

**FINAL RESOLUTION**  
(Rushton Place, LLC Project)

A regular meeting of the St. Lawrence County Industrial Development Agency was convened in public session on December 1, 2009 in Canton, New York.

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

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

The following persons were ALSO PRESENT: Raymond Fountain, Kimberly Gilbert, Patrick Kelly, Richard Williams, Brian Norton, Natalie Sweatland and William R. Small, Esq.; Edmund J. Russell, III, Esq.; and Mike Crowe, Esq.

The following resolution was offered by Mr. Blevins and seconded by Mr. Weekes:

**(1) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF (A) A SALES TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF THE PROJECT; (B) A MORTGAGE RECORDING TAX EXEMPTION FOR THE FINANCING RELATED TO THE PROJECT; AND (C) PARTIAL ABATEMENT OF REAL PROPERTY TAXES CONSISTENT WITH THE AGENCY'S UNIFORM TAX EXEMPTION POLICY; (2) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (3) AUTHORIZING NEGOTIATION, EXECUTION AND DELIVERY OF A LEASE AGREEMENT, LEASE-LEASE-BACK AGREEMENT, PILOT AGREEMENT AND CLOSING DOCUMENTS IN RELATION TO UNDERTAKING THE PROJECT**

Resolution No. 09-12-44

WHEREAS, the St. Lawrence County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State") as amended, and Chapter 358 of the Laws of 1971 of the State, as amended (collectively, the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, including industrial

pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, Rushton Place, LLC , (the “Company”), has requested the Agency’s assistance with a certain project (the “Project”) consisting of (A) the acquisition of title to or a leasehold interest in property located at 1 Main Street and 5 Riverside Drive, both in the Village of Canton, Town of Canton, St. Lawrence County, State of New York (collectively, the “Land”) and the existing improvements and buildings located thereon (the “Existing Improvements”), (B) the renovation, modernization and equipping of an existing commercial building of approximately 17,000 square feet and demolition of a former Laundromat for construction of a parking lot (the “Improvements”) the 1st floor to be used for commercial space and the 2nd floor to be used for residential space and the former Laundromat to be used for parking and (C) the acquisition in and around the Improvements of certain items of equipment and other tangible personal property (the “Equipment,” and with the Land, the Existing Improvements and the Improvements are collectively the “Facility”); and

WHEREAS, pursuant to the Act and by resolution adopted August 12, 2009, the Agency (i) accepted the Application submitted by the Company and described the Project; (ii) authorized a public hearing relating to the Project; (iii) adopted SEQRA findings with respect to the Project; and (iv) described the forms of financial assistance been contemplated by the Agency;

WHEREAS, pursuant to and in accordance with the Act, the Agency duly scheduled, noticed and conducted a public hearing on September 16, 2009 relating to the Project whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, pursuant to the Act and by resolution adopted October 13, 2009 (the “Inducement Resolution”), the Agency (i) authorized the undertaking and financial assistance to the Company for the Project in the form of a sales tax exemption for purchases and rentals related to undertaking the Project; (ii) appointed the Company as agent to undertake the Project; (iii) authorized the execution and delivery of an agent agreement, sales tax letter and related documents with respect to the project and (iv) acknowledged receipt of the certificates from the Town of Canton, the Village of Canton and the Canton Central School District (together with St. Lawrence County, who will recognize those consents, collectively, the “Taxing Authorities”) consenting to the deviation of the Agency’s Uniform Tax Exemption Policy (“UTEP”) and finding that the procedures for deviation from the Agency’s UTEP were complied with pursuant to the Act; and

WHEREAS, it is contemplated that the Agency will (i) negotiate, execute and deliver a lease agreement (“Lease Agreement”), a lease-leaseback agreement (the “Lease-Leaseback Agreement”) and payment-in-lieu-of-tax agreement (the “PILOT Agreement”) with the Company, (ii) take a leasehold interest in the Facility (once the Lease Agreement, Lease-Leaseback Agreement and PILOT Agreement have been negotiated), and (iii) provide financial

assistance to the Company in the form of (a) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Project, (b) a mortgage recording tax exemption for the financing related to the Project, (c) real property taxes consistent with the Agency's uniform tax exemption policy for manufacturing facilities (the "Financial Assistance"); and; and

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

Section 1. The Agency hereby authorizes the Financial Assistance described above, and within the meaning of Section 854(14) of the General Municipal law, to the Company with respect to the Project.

Section 2. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to (A) accept the Lease Agreement from the Company conveying a leasehold interest in the Facility or any portion thereof, to the Agency, (B) negotiate, execute and deliver the Lease Agreement, Lease-Leaseback Agreement, PILOT Agreement and related documents necessary or incidental thereto; provided (i) the installment or rental payments under the Lease-Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and for claims arising out of or related to the Project; and (ii) the terms of the PILOT Agreement are consistent with the agency's Uniform Tax Exemption Policy or procedures for deviation have been complied with.

Section 3. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by this resolution or required by a lender or financial institution designated by the Company (the "Lender") in a sufficient amount to undertake the Project (hereinafter, with the Lease Agreement, Lease-Leaseback Agreement and the PILOT Agreement, collectively called the "Closing Documents"); and, where appropriate, the Secretary or Assistant Secretary of the Agency is hereby authorized to affix the seal of the Agency to the Closing Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Chief Executive Officer of the Agency to constitute conclusive evidence of such approval; provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

Section 4. 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 5. The portion of the Inducement Resolution which had the Agent Agreement and any and all related documents expiring on December 31, 2009 is hereby rescinded, and the Agent Agreement and any and all related documents shall expire on October 31, 2010 unless extended pursuant to the terms of the Agent Agreement.

Section 6. 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 J. McMahon	X			
Frederick S. Morrill	X			
Brian W. Staples	X			
R. Joseph Weekes, Jr.	X			

The resolution was thereupon declared duly adopted.

**SECRETARY’S CERTIFICATION**

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

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

That I have compared the annexed extract of minutes of the meeting of the Agency, including the resolution contained therein, held on December 1, 2009, with the original thereof on file in my office, and that the same is a true and correct copy of the said original 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 (A) all members of said Agency had due notice of said meeting; (B) that the meeting was in all respects duly held; and (C) pursuant to Article 7 of the Public Officers Law (the “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 the Open Meetings Law.

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, rescinded or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 1st day of December, 2009.

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(Mr.) Lynn Blevins, Secretary

[SEAL]