

**RESOLUTION AUTHORIZING RECONVEYANCE
V. FRAAS (U.S.A.) INC. 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 October 14, 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:

David Hoover	Vice Chairman
Michael E. Zurlo	Secretary
Kim Murray	Assistant Secretary
John VanNatten	Treasurer and Chief Financial Officer
Keith Defayette	Member

Excused:

Trent Trahan	Chairman
Mark Leta	Member

THE FOLLOWING PERSONS WERE ALSO PRESENT:

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

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

Resolution No. 10-13-01

**RESOLUTION AUTHORIZING RECONVEYANCE OF THE V. FRAAS (U.S.A.) INC.
PROJECT AND THE EXECUTION OF RELATED DOCUMENTS.**

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, on or about September 1, 1998 (the "Closing Date"), the Agency entered into a lease agreement dated as of July 1, 1998 (the "Lease Agreement") by and between the V. Fraas (U.S.A.) Inc. (the "Company") for the purpose of undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 4.7 acre parcel of land known as Lots 21A and 21B located in the Clinton County Air Industrial Park in the Town of Plattsburgh, Clinton County, New York (the "Land"), (2) the construction on the Land of an approximately 60,000 square foot building (the "Facility") and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to constitute a facility for the distribution of scarves and related products (the Land, the Facility 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 taxes, real estate transfer taxes, transfer gains taxes, mortgage recording taxes and real property taxes (collectively, the "Financial Assistance"); and (C) the lease of the Project Facility to the Company pursuant to the terms of the Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement (A) the Company executed and delivered to the Agency (1) a certain deed dated as of July 1, 1998 (the "Deed to Agency") between the Company and the Agency, which conveyed to the Agency all right, title and interest of the Company in the Project Facility and (2) a bill of sale dated as of July 1, 1998 (the "Bill of Sale to Agency"), which conveyed to the Agency all right, title and interest of the Company in the Equipment, (B) the Company and the Agency executed and delivered a payment in lieu of tax agreement dated as of July 1, 1998 (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, (C) the Agency mailed to the assessor and 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") relating 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") to ensure the granting of the sales tax exemption which forms 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"), (the above enumerated documents being collectively referred to as the "Basic Documents"); and

WHEREAS, in order to finance a portion of the costs of the Project, (A) the Company obtained a loan in the principal sum of \$1,125,000 (the "Loan") from Marine Midland Bank (the "Lender"), which Loan was secured by (A) a mortgage dated as of July 1, 1998 (the "Mortgage") from the Agency and the Company to the Lender, (B) an assignment of leases and rents dated as of July 1, 1998 (the "Assignment of Rents") from the Company to the Lender, (C) a collateral assignment of leases and rents dated as of July 1, 1998 (the "Collateral Assignment of Rents") from the Agency to the Lender with an acknowledgment thereof by the Company, (D) a security agreement dated as of July 1, 1998 (the "Agency Security Agreement") from the Agency to the Lender and (E) a security agreement dated as of July 1,

1998 (the "Company Security Agreement") from the Company to the Lender (collectively, the "Loan Documents"); and

WHEREAS, pursuant to the Lease Agreement, the Payment in Lieu of Tax Agreement and a letter from the Agency to the Company (the "Correspondence"), attached hereto as Exhibit A, the Agency desires to terminate the Agency's interest in the Project Facility and to convey the Project Facility to the Company (the "Reconveyance"); and

WHEREAS, in connection with the Reconveyance, the Agency will execute a deed to Company dated as of the date of the Reconveyance (the "Deed to Company"), a bill of sale to Company dated as of the date of the Reconveyance (the "Bill of Sale to Company") and a termination of the Lease Agreement dated as of the date of the Reconveyance (the "Termination of Lease Agreement") (collectively, with the above documents and any other reconveyance documents, the "Reconveyance 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"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination on the above described Reconveyance; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Reconveyance in order to make a determination as to whether the Reconveyance is subject to SEQRA, and it appears that the Reconveyance constitutes a Type II action under SEQRA;

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 Reconveyance, the Agency hereby determines that the Reconveyance 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 Reconveyance.

Section 2. Subject to (A) receipt by the Agency of evidence that (i) the Loan Documents and any other documents and all other security interests and liens on the Project Facility involving the Agency have been satisfied and discharged and (ii) all taxes, payments in lieu of taxes and other local fees and assessments relating to the Project, if any, have been paid and (B) approval of the form of the Reconveyance Documents by Agency counsel and (C) receipt by the Chairman of the Agency's administrative fee and counsel fees relating to the Reconveyance, the Agency hereby authorizes the execution by the Agency of the Reconveyance Documents.

Section 3. Subject to the satisfaction of the conditions described in Sections 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Reconveyance Documents to the Company, 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 Reconveyance 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 the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Reconveyance Documents binding upon the Agency.

Section 5. The law firm of Hodgson Russ LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Reconveyance. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, and counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 6. 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	EXCUSED
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	EXCUSED

The foregoing Resolution was thereupon declared duly adopted.

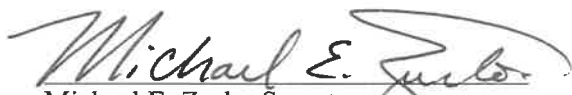
STATE OF NEW YORK)
) SS.:
COUNTY OF CLINTON)

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 October 14, 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 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 14th day of October, 2013.


Michael E. Zurlo, Secretary

(SEAL)

EXHIBIT A
CORRESPONDENCE



October 1, 2013

V. Fraas
39 Gus Lapham Drive
Plattsburgh, New York
Attention: James Pell, Executive Vice President

Re: County of Clinton IDA, V. Fraas Project

Dear Mr. Pell:

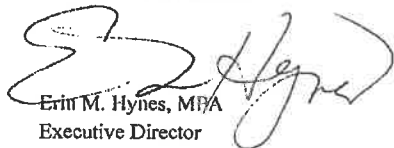
With respect to the above-captioned project (the "Project"), the payment in lieu of tax agreement dated July 1, 1998 (the "Payment in Lieu of Tax Agreement") by and among V. Fraas, USA Inc. (the "Company"), the County of Clinton Industrial Development Agency (the "Agency"), the County of Clinton (the "County"), the Town of Plattsburgh (the "Town"), the Beekmantown School District (the "School District"), and collectively, the County, the Town, and the School District (the "Taxing Entities"), will terminate the Project and, re-convey back to the Company, the Agency's lease-hold interest upon expiration of the agreement on December 31, 2013.

Our counsel, Hodgson Russ LLP, will prepare the necessary documents for the termination/re-conveyance and in connection therewith, will engage an abstract company to determine which documents regarding the Project are on record with Clinton County.

At the Agency's October 14, 2013 meeting, the Board will be presented with a resolution authorizing the above termination/re-conveyance. As per the agreement, the Company is responsible for all CCIDA legal costs and fees related to the Project, including when the Project is re-conveyed.

Please provide me with the contact information for the counsel you may be retaining in connection with the termination/re-conveyance.

If you wish to discuss this further, please contact me at (518) 563-3100 or infoatIDAs@gmail.com



Erin M. Hynes, MPA
Executive Director

CC: Dennis Fowler, Operations Manager, V. Fraas
George W. Cregg, Jr. Esq., Hodgson Russ, via email
Nadene Zeigler, Esq., Hodgson Russ, via email
Trent Trahan, CCIDA, via email

190 Banker Road, Suite 500, Plattsburgh, New York, USA 12901
tel (518) 563-3100 / fax (518) 562-2232 / email ccida@thedevelopcorp.com