

**RESOLUTION AUTHORIZING CERTAIN CONVEYANCES  
CLINTON COUNTY MUNICIPAL LEASING CORP.  
CORRECTIONAL FACILITY PROJECT**

A special meeting of the Board of Directors of Clinton County Municipal Leasing Corp. (the "Corporation") was convened in public session at the offices of County of Clinton Industrial Development Agency (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 President and, upon roll being called, the following members of the Corporation 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.	Counsel

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

Resolution No. 08-16-05

**RESOLUTION AUTHORIZING CERTAIN CONVEYANCES AND AUTHORIZING THE EXECUTION AND DELIVERY BY CLINTON COUNTY MUNICIPAL LEASING CORP. OF SAME IN CONNECTION WITH THE CLINTON COUNTY MUNICIPAL LEASING CORP. - CORRECTIONAL FACILITY PROJECT.**

WHEREAS, Clinton County Municipal Leasing Corp. (the "Corporation") is a not-for profit corporation organized and existing under the laws of the State of New York (the "State"); and

WHEREAS, on or about August 26, 1987 (the "Closing Date"), certificates of participation (the "Certificates") in the aggregate principal amount of \$6,900,000 representing the direct and proportionate interests of the registered owners (the "Owners") thereof in lease payments (together with a purchase option payment described in the hereinafter defined Trust & Disbursing Agreement, the "Lease Payments") to be made by Clinton County, New York, (the "Lessee"), pursuant to an agreement of lease dated as of August 1, 1987 (the "Lease Agreement") by and between the Lessee, as tenant, and Clinton County Municipal Leasing Corp., as landlord (the "Corporation"),

as rental for a parcel of land located in the Town of Plattsburgh, New York (the “Land”), the improvements to be located thereon constituting a correctional facility (the “Facility”) and certain machinery and equipment (the “Equipment”) to be located therein (the Land, the Facility and the Equipment are hereinafter collectively referred to as the “Project Facility”), were executed and delivered pursuant to a trust and disbursing agreement dated as of August 1, 1987 (the “Trust and Disbursing Agreement”) by and between the Corporation and Key Trust Company, as trustee (the “Trustee”) in connection with a project (the “Project”) consisting of (A) the acquisition of the Land pursuant to the terms of an agreement of lease dated as of August 1, 1987 (the “Ground Lease”) by and between the Agency, as landlord and the Corporation, as tenant, (B) the construction of the Facility thereon and the acquisition and installation of the Equipment therein, and (C) the financing of the cost of the foregoing. Pursuant to a development agreement dated as of August 1, 1987 (the “Development Agreement”) by and between the Corporation and Murnane Associates Incorporated (the “Developer”) the Corporation engaged the Developer to acquire, construct and equip the Project Facility and appointed the Developer its agent to perform its responsibilities under the Lease Agreement. Proceeds of the sale of the Certificates were disbursed by the Trustee to the Developer, as agent of the Corporation, pursuant to the Trust and Disbursing Agreement to pay the cost of the Project. Pursuant to an assignment agreement from the Corporation to the Trustee dated as of August 1, 1987 (the “Assignment Agreement”), the Corporation assigned to the Trustee, for the benefit of the Owners, (A) its rights in and to the Lease Agreement (and the Option Agreement [as defined in the Trust & Disbursing Agreement]) including its right to receive Lease Payments thereunder, (B) its rights in and to the Ground Lease and (C) its rights in and to the Project Facility; and

WHEREAS, by various correspondences, attached hereto as Exhibit A, the Agency has been requested (collectively, the “Request”) to (A) convey to Marvin and Yvonne Bordeau (the “Bordeaus”) an approximate 0.683 acre parcel of the Land pursuant to a deed to the Bordeaus (the “Deed”) and (B) (1) accept an emergency access easement from the Bordeaus pursuant to a grant of emergency access easement from the Bordeaus to the Agency and Clinton County and (2) grant a water line utility easement to the Bordeaus pursuant to a water line utility easement agreement from the Agency and Clinton County to the Bordeaus (collectively, the “Easement” and with the Deed being collectively referred to as the “Conveyance Documents”); and

WHEREAS, as the Corporation is the “beneficial owner” of the Project Facility, the Corporation will also be a part to the Conveyance Documents;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF CLINTON COUNTY MUNICIPAL LEASING CORP. AS FOLLOWS:

Section 1. Subject to (A) review of the Conveyance Documents by the President of the Corporation, (B) approval of the final Conveyance Documents by counsel to the Corporation, (C) evidence satisfactory to the Corporation that all taxes, payments in lieu of taxes and other local fees and assessments relating to the Project, if any, have been paid, the Corporation hereby (a) consents to the Request and (b) determines to enter into the Conveyance Documents and hereby authorizes the execution by the Corporation of the Conveyance Documents.

Section 2. Subject to the satisfaction of the conditions described in Section 4 hereof, the President (or Vice President) of the Corporation is hereby authorized to execute and deliver the Conveyance Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Corporation is hereby authorized to affix the seal of the Corporation 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

President (or Vice President) shall approve, the execution thereof by the President (or Vice President) to constitute conclusive evidence of such approval.

Section 3. The officers, employees and agents of the Corporation are hereby authorized and directed for and in the name and on behalf of the Corporation 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 Corporation with all of the terms, covenants and provisions of the Request.

Section 4. 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
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Keith Defayette	VOTING	YES
Kim Murray	VOTING	YES
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

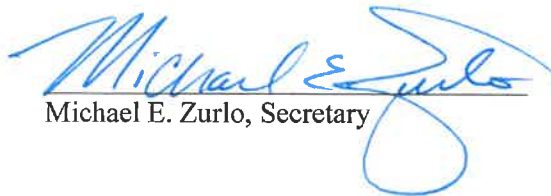
STATE OF NEW YORK                    )  
  ) SS.:  
COUNTY OF CLINTON                )

I, the undersigned (Assistant) Secretary of the Board of Directors of Clinton County Municipal Leasing Corp. (the “Corporation”), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the Corporation, 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 said Board of Directors had due notice of said meeting; (B) said meeting was in all respects duly held; (C) due notice of the time and place of said meeting was duly given in accordance with the By-Laws of the Corporation; and (D) there was a quorum of the members of the Board of Directors 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 8<sup>th</sup> day of August, 2016.

  
Michael E. Zurlo, Secretary

(SEAL)

EXHIBIT A

REQUEST

- SEE ATTACHED -

**CLINTON COUNTY LEGISLATIVE OFFICE**

Clinton County Government Center  
137 Margaret Street, Suite 208  
Plattsburgh, New York 12901

**MICHAEL E. ZURLO**  
County Administrator

**RODNEY L. BROWN**  
Deputy County Administrator



**TELEPHONE**  
518-565-4600

**FAX**  
518-565-4616

July 14, 2016

Paul A. Grasso, Jr., President & CEO  
The Development Corporation  
190 Banker Road, Suite 500  
Plattsburgh, NY 12901

Dear Mr. Grasso:

Please find attached several documents (including a Deed, Water Line Utility Easement Agreement, and Grant of Emergency Access Easement) associated with the Clinton County Jail property at 25 McCarthy Drive in Plattsburgh. According to the County's Assistant County Attorney Gary Favro, each of these documents require the signature of the Clinton County Industrial Development Agency based on the role that the CCIDA played in the development of the original Jail facility. The purpose of these documents is to provide certain benefits to an adjoining landowner (Bordeau), and in return receive certain benefits from Bordeau.

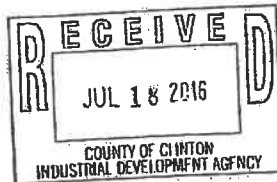
I would appreciate your review and signature (by the appropriate IDA Official) of each of these documents where indicated and return of the signed documents to my attention.

Please feel free to contact me or Gary Favro directly if you have any questions.

Sincerely yours,

Rodney L. Brown  
Deputy County Administrator

Enc. (legal documents)



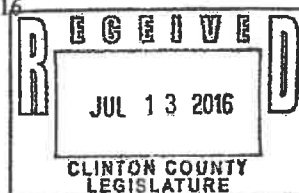


**Gary L. Favro, Esq.**  
[gary@favrolaw.net](mailto:gary@favrolaw.net)

**Matthew G. Favro, Esq.**  
[matthew@favrolaw.net](mailto:matthew@favrolaw.net)

July 13, 2016

Michael Zurlo, County Administrator  
Clinton County Legislative Office  
137 Margaret Street, Suite 208  
Plattsburgh, New York 12901



Re: Deed and Easement Agreements with Bordeau

Dear Mike:

Enclosed with this letter you will find an original Deed, TP-584 and RP-5217 with regard to a transfer of property from the CCIDA/County of Clinton to Marvin and Yvonne Bordeau along with two (2) easement agreements from Bordeau to the IDA/County for emergency access from the County Jail property and for a waterline.

These documents have been reviewed and approved by the Bordeaus' attorney. These documents have been prepared by my office. These documents need to be signed by appropriate representatives by the IDA and the County where indicated. The original documents should be returned to me after they have been signed so they can be properly recorded with the Clinton County Clerk's Office by Bordeaus' attorney.

These documents were prepared at the request of Bordeau without the benefit of any title work. Also enclosed with this letter is a check payable to the County of Clinton in the sum of \$500 as the agreed consideration for the conveyance.

If you have any questions regarding these matters, please do not hesitate to contact me.

Very truly yours,



GARY L. FAVRO

GLF:jlb  
Encs.