

RESOLUTION

(Curran Renewable Energy, LLC Project – PILOT Approval)

A regular meeting of St. Lawrence County Industrial Development Agency (the "Issuer") was convened on February 12, at 8:00 a.m., local time, at Best Western University Inn, 90 East Main Street, Canton, New York.

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

Member	Present	Absent
Lynn Blevins	X	
Jon Greenwood	X	
Ernest LaBaff	X	
Andrew McMahan		X
Frederick S. Morrill	X	
Brian Staples	X	
R. Joseph Weekes, Jr.	X	

ALSO PRESENT: Raymond Fountain, CEO; Kimberly Gilbert, CFO; Patrick J. Kelly, Deputy Director; Brian Norton, Economic Developer; Richard Williams, Facilities Manager; Natalie Haggart, Administrative Assistant; William R. Small, Esq., Agency Counsel.

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to Curran Renewable Energy, LLC.

On motion duly made by Mr. LaBaff and seconded by Mr. Morrill, the following resolution was placed before the members of the St. Lawrence County Industrial Development Agency:

Member	Aye	Nay	Abstain	Absent
Lynn Blevins	X			
Jon Greenwood	X			
Ernest LaBaff	X			
Andrew McMahan				X
Frederick S. Morrill	X			
Brian Staples	X			
R. Joseph Weekes, Jr.	X			

AUTHORIZING THE EXECUTION AND DELIVERY BY THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "ISSUER") OF A CERTAIN PAYMENT-IN-LIEU-OF-TAX AGREEMENT BY AND BETWEEN THE AGENCY AND CURRAN RENEWABLE ENERGY, LLC (THE "PILOT AGREEMENT") AND THE EXECUTION OF RELATED DOCUMENTS

Resolution No. 08-02-08

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 **ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Issuer") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, civic, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, on December 14, 2008 (the "Closing Date"), the Issuer issued its Industrial Development Revenue Bonds (Curran Renewable Energy, LLC Project), Series 2007 in the aggregate principal amount of \$8,000,000, for the benefit of **CURRAN RENEWABLE ENERGY, LLC** (the "Company") to provide funds for the Company to undertake a certain project (the "Project") consisting of: (A) the acquisition (or retention) by the Issuer of an interest in (i) certain real property located at 16 Commerce Drive, Massena, St. Lawrence County, New York (the "16 Commerce Drive Land") and the approximately 30,000 square-foot vacant building located thereon (the "16 Commerce Drive Existing Improvements") and (ii) 20 Commerce Drive, Massena, St. Lawrence County, New York (the "20 Commerce Drive Land" and, together with the 16 Commerce Drive Land, the "Land") and the approximately 14,000 square-foot vacant building located thereon (the "20 Commerce Drive Existing Improvements" and together with the 16 Commerce Drive Existing Improvements, the "Existing Improvements"); (B) the upgrading, renovation and modernization of the Existing Improvements to house the Company's wood pellet production and manufacturing business, including approximately 4,000 square feet of office and related space (the "New Improvements" and, together with the Existing Improvements, the "Improvements"); (C) the acquisition and installation in and around the Improvements of certain items of machinery, equipment and other tangible personal property including, but not limited to, mulch and chip handling systems, dust collection systems, sprinkler systems, construct bins and conveyor systems, concrete piers and pads, overhead bins and loading trailers, packaging line and power distribution systems, sawdust storage and transport systems, dry and burner systems, spark detection and extinguishing systems, and emergency stop circuits and fire safety equipment (the "Equipment" and, together with the Land and the Improvements, the "Facility"); (D) the funding of a debt service reserve fund to secure the Bonds; (E) paying certain costs and expenses incidental to the issuance of the Bonds (the costs associated with items (A) through (E) above being hereinafter collectively referred to as the "Project Costs"); and (F) the sale or lease (with an obligation to purchase) of the facilities financed with the Bonds to the Company.

WHEREAS, prior to and following the initial public hearing regarding the Project, which was duly scheduled and conducted by the Issuer on March 7, 2007 at 11:00 a.m. local time, at Massena Town Hall, Room 30, 60 Main Street, Massena, New York (the "Initial Public Hearing") and prior to the Closing Date, the Issuer had yet to determine whether the Facility would be included within the City of Ogdensburg Empire Zone as a Regionally Significant Project, therefore, the Issuer duly scheduled an additional public hearing to discuss the manner in

which an abatement or exemption from real property taxes levied against the Facility will be structured (the "PILOT Benefits"); and

WHEREAS, the Issuer duly held an additional public hearing (the "Additional Public Hearing") with respect to the PILOT Benefits on February 7, 2008, at 5:30 PM, local time, at Massena Town Hall, Room 30, 60 Main Street, Massena, New York as required by and in compliance with Article 18-A of the New York State General Municipal Law. A copy of the Minutes of the Public Hearing along with the Notice of Public Hearing published and forwarded to the affected taxing jurisdictions thirty (30) days prior to said Public Hearing are attached hereto as Exhibit A; and;

WHEREAS, the Issuer desires to adopt a resolution (i) acknowledging that the Public Hearing with respect to PILOT Benefits to be provided by the Issuer with respect to the Facility was held in compliance with the Act; and (ii) authorizing the execution and delivery of the PILOT Agreement.

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

Section 1. The Issuer hereby finds and determines that the Additional Public Hearing was held in compliance with the requirements of the Act, including, but not limited to, the provision of public notice of the meeting a reasonable time before the meeting and affording a reasonable opportunity for persons with differing views on the PILOT Benefits to be heard.

Section 2. The Issuer further finds and determines that the pending inclusion of the Project within the City of Ogdensburg Empire Zone as a Regionally Significant Project will allow the Issuer to structure the PILOT Benefits to equate to a full tax PILOT Agreement whereby the Company will make PILOT Payments equivalent to full taxes for the benefit of the Affected Taxing Jurisdictions, with all real property tax incentives to be provided to the Company through the Empire Zones Program during the initial ten (10) PILOT years, such PILOT Agreement to contain an alternate schedule of benefits provided by the Issuer only in the event that Empire Zone Program is eliminated by the State of New York.

Section 3. The Chairman, Vice Chairman and/or Chief Executive Officer of the Issuer is hereby authorized, on behalf of the Issuer, to execute and deliver the PILOT Agreement and related documents, including but not limited to the NYS Form RP-412-a "Application for Real Property Tax Exemption" (hereinafter collectively called the "PILOT Documents") in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Executive Officer shall approve. The execution of the PILOT Documents by the Chairman, Vice Chairman and/or Chief Executive Officer shall constitute conclusive evidence of such approval.

Section 4. This resolution shall take effect immediately.

SECRETARY CERTIFICATION

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

I, Lynn Blevins, 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 "Issuer"), including the resolution contained therein, held on February 12, 2008, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Issuer 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 Issuer 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 Issuer 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 Issuer this 12th day of February 2008.

(Mr.) Lynn Blevins
Secretary

[SEAL]

EXHIBIT A

Notice Documents

Attached Hereto

