

**RESOLUTION AUTHORIZING RECONVEYANCE
LEASE TRANSACTION BETWEEN THE COUNTY OF CLINTON AND COUNTY OF
CLINTON INDUSTRIAL DEVELOPMENT AGENCY
(A/K/A PLATTSBURGH AIRBASE REDEVELOPMENT CORPORATION – PBC) 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 5, 2015 at 12:00 o’clock p.m., local time.

The meeting was called to order by the 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
Kim Murray	
	Assistant Secretary
John VanNatten	Member
Mark Leta	Member

Excused:

Keith Defayette	Treasurer and Chief Financial Officer
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THE FOLLOWING PERSONS WERE ALSO PRESENT:

Roseanne Murphy	Executive Director
Barbara Shute	Recording Secretary
George W. Cregg, Jr., Esq.	Agency Counsel

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

Resolution No. 10-15-02

**RESOLUTION AUTHORIZING RECONVEYANCE OF THE LEASE TRANSACTION
BETWEEN THE COUNTY OF CLINTON AND COUNTY OF CLINTON
INDUSTRIAL DEVELOPMENT AGENCY (A/K/A PLATTSBURGH AIRBASE
REDEVELOPMENT CORPORATION – PBC) 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 February 28, 2003 (the “Closing Date”), the Agency undertook the following project (the “Project”) for the benefit of Clinton County (the “County”) consisting of the following: (A) the acquisition of a leasehold interest from the County of Clinton, New York (the “County”) in certain property (the “Leased Premises”) comprising of a portion of the property conveyed to the County (the “County Project Facility”) by the United States Air Force (“USAF”) pursuant to Lease No. RPA-PLA-12-03-0101 (the “Master Lease”) between the USAF, as landlord, and the County, as tenant, which County Project Facility is a portion of an approximately 3,407 acre parcel of land and related easements and rights of way known as the former Plattsburgh Air Force Base located in the City of Plattsburgh and the Town of Plattsburgh, Clinton County, New York (the “Airbase Land”); and (B) the appointment of the County as agent of the Agency to manage the Leased Premises on behalf of the Agency; and

WHEREAS, in connection with the Closing, the Agency and County entered into (A) a lease agreement dated as of February 1, 2003 (the “Lease to Agency”) between the County, as landlord, and the Agency, as tenant, relating to the certain property leased by the County pursuant to Lease No. RPA-PLA-12-03-0101 between the United States Air Force, as landlord, and the County (the “Additional Leased Premises”), (B) an assignment dated as of February 1, 2003 (the “Assignment to Agency”) between the County, as assignor, and the Agency, as assignee, assigning to the Agency any and all leases (the “Subleases”) relating to the Additional Leased Premises, including the rents and all other payments payable by the tenants under said Subleases (the “Tenants”), (C) a payment in lieu of tax agreement dated as of February 1, 2003 (the “Payment in Lieu of Tax Agreement”) between the Agency, as limited obligation obligor, and the County, as recipient on behalf of the relevant county and each city, town, village and school district in which the Additional Leased Premises are or are to be located, (D) a management agreement dated as of February 1, 2003 (the “Management Agreement”) between the Agency, as landlord, and the County, as manager, pursuant to which the County agreed to manage the Additional Leased Premises, including the Subleases, and (E) various documents related to the foregoing (collectively with the Lease to Agency, the Assignment to Agency, the Payment in Lieu of Tax Agreement and the Management Agreement, the “Basic Documents”); and

WHEREAS, per the Basic Documents and the correspondence attached hereto as Exhibit A, the Project is being terminated and reconveyed to the County (the “Reconveyance”); and

WHEREAS, in connection with the Reconveyance, the Agency and the County will execute certain documents to evidence the Reconveyance (collectively, 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) approval of the form of the Reconveyance Documents by Agency counsel, (B) evidence satisfactory to the Agency that (i) all payments in lieu of taxes and other local fees and assessments relating to the Project Facility have been paid by the Agency and (ii) evidence that the Agency has been removed as a party to the Basic Documents and any other security documents and (C) receipt by the Chairman of the Agency’s administrative fee, if any, 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 Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Reconveyance Documents to the County, 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 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 County/Agency, to work with the County, and counsel to the County, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by 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	<u>YES</u>
David Hoover	VOTING	<u>YES</u>
Michael E. Zurlo	VOTING	<u>YES</u>
Keith Defayette	VOTING	<u>EXCUSED</u>
Kim Murray	VOTING	<u>YES</u>
Mark Leta	VOTING	<u>YES</u>
John VanNatten	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

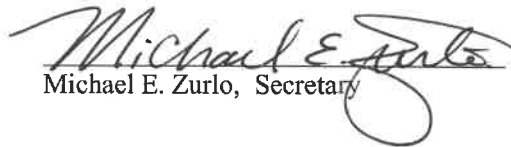
STATE OF NEW YORK)
) SS.:
COUNTY OF CLINTON)

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 5, 2015 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 5th day of October, 2015.


Michael E. Zurlo, Secretary

(SEAL)

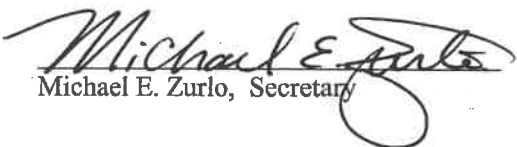
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Michael E. Zurlo, Secretary

(SEAL)

EXHIBIT A
CORRESPONDENCE

- SEE ATTACHED -



October 2, 2015

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

Attention: Chairperson

Re: County of Clinton IDA, PARC PBC

Dear Sir:

With respect to the above-captioned project (the "Project"), the payment in lieu of tax agreement dated, February 1, 2003 (the "Payment in Lieu of Tax Agreement") respectively, by and between the County of Clinton (the "County"), County of Clinton Industrial Development Agency, (the "Agency"), and the County Treasurer of the County of Clinton, (the "County Treasurer"); has terminated and will be re-conveyed back to the Company.

Our counsel, Hodgson Russ LLP, will prepare the necessary documents for these terminations/re-conveyances, 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 5, 2015 meeting, the Board will be presented with resolutions authorizing the above terminations/re-conveyances. As per the agreement, the County is responsible for all CCIDA legal costs and fees related to the Project, including the re-conveyance.

CC Legislature Chairperson
Re: Reconveyance PARC PBC
October 2, 2015
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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



Roseanne Murphy
Executive Director

CC: George W. Cregg, Jr. Esq., Hodgson Russ, via email
Nadene Zeigler, Esq., Hodgson Russ, via email
Trent Trahan, CCIDA, via email