

**RESOLUTION**

*(Dockside Village of the 1000 Islands, LLC Project)*

A regular meeting of St. Lawrence County Industrial Development Agency (the "Issuer") was convened on June 17, 2009, at 8:00 AM, local time, at Canton, New York.

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

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

The following persons were ALSO PRESENT: Raymond Fountain, Kimberly Gilbert, Natalie Sweatland, Richard Williams, Brian Norton, William R. Small, Esq.

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 a proposed project for the benefit of Dockside Village of the 1000 Islands, LLC.

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

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

Resolution No. 09-06-26

**AUTHORIZING THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO EXTEND THE AGENT STATUS OF DOCKSIDE VILLAGE OF THE 1000 ISLANDS, LLC WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND SALES TAX EXEMPTION LETTER AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT**

**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, as amended (hereinafter collectively called the "Act"), the ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter called 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**, pursuant to resolutions adopted by the Agency on August 9, 2007 and October 23, 2007 (collectively, the "Authorizing Resolutions"), the Agency appointed DOCKSIDE VILLAGE OF THE 1000 ISLANDS, LLC (the "Company"), as agent of the Agency to undertake a certain (the "Project") consisting of (i) the acquisition by the Agency of fee title to or a leasehold interest in property located at 307 Water Street, Morristown, St. Lawrence County, New York (the "Land") and the existing improvements and buildings located thereon (the "Existing Improvements"), (ii) the renovation, refurbishment and equipping of the Existing Improvements and/or construction and installation of new buildings and equipment for use as a mixed-use, waterfront shopping center, hotel and restaurant (collectively, the "Improvements"), and (iii) the acquisition and installation by the Company in and around the Improvements of certain items of equipment and other tangible personal property (the "Equipment", and collectively with the Land, the Existing Improvements and the Improvements, the "Facility"); and

**WHEREAS**, the agent status of the Company to undertake the Project under the Authorizing Resolutions expired on March 31, 2008; and

**WHEREAS**, the Agency desires to adopt a resolution extending the agent status of the Company to undertake the Project, as agent of the Agency, to December 31, 2009.

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

Section 1. The Agency hereby extends its prior appointment of the Company as agent of the Agency to undertake the Project to December 31, 2009.

Section 2. The Agency hereby authorizes the officers, employees and agents of the Agency to negotiate, but not execute or deliver, a certain lease agreement, leaseback agreement, PILOT Agreement and related documents, in furtherance of the Agency's contemplated undertaking of the Project.

Section 3. 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 do all acts and things required and to execute and deliver all such 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 the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4 These Resolutions shall take effect immediately.

**SECRETARY'S CERTIFICATION**

STATE OF NEW YORK                    )  
COUNTY OF ST. LAWRENCE        )

I, Lynn Blevins, the undersigned, Secretary of the St. Lawrence Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 17, 09, 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 set forth 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 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Issuer this 17th day of June 2009.

\_\_\_\_\_  
(Mr.) Lynn Blevins  
Secretary

(SEAL)