PUBLIC HEARING RESOLUTION
(Newton Falls Fine Paper Company, LLC)

A regular meeting of the St. Lawrence County Industrial Development Agency ("Agency") was convened in public session on August 9, 2007 at the Best Western, Main Street, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Lynn Blevins		X
Jon R. Greenwood	X	
Ernest LaBaff	X	
Andrew McMahon	X	
Frederick S. Morrill	X	
Brian W. Staples	X	
R. Joseph Weekes, Jr.	X	

Also present: Raymond H. Fountain, CEO; Kimberly Gilbert, CFO; Rich Williams, Facilities Manager; Natalie Haggart, Administrative Assistant; Walter Basmajian.

A motion was duly made and seconded. The following Resolution was placed before the members of the Agency.

(1) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO SUCH PROJECT; AND (2) AUTHORIZING THE HOLDING OF A PUBLIC HEARING REGARDING SUCH FINANCIAL ASSISTANCE

Resolution No. 07-08-28

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 358 of the Laws of 1971 of the State of New York, (hereinafter collectively called the "Act"), the Agency was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Newton Falls Fine Paper Company, LLC (the "Company"), a Delaware limited liability company authorized to do business under the laws of the State of New York, has submitted an amended application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of (A) the acquisition of approximately 4,350 acres of land located at 875 County Route 60, Newton Falls, New York (the "Land"), together with the existing buildings located thereon containing approximately 375,000 square feet (the "Buildings"); (B) the acquisition of machinery, equipment, fixtures and improvements on the

Land and in and around the Buildings (the “Existing Improvements”); (C) the refurbishment of Existing Improvements (the “Improvements”); (D) the installation in and around the Existing Improvements and Improvements of machinery, equipment and other tangible and personal property (the “Equipment” and collectively with the Land, Buildings, Existing Improvements, and Improvements, the “Facility”); and

WHEREAS, the Agency is contemplating providing further financial assistance to the Company with respect to the Project (the "Financial Assistance") in the form of a partial real property tax abatement through a payment-in-lieu-of-tax agreement (“PILOT Agreement”); and

WHEREAS, the Agency, by inducement resolution duly adopted on December 5, 2006 appointed the Company as agent and determined, in accordance with the State Environmental Quality Review Act, constituting Article 8 of the New York State Environmental Conservation Law, and the regulations of the New York State Department of Environmental Conservation promulgated thereunder (said law and regulations hereinafter collectively referred to as “SEQR”) that the undertaking of the Project constituted an “unlisted” action within the meaning of SEQR and that no further action is required by the Issuer thereunder; and

WHEREAS, the Agency desires to hold a public hearing regarding the Financial Assistance described herein and such Financial Assistance provided by the Agency to the Company shall not exceed $100,000 until a public hearing is held and a subsequent resolution is passed; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ISSUER AS FOLLOWS:

Section 1. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate a PILOT Agreement; provided the terms of the PILOT Agreement are consistent with the Agency's Uniform Tax Exemption Policy or the procedures for deviation have been complied with.

Section 2. The granting of the Financial Assistance, as contemplated by this Resolution, shall be subject to holding a public hearing as required by Article 18-A of the New York State General Municipal Law; and

Section 3. The Agency is hereby authorized to conduct a public hearing in compliance with the Act and provide public notice in a form substantially similar to the form attached hereto as Exhibit A.

Section 4. The Chairman, Vice Chairman, Secretary and/or Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. 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:

MEMBER	AYE	NAY	ABSTAIN	ABSENT
Lynn Blevins				X
Jon R. Greenwood	X			
Ernest LaBaff	X			
Andrew McMahon	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)
COUNTY OF ST. LAWRENCE) *ss.*:

I, the undersigned Secretary of the St. Lawrence County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the St. Lawrence County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on August 9, 2007, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 10th day of August, 2007.

/S/
Lynn Blevins, Secretary

[SEAL]

EXHIBIT A

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

NOTICE OF PUBLIC HEARING ON PROPOSED ISSUANCE OF BONDS

NOTICE IS HEREBY GIVEN that a public hearing will be held by the St. Lawrence County Industrial Development Agency (the "Agency") on the ____ day of September, 2007, at _____ a.m., in the conference room of the office building, located at 875 County Route 60, Newton Falls, New York, 13666, in connection with the following matter:

Newton Falls Fine Paper Company, LLC (the "Company"), a Delaware limited liability company authorized to do business under the laws of the State of New York, has submitted an amended application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of (A) the acquisition of approximately 4,350 acres of land located at 875 County Route 60, Newton Falls, New York (the "Land"), together with the existing buildings located thereon containing approximately 375,000 square feet (the "Buildings"); (B) the acquisition of machinery, equipment, fixtures and improvements on the Land and in and around the Buildings (the "Existing Improvements"); (C) the refurbishment of Existing Improvements (the "Improvements"); (D) the installation in and around the Existing Improvements and Improvements of machinery, equipment and other tangible and personal property (the "Equipment" and collectively with the Land, Buildings, Existing Improvements, and Improvements, the "Facility").

The Agency is contemplating providing further financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of a partial real property tax abatement.

If the Financial Assistance is approved by the Agency, the Agency will continue to retain title to the Facility and sell the Facility or such interest therein to the Company pursuant to an installment sale agreement (the "Agreement"), dated as of July 1, 2007, and the Company will operate and manage the Facility during the term of the Agreement.

A representative of the Agency will at above stated time and place provide a reasonable opportunity to all interested persons to present their views, either orally or in writing, on the location, nature and proposed plan of financing for the Facility, or the proposed tax benefits to be afforded the Company in connection with the Project.

This public hearing is being conducted in accordance with subdivision 2 of Section 859-a of the New York General Municipal Law.

DATED: August ___, 2007

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By: /s/ Brian W. Staples
Chairman