bingel	EXCUSED	_____
David Hoover	VOTING	YES
Mark Leta	EXCUSED	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned, Secretary of the County of Clinton Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 10, 2013, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and insofar 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 public 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 10th day of June, 2013.

  
Michael E. Zurlo, Secretary

{S E A L}

EXHIBIT A  
REQUEST



MARBLE RIVER  
WIND FARM

11 Marble River Way  
Churubusco, NY 12923

518.497.0033 phone  
518.497.0001 fax

*A wind farm owned by Marble River, LLC*

May 17, 2013

***VIA CERTIFIED MAIL RETURN RECEIPT REQUESTED***

Erin M. Hynes, Executive Director  
County of Clinton Industrial Development Agency  
190 Banker Road, Suite 500,  
Plattsburgh, NY 12901

George W. Cregg, Jr.  
Hodgson Russ LLP  
677 Broadway, Suite 301  
Albany, New York 12207

Re: County of Clinton Industrial Development Agency  
Marble River, LLC Project (the "Project")  
Release of certain properties as unnecessary

Ladies and Gentlemen:

Pursuant to Section 9.3 of the Lease Agreement and Section 29(A) of the PILOT Mortgage, Marble River, LLC (the "Company") has determined that certain properties included in the County of Clinton Industrial Development Agency (the "Agency") Project and in which the Agency has acquired a leasehold interest as well as a collateral interest, are unnecessary for the Project. A table listing the parcels, the parcel owners and associated tax parcel identification numbers, the nature of the Company's interest in such parcels, and the reasons for releasing the parcels, is set forth below:

EDP Renewables North America LLC

Corporate Headquarters 808 Travis Street, Suite 700, Houston, TX 77002 T: 713.265.0350 F: 713.265.0365

[www.edpr.com](http://www.edpr.com)





MARBLE RIVER  
WIND FARM

174 State Route 189  
Churubusco, NY 12923

518.497.0033 phone  
518.497.0001 fax

*A wind farm owned by Marble River, LLC.*

The Company will be recording lease and easement terminations to effect the release of the listed property interests shortly. It will then follow up with the Agency and its counsel to prepare, execute, and record instruments to terminate the Agency's leasehold interest in the parcels. In the case of the Nichols parcel, it may also be necessary to amend the existing Project documents to include proper reference to the new Company interest in that parcel. Thank you in advance for your cooperation and assistance relative to execution of those instruments.

Sincerely,

MARBLE RIVER, LLC

William Whitlock, Eastern Vice President

EDP Renewables North America LLC

www.edpr.com

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 WIND FARM

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 518.497.0001 fax

A wind farm owned by Marble River, LLC

LANDOWNER	AGREEMENT	TOWN	SBL	REASON FOR RELEASE
Padula, Dominic & Janice	Lease	Clinton	38.-1-16	Unnecessary for the Project. V112 layout had this parcel used for power collection but landowners asked that it be rerouted, so the Company did not use the parcel.
Lesniak, Lou & Victoria	Lease	Clinton	22.-1-10	Unnecessary for the Project. Was going to be used for a truck turnaround but the Company was able to reroute.
Stumpf, Carol	Lease	Clinton	23.-1-22.211	Unnecessary for the Project. This parcel is not needed for the location of any Project improvements, access, or setback.
Fortin, Daniel & Patricia	Lease	Clinton	52.-1-16.1	This parcel was only needed for a setback. The Fortins transferred the property via two separate deeds without prior notification to the Company. The Company will now terminate the Fortin Lease and enter into a Setback Waiver with Nichols, who purchased the portion of the parcel needed for the Project.
Wilkins, William	Lease	Clinton	24.-1-1.12	Unnecessary for the Project. Final location of Project improvements eliminated the need for this parcel
Crown Atlantic Co. LLC	Easement	Clinton	52.-1-16.2	Unnecessary for the Project. Was going to be used for collection line but the location of that line was rerouted
Matthews, Gertrude	Easement	Clinton	39.-1-1	Unnecessary for the Project. Final location of Project improvements eliminated the need for this parcel
Scaggs, Danny	Easement	Clinton	68.-1-4.2	Unnecessary for the Project. Was going to be used for collection line but the location of that line was rerouted. Termination has been recorded

EDP Renewables North America LLC

www.edpr.com

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