

**RESOLUTION AUTHORIZING FOURTH AMENDMENT TO
PURCHASE AND SALE AGREEMENT
CLINTON INDUSTRIAL DEVELOPMENT ACQUISITION, LLC/
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 11, 2017 at 12:00 o'clock p.m., local time.

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

PRESENT:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Kim Murray	Assistant Secretary
Keith Defayette	Treasurer
John VanNatten	Member

EXCUSED:

Mark Leta	Member
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THE FOLLOWING PERSONS WERE ALSO PRESENT:

Melissa McManus	Executive Director
Barbara Shute	Recording Secretary
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by D. Hoover, Seconded by K. Murray, to wit:

Resolution No. 12-17-03

RESOLUTION AUTHORIZING THE EXECUTION BY CLINTON INDUSTRIAL DEVELOPMENT ACQUISITION, LLC (THE "COMPANY") OF A FOURTH AMENDMENT TO THE PURCHASE AND SALE AGREEMENT IN CONNECTION WITH THE FORMER WYETH/PFIZER CHAZY FACILITY.

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 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, on March 12, 2012, the Agency adopted a resolution approving the formation of Clinton Industrial Development Acquisition, LLC (the “Company”), which Company was formed on March 19, 2012, in connection with the following transaction (the “Transaction”): acceptance of a gift of title to the former Wyeth/Pfizer Chazy facility (constituting approximately 55 acres of land with existing buildings thereon containing approximately 300,000 square feet of space) (hereinafter, the “Project Facility”); and

WHEREAS, on April 15, 2013, the Company and Northstar Private Capital LLC (the “Purchaser”) entered into a purchase and sale agreement in connection with the Transaction (the “Purchase and Sale Agreement”); and

WHEREAS, in May, 2015, Section 17(h) of the Purchase and Sale Agreement was amended (the “First Amendment”), which First Amendment extended the term of the job creation requirement by six months; and

WHEREAS, pursuant to a request dated November 27, 2017 (the “Fourth Request”), which Fourth Request is attached hereto as Exhibit A, the Purchaser has again requested an amendment to the Purchase and Sale Agreement (the “Fourth Amendment”), which Fourth Amendment will extend the term of the job creation requirement pursuant to Section 17(h) of the Purchase and Sale Agreement by one year; and

WHEREAS, Empire State Development Corporation (“ESDC”) has informed the Agency that ESDC has no objection to the Fourth Amendment; 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 proceed with the Fourth Amendment; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Fourth Amendment in order to make a determination as to whether the Fourth Amendment is subject to SEQRA, and it appears that the Fourth Amendment 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 Fourth Amendment, the Agency hereby makes the following determinations:

(A) The Fourth Amendment constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(26), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Fourth Amendment.

(B) That since compliance by the Agency with the Fourth Amendment will not result in the Agency providing more than \$100,000 of “financial assistance” (as such quoted term is defined in the Act), Section 859-a of the Act does not require a public hearing to be held with respect to the Fourth Amendment.

Section 2. In consequence of the foregoing, the Agency, as the sole member of the Company, and on behalf of the Company, hereby: (A) consents to the Fourth Amendment and (B) authorizes the Agency, solely in its capacity as the sole member of the Company and on behalf of the Company, to execute and deliver the Fourth Amendment, subject to (a) approval by counsel to the Agency of the form of the Fourth Amendment, (b) receipt by the Agency of its administrative fee relating to the Fourth Amendment, if any, and all fees and expenses incurred by the Agency with respect to the Fourth Amendment, including the fees and expenses incurred by Agency counsel with respect thereto and (c) the following additional conditions: None.

Section 3. Subject to (A) satisfaction of the conditions contained in Section 2 hereof and (B) the execution and delivery of the Fourth Amendment by the other parties thereto, each of the Chairman (or Vice Chairman) or Executive Director of the Agency is hereby authorized, solely in its capacity as the sole member of the Company and on behalf of the Company, to execute and deliver on behalf of the Company the Fourth Amendment and any related documents contemplated thereby and approved by counsel to the Agency (the “Company Documents”) 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, said Company Documents to be in in substantially the forms approved by Counsel to the Agency, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) or Executive Director shall approve, the execution thereof by the Chairman (or Vice Chairman) or Executive Director 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 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 this Resolution.

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
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Kim Murray	VOTING	YES
Keith Defayette	VOTING	YES
Mark Leta	VOTING	EXCUSED
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 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 11, 2017 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 11th day of December, 2017.



Michael E. Zurlo, Secretary

(SEAL)

EXHIBIT A
FOURTH REQUEST
- SEE ATTACHED -



Ms. Melissa McManus
Executive Director
County of Clinton Industrial Development Agency
190 Banker Road, Suite 500
Plattsburgh, NY 12901

RE: Northstar 41 LLC – Job Creation and Extension

November 17, 2017

Dear Melissa,

Please accept this letter as Northstar 41 LLC's formal request for a one-year extension on the job creation requirement. Thank you for taking the time out of your busy schedule to come tour the Northstar Technology Center and to hear about the prospects we are working with to bring companies and jobs to the facility. Also, thank you for highlighting some of the other great features the CCIDA has for incentives.

With the STARTUP NY approval finalized for the entire building and land, we feel this is a major incentive and marketing tool to attract tenants.

We are actively working three great potentials, which we discussed with you during your site visit.

1. The first company, which specializes in the sequencing of DNA for prenatal genetic testing, has just accepted an offer from Empire State Development and is focused on the Northstar Technology Center. As a matter of fact, their Chief Medical Officer just moved to Chazy. We are currently waiting on a final visit by the VP of Real Estate to sign off on the facility. Their 5-year timeline includes over 100 new jobs being created in Clinton County at Northstar.
2. Our second prospect is currently in negotiation with Empire State Development, they specialize in medical device testing and the Northstar Technology Center is ideally suited for their needs. Their space would compliment and not overlap the space requirements of our first prospect. Their 3-year timeline includes the creation of over 100 biotech jobs in Clinton County at Northstar as well.
3. The third great potential has a similar use for the facility as Pfizer did from the research aspect, which was brought to our attention thru the Facility Logix team. They have been to the facility and are still deciding their plan forward, however we are competing against another location in the US for this prospect.

NORTHSTAR PRIVATE CAPITAL LLC · ONE LINCOLN BLVD · ROUSES POINT NY 12979

In addition to the above we are still actively working with Facility Logix on new leads, which we had just contracted with when we wrote our letter of last year, we hope this will add additional potential tenants for the facility.

Again we thank you for explaining some of the additional resources the CCIDA and CRC have available so we can share this information with our potentials after they have initiated contact with Empire State Development.

We continue to perform all building maintenance and facility upgrades that we feel would be beneficial for potential tenants, of which everything we have done to date has helped us to keep our maintenance costs low and have an attractive rate for new tenants. As we may have stated in the past, we have installed new low nox boilers for cost efficiencies, have tested and recertified the sprinkler systems, have repaired all roof vents for heat savings, purchased geo-thermal units for immediate implementation when tenant requirement is needed and have designed a septic system in use in conjunction or instead of current membrane system; depending on tenant requirement, which is already approved by the DEC.

With all the capital improvements and changes above this has been over a half million dollar investment for this portion alone, and also we have invested additional funds in the company to keep it in tip top shape with over \$2,000,000 invested to date. To show how much we have invested and streamlined in the facility we have been able to reduce expenses on an annual basis by almost 46% from the start in 2013!

We are continuing to make great strides daily and will continue to do everything we can to fill the Northstar Technology Center and bring back high paying jobs to the facility and Clinton County! With the above in consideration we sincerely hope the Clinton County IDA will grant us this extension so we can continue to work together on what this remarkable facility has to offer for The North Country.

Thanking you in advance and feel free to contact me at 518-297-4000 with any questions.

Sincerely,
Northstar Private Capital LLC




Stephen Podd
President

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