

**PRELIMINARY SEQR RESOLUTION
NORTHSTAR 41 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 December 9, 2013 at 12:00 o'clock p.m., local time.

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

PRESENT:

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

ABSENT:

Mark Leta	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by J. VanNatten, seconded by D. Hoover, to wit:

Resolution No. 12-13-02

RESOLUTION DIRECTING THE EXECUTIVE DIRECTOR OF COUNTY OF CLINTON INDUSTRIAL DEVELOPMENT AGENCY TO TAKE CERTAIN ACTIONS UNDER ARTICLE 8 OF THE ENVIRONMENTAL CONSERVATION LAW IN CONNECTION WITH A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NORTHSTAR 41 LLC.

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, Northstar 41 LLC, a New York 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 a portion of an approximately 55.70 acre parcel of land located at 641 Ridge Road (Tax Map # 78.-1-13.1) in the Town of Chazy, Clinton County, New York (the "Land"), together with an existing approximately 386,000 square foot building located thereon (the "Facility") (2) the renovation of the Facility and making of other improvements including, but not limited to, parking (collectively, the "Improvements") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (the "Equipment") (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be leased by the Company to manufacturing, warehousing, commercial and other industrial multi-use tenants for long term leases; (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, 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 whether to undertake the Project; and

WHEREAS, Section 617.6(b) of the Regulations provides that (A) for all "Type I actions", a lead agency must be established, and (B) for any "unlisted action" which involves more than one "involved agency", a lead agency must be established if the Agency determines that there will be a coordinated review of such "unlisted action" (as such quoted terms are defined in the Regulations); and

WHEREAS, pursuant to the Regulations, the Agency has examined the Application and an environmental assessment form prepared by the Company with respect to the Project (the "EAF") in order to make an initial determination as to the potential environmental significance of the Project and the number of agencies that may be involved with respect to the Project; and

WHEREAS, based upon a review of the Application and the EAF, the Agency wishes to explore the desirability of following the coordinated review procedures outlined in the Regulations with respect to the Project;

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 EAF and the Application, and, based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings with respect to the Project:

(A) The Project consists of the following: (A) (1) the acquisition of an interest in a portion of an approximately 55.70 acre parcel of land located at 641 Ridge Road (Tax Map # 78.-1-13.1) in the Town of Chazy, Clinton County, New York (the "Land"), together with an existing approximately 386,000 square foot building located thereon (the "Facility") (2) the renovation of the Facility and making of other improvements including, but not limited to, parking (collectively, the "Improvements") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (the "Equipment") (the Land, the Facility, the Improvements and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be leased by the Company to manufacturing, warehousing, commercial and other industrial multi-use tenants for long term leases; (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

(B) The Project may involve more than one "involved agency" (as such quoted term is defined in SEQRA); and

(C) Although the Project may constitute an "unlisted action" (as such quoted term is defined under SEQRA), and coordinated review and notification of other involved agencies is strictly optional with respect to the Project, the Agency wishes to investigate the advisability of undertaking a coordinated review with respect to the Project.

Section 2. For purposes of exploring the desirability of following the coordinated review procedures outlined in the Regulations, the Executive Director of the Agency is hereby authorized and directed to take the following actions:

(A) To contact all other "involved agencies" with respect to the Project for the purpose of ascertaining whether they are interested in undertaking a coordinated review with respect to the Project (as such quoted term is defined under SEQRA).

(B) In the event that (1) all other "involved agencies" indicate that they are interested in undertaking a coordinated review of the Project, (2) one of the other "involved agencies" indicates that it desires to be designated as "lead agency" with respect to the Project and (3) the other "involved agencies" are amenable to designating such involved agency as "lead agency", to take all necessary steps to indicate the concurrence of the Agency that such "involved agency" be designated as "lead agency" (as such quoted terms are defined under SEQRA).

(C) In the event that all other "involved agencies" indicated that they are interested in undertaking a coordinated review of the Project and none of the other "involved agencies"

indicates that it desires to be designated as the "lead agency" with respect to the Project, to take all necessary steps to arrange for the Agency to be designated as "lead agency" with respect to the Project (as such quoted terms are defined under SEQRA).

(D) In the event that one of the other "involved agencies" indicates that such other involved agency (1) has already been designated as "lead agency" with respect to the Project, (2) has already undertaken an environmental review of the Project and (3) has already made an environmental determination with respect to the Project pursuant to SEQRA, to obtain copies of said environmental determination for the Agency (as such quoted terms are defined under SEQRA).

(E) Upon completion of the foregoing steps, to report to the Agency at its next meeting on the status of the environmental review process with respect to the Project.

Section 3. 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
Kim Murray	VOTING	YES
John VanNatten	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	ABSENT

The foregoing Resolution was thereupon declared duly adopted.

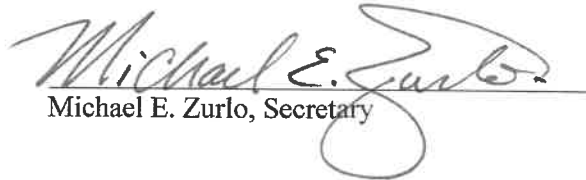
STATE OF NEW YORK)
) SS.:
COUNTY OF CLINTON)

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 December 9, 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 9th day of December, 2013.


Michael E. Zurlo, Secretary

(SEAL)