

A meeting of the St. Lawrence County Industrial Development Agency was convened in public session on January 25, 2007 in Canton, New York.

The meeting was called to order by the Vice Chairman and, upon the roll being duly called, the following members were:

<u>MEMBER</u>	<u>PRESENT</u>	<u>ABSENT</u>
Walter Basmajian	X	
Lynn Blevins	X	
Frederick S. Morrill	X	
Jon R. Greenwood	X	
Ernest LaBaff	X	
Brian W. Staples	X	
R. Joseph Weekes, Jr.	X	

The following persons were ALSO PRESENT: Raymond Fountain, CEO; Patrick Kelly, Interim CFO; Natalie Haggart, Administrative Assistant; Richard Williams, Facilities Manager; Brian Norton, Economic Developer; William R. Small, Esq., Agency Counsel; and Sue Mende, St. Lawrence Newspapers.

The following resolution was offered by Mr. Staples and seconded by Mr. Morrill:

**RESOLUTION DETERMINING THAT PROPOSED ACTION IS A TYPE II
ACTION FOR PURPOSES OF THE NEW YORK STATE ENVIRONMENTAL
QUALITY REVIEW ACT**

Resolution No. 07-01-01

WHEREAS, the St. Lawrence County Industrial Development Agency (the "Issuer") is considering undertaking a project (the "Project") consisting of (A)(1) the acquisition of an interest in certain lands located on the University's Hill Campus and Old Main Campus in Potsdam, New York (the "Campus") together with the Prior Project Facility (described below) (collectively, the "Facility"), and (2) the acquisition and installation of a Campus-wide telephone system (the "Equipment") (the Facility and the Equipment being collectively referred to as the "Current Project Facility"); (B) the refinancing of all or a portion of (1) the 1998 Consolidated Term Loan from KeyBank National Association (the "KeyBank Loan") incurred to refinance the cost of improvements to the William J. Rowley Science and Engineering Laboratories, the Townhouse Apartments and the Andrew S. Schuler Educational Resources Center (the "1998 Facility"); (2) the St. Lawrence County Industrial Development Agency Civic Facility Revenue Bonds (Clarkson University Project), Series 1999A (the "Series 1999A IDA Bonds") issued to finance the construction of a new academic building for the School of Business and the School of Liberal Arts, the construction of a two-story outdoor lodge and the construction of a two-story fitness center (the "1999 IDA Facility"); (3) the Development Authority of the North Country Civic Facility Revenue Bonds (Clarkson University Project), Series 1999A (the "Series 1999A DANC Bonds") issued to finance the renovation of Ross, Brooks, Reynolds, and Cubley Residence Halls and Clarkson Hall (the "1999 DANC Facility"); and (4) the St. Lawrence

County Industrial Development Agency Civic Facility Revenue Bonds (Clarkson University Project), Series 2001A (the "Series 2001A Bonds", and, collectively with the KeyBank Loan, the Series 1999A IDA Bonds and the Series 1999A DANC Bonds, referred to as the "Outstanding Obligations") issued to finance the construction of an addition to and the renovation of Alumni Gym and the renovation of the Science Center (the "2001 Facility" and, collectively with the 1998 Facility, 1999 IDA Facility and the 1999 DANC Facility, the "Prior Project Facility") (the Current Project Facility and the Prior Project Facility being collectively referred to as the "Project Facility"); (C) the financing of all or a portion of the cost of the foregoing by issuance of revenue bonds of the Issuer in one or more issues or series in an aggregate principal amount not to exceed \$27,000,000 (the "Bonds"); (D) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the General Municipal law) with respect to the foregoing, including potential exemptions from sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (collectively with the Bonds, the "Financial Assistance"); and (E) the lease (with an obligation to purchase) or sale of the Project Facility to the University or such other person as may be designated by the University and agreed upon by the Issuer; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act (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"), the Issuer desires to comply with the SEQR Act and the Regulations with respect to the Project; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

1. The acquisition, installation and equipping of the Current Project Facility and the refinancing of the Outstanding Obligations constitutes a "Type II Action" under 6 NYCRR Section 617.5(c)(23), and no further action under the SEQR Act and the Regulations is required.
2. This resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

<u>MEMBER</u>	<u>AYE</u>	<u>NAY</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Walter Basmajian	X			
Lynn Blevins	X			
Jon R. Greenwood	X			
Ernest LaBaff	X			
Frederick S. Morrill	X			
Brian W. Staples	X			
R. Joseph Weekes, Jr.	X			

The foregoing resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS.:
COUNTY OF ST. LAWRENCE)

I, the undersigned Secretary of the St. Lawrence County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the annexed extract of the minutes of the meeting of the St. Lawrence County Industrial Development Agency (the "Issuer") held on January 25, 2007 with the original thereof on file in my office and that the same is a true and correct of the proceedings of the Issuer and of the whole of said original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Issuer had due notice of such meeting, (ii), (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and public notice of the time and place of said meeting was duly given in accordance with such Section 104, (iii) meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of St. Lawrence County, New York this 25th day of January, 2007.

(Mr.) Lynn Blevins, Secretary

[SEAL]