

**CONFLICT DISCLOSURE RESOLUTION
BULL RUN ENERGY 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 August 8, 2016 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
Keith Defayette	Treasurer
Kim Murray	Assistant Secretary
Mark Leta	Member
John VanNatten	Member

EXCUSED:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Paul A. Grasso, Jr.	Interim Executive Director
Barbara Shute	Executive Assistant
George W. Cregg, Jr., Esq.	Agency Counsel

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

Resolution No. 08-16-02

RESOLUTION (A) ACCEPTING A DISCLOSURE LETTER OF AGENCY COUNSEL AND (B) WAIVING CERTAIN POTENTIAL CONFLICTS OF INTEREST IN CONNECTION WITH THE BULL RUN ENERGY 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 manufacturing, warehousing, research, commercial and industrial 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, Bull Run Energy LLC, a Delaware limited liability company (the “Company”), has submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in various parcels of land scattered amongst approximately 30,000 acres located in the Towns of Clinton, Ellenburg, Altona and Mooers, Clinton County, New York (collectively, the “Land”), (2) the acquisition and installation on the Land of approximately one hundred fifty (150) 25 mega watt series wind turbine generators (collectively, the “Facility”), (3) the construction of associated access roads, electrical interconnect infrastructure, meteorological towers and operation and maintenance building (collectively, the “Infrastructure”) and (4) 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 (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, Counsel to the Agency, Hodgson Russ LLP (“Hodgson Russ”), has been informed that Hodgson Russ represents the Company and certain affiliates of the Company (collectively referred to as the “Company”) in connection with certain specific zoning and construction matters unrelated to the Project; and

WHEREAS, for purposes of satisfying the requirement contained in Section 858(8)(b) of the Act, Hodgson Russ desires to deliver written disclosure to the Agency (the “Agency Counsel Disclosure Letter”) that Hodgson Russ (A) is acting as Agency Counsel to the Agency and (B) is counsel to the Company in matters unrelated to the Project; and

WHEREAS, attached hereto as Exhibit A are forms of the Agency Counsel Disclosure Letter for review by the Agency;

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

Section 1. The Agency hereby (A) accepts the Agency Counsel Disclosure Letter attached hereto as Exhibit A, and (B) acknowledges the Agency has no objection to Hodgson Russ (1) acting as Counsel to the Agency in connection with the Project and (2) being counsel to the Company in certain specific zoning and construction matters unrelated to the Project.

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 August 8, 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 8th day of August, 2016.


Michael E. Zurlo, Secretary

(SEAL)

EXHIBIT A

AGENCY COUNSEL DISCLOSURE LETTER

- SEE ATTACHED -

August __, 2016

Eric Miller
Bull Run Energy LLC
One South Wacker Drive, Suite 1800
Chicago, IL 60606

Re: County of Clinton Industrial Development Agency;
Bull Run Energy LLC Project

Dear Mr. Miller:

Hodgson Russ LLP (“Hodgson Russ”) has been asked by the County of Clinton Industrial Development Agency (the “Agency”) to represent it in connection with the wind farm project involving Bull Run Energy LLC, Invenergy LLC and affiliates (collectively, the “Company”) located in Towns of Clinton, Ellenburg, Altona and Mooers in Clinton County, New York.

As you know, Hodgson Russ represents the Company with respect to specific zoning and construction matters. Hodgson Russ, however, has not provided any counsel to the Company with regard to the above matter involving the Agency. It is our understanding that you have retained separate counsel in this regard.

Since the proposed representation by Hodgson Russ of the Agency does not directly involve any of the issues that have arisen or may arise in connection with our relationship with the Company, we request that the Company, by signing below, waive any potential conflict and agree that Hodgson Russ may represent the Agency with respect to the above matter. In the event of litigation between the Agency and the Company, our firm will not represent either the Agency or the Company.

Should you have any questions or wish to discuss this matter in further detail, please do not hesitate to contact me.

Sincerely,

Daniel A. Spitzer

AGREED AND ACCEPTED THIS
___ day of August, 2016.

BULL RUN ENERGY LLC

By: _____
Authorized Officer

cc: Nadene E. Zeigler, Esq. (via e-mail)

August __, 2016

County of Clinton Industrial Development Agency
190 Banker Road, Suite 500
Plattsburgh, New York 12901
Attention: Trent Trahan, Chairperson

Re: Proposed representation of County of Clinton Industrial Development Agency
Bull Run Energy LLC Project
Consent and Waiver of any Potential Conflict

Dear Chairperson Trahan:

Hodgson Russ LLP (“Hodgson Russ”) has been asked by County of Clinton Industrial Development Agency (the “Agency”), which is a longstanding client of Hodgson Russ, to represent it in connection with the project involving Bull Run Energy LLC, Invenergy LLC and affiliates (collectively, the “Company”).

Hodgson Russ is currently representing, and will continue to represent the Company in connection with certain zoning and construction matters unrelated to the Agency project involving the Company. Hodgson Russ, however, has not provided any counsel to the Company with regard to the above matter involving the Agency. It is our understanding that the Company has retained separate counsel in this regard.

Since the proposed representation by Hodgson Russ of the Agency does not directly involve any of the issues that have arisen or may arise in connection with our relationship with the Company, we request that the Agency, by signing below, waive any potential conflict and agree that Hodgson Russ may represent the Agency, as Agency counsel, with respect to the above matter. In the event of litigation between the Agency and the Company, Hodgson Russ will not represent either the Agency or the Company. In addition, by signing below, the Agency will not use the fact of this representation as a basis for seeking to disqualify our firm from representing either the Agency or the Company on unrelated future matters.

If this letter confirms your understanding, please sign a copy of this letter and forward it to my attention. Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely,

Nadene E. Zeigler

Accepted and agreed to:

COUNTY OF CLINTON INDUSTRIAL
DEVELOPMENT AGENCY

By: _____
(Vice) Chairperson