

A meeting of the St. Lawrence County Industrial Development Agency was convened in public session on December 20, 2011 in Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn	X	
Hall, Mark C.	X	
LaBaff, Ernest	X	
McMahon, Andrew J.		X
Peck, Donald	X	
Staples, Brian W.	X	
Weekes, Jr., R. Joseph	X	

The following persons were ALSO PRESENT: IDA Staff: Raymond Fountain, Patrick Kelly, Kimberly Gilbert, Natalie Sweatland, Richard Williams, Lori Sibley, Leigh Rodriguez, Andrew Silver, Esq., Agency Counsel.

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

(1) TAKING OFFICIAL ACTION TOWARDS THE DEVELOPMENT OF A CERTAIN FACILITY (AS MORE FULLY DESCRIBED BELOW) BY NORTH COUNTRY DAIRY, LLC (THE "COMPANY") AT 22, 24 AND 25 COUNTY ROAD 52 AND 3 RAILROAD STREET IN THE HAMLET OF NORTH LAWRENCE, NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA") IN RELATION TO THE FACILITY; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE FACILITY IN THE FORM OF A MORTGAGE RECORDING TAX EXEMPTION FOR THE FINANCING RELATED TO THE FACILITY (4) AUTHORIZING ACCEPTANCE OF LEASEHOLD INTEREST TO CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO COMPLETION OF DEVELOPMENT OF THE FACILITY; AND (5) AUTHORIZING EXECUTION AND DELIVERY OF A LEASE BACK AGREEMENT AND CLOSING DOCUMENTS IN RELATION TO FINANCING OF THE FACILITY.

Resolution No. 11-12-46

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, North Country Dairy, LLC (the "Company"), has requested the Agency's assistance with a certain Facility (the "Facility") consisting of (A) the acquisition of a leasehold

interest in the land located at 22, 24, and 25 County Road 52 and 3 Railroad Street in the Hamlet of North Lawrence, New York (the “Land”), and (B) the acquisition of a commercial building on the Land (the “Improvements,” with the Land, collectively, the “Facility”); and

WHEREAS, it is contemplated that the Agency will (i) negotiate and enter into a lease-leaseback agreement (the “Lease-Leaseback Agreement”) with the Company, (ii) take leasehold interest in the Facility (once the Lease-Leaseback Agreement has been negotiated), and (iii) provide financial assistance to the Company in the form of a mortgage recording tax exemption for the financing related to the Facility (the “Financial Assistance”); and

WHEREAS, the Company has submitted to the Agency a Short Form Environmental Assessment Form (the “EAF”) in compliance with Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, “SEQRA”); and

WHEREAS, pursuant to the Act and by resolution adopted May 24, 2011, the Agency adopted SEQRA findings with respect to the Facility.

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

Section 1. The Company has presented an application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company’s application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Facility, thereby increasing employment opportunities in St. Lawrence County and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Facility will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Facility from one area of the State of New York (the “State”) to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located within the State; and the Agency hereby finds that, based on the Company’s application, to the extent occupants are relocating from one plant or facility to another, the Facility is reasonably necessary to discourage the Facility occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Facility occupants in their respective industries; and

Section 2. 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 Facility.

Section 3. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to (A) accept a lease from the Company conveying

the Facility or any portion thereof, to the Agency, (B) negotiate, execute and deliver the Lease-Leaseback Agreement and related documents necessary or incidental thereto; provided the rental payments under the Lease-Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Facility and indemnification of the Agency by the Company for actions taken by the Company and for claims arising out of or related to the Facility; and (C) upon completion of development of the Facility or upon such other occurrence as specified in the Lease-Leaseback Agreement, to execute and deliver, if necessary, a termination of lease conveying the Facility back to the Company.

Section 4. 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 finance the Facility (hereinafter, with the Lease-Leaseback 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 Facility.

Section 5. 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 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
Blevins, Lynn	X			
Hall, Mark C.	X			
LaBaff, Ernest	X			
McMahon, Andrew J.				X
Peck, Donald	X			
Staples, Brian W.	X			
Weekes, Jr., R. Joseph	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 20, 2011 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 Directors 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 Directors 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 20th day of December, 2011.

Lynn Blevins, Secretary

[SEAL]

EXHIBIT A

NEGATIVE DECLARATION

Reasons Supporting This Determination:

(See 617.7(a)-(c) for requirements of this determination ; see 617.7(d) for Conditioned Negative Declaration)

If Conditioned Negative Declaration, provide on attachment the specific mitigation measures imposed, and identify comment period (not less than 30 days from date of publication in the ENB)

For Further Information:

Contact Person:

Address:

Telephone Number:

For Type 1 Actions and Conditioned Negative Declarations, a Copy of this Notice is sent to:

Chief Executive Officer , Town / City / Village of

Other involved agencies (If any)

Applicant (If any)

Environmental Notice Bulletin, Room 538, 50 Wolf Road, Albany NY, 12233-1750 (Type One Actions only)

Appendix C
State Environmental Quality Review
SHORT ENVIRONMENTAL ASSESSMENT FORM
For UNLISTED ACTIONS Only

PART I - PROJECT INFORMATION (To be completed by Applicant or Project Sponsor)

1. APPLICANT/SPONSOR Upstate Niagara Cooperative, Inc.	2. PROJECT NAME North Lawrence Acquisition & Equipment
3. PROJECT LOCATION: Municipality <u>North Lawrence, NY</u> County <u>St. Lawrence</u>	
4. PRECISE LOCATION (Street address and road intersections, prominent landmarks, etc., or provide map) <u>22,24,25 CR 52 & 3 Railroad St</u> <u>North Lawrence, NY 12967</u>	
5. PROPOSED ACTION IS: <input type="checkbox"/> New <input type="checkbox"/> Expansion <input checked="" type="checkbox"/> Modification/alteration	
6. DESCRIBE PROJECT BRIEFLY: <u>Acquisition of existing dairy plant - building, land & equipment. Installation of two new high speed production lines.</u>	
7. AMOUNT OF LAND AFFECTED: Initially <u>0</u> acres Ultimately <u>0</u> acres	
8. WILL PROPOSED ACTION COMPLY WITH EXISTING ZONING OR OTHER EXISTING LAND USE RESTRICTIONS? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If No, describe briefly	
9. WHAT IS PRESENT LAND USE IN VICINITY OF PROJECT? <input checked="" type="checkbox"/> Residential <input checked="" type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input checked="" type="checkbox"/> Agriculture <input type="checkbox"/> Park/Forest/Open Space <input type="checkbox"/> Other Describe:	
10. DOES ACTION INVOLVE A PERMIT APPROVAL, OR FUNDING, NOW OR ULTIMATELY FROM ANY OTHER GOVERNMENTAL AGENCY (FEDERAL, STATE OR LOCAL)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If Yes, list agency(s) name and permit/approvals: <u>Project support is expected from ESD, NYPA and St. Lawrence County IDALDC</u>	
11. DOES ANY ASPECT OF THE ACTION HAVE A CURRENTLY VALID PERMIT OR APPROVAL? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If Yes, list agency(s) name and permit/approvals:	
12. AS A RESULT OF PROPOSED ACTION WILL EXISTING PERMIT/APPROVAL REQUIRE MODIFICATION? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE TO THE BEST OF MY KNOWLEDGE	
Applicant/sponsor name: <u>Upstate Niagara Cooperative, Inc.</u>	Date: <u>5-16-11</u>
Signature: <u><i>Charles J. Williams, Director of Risk Management</i></u>	

If the action is in the Coastal Area, and you are a state agency, complete the Coastal Assessment Form before proceeding with this assessment

PART II - IMPACT ASSESSMENT (To be completed by Lead Agency)

A. DOES ACTION EXCEED ANY TYPE I THRESHOLD IN 6 NYCRR, PART 617.4? Yes No If yes, coordinate the review process and use the FULL EAF.

B. WILL ACTION RECEIVE COORDINATED REVIEW AS PROVIDED FOR UNLISTED ACTIONS IN 6 NYCRR, PART 617.6? If No, a negative declaration may be superseded by another involved agency. Yes No

C. COULD ACTION RESULT IN ANY ADVERSE EFFECTS ASSOCIATED WITH THE FOLLOWING: (Answers may be handwritten, if legible)

C1. Existing air quality, surface or groundwater quality or quantity, noise levels, existing traffic pattern, solid waste production or disposal, potential for erosion, drainage or flooding problems? Explain briefly:
None

C2. Aesthetic, agricultural, archaeological, historic, or other natural or cultural resources; or community or neighborhood character? Explain briefly:
None

C3. Vegetation or fauna, fish, shellfish or wildlife species, significant habitats, or threatened or endangered species? Explain briefly:
None

C4. A community's existing plans or goals as officially adopted, or a change in use or intensity of use of land or other natural resources? Explain briefly:
None

C5. Growth, subsequent development, or related activities likely to be induced by the proposed action? Explain briefly:
None

C6. Long term, short term, cumulative, or other effects not identified in C1-C5? Explain briefly:
None

C7. Other impacts (including changes in use of either quantity or type of energy)? Explain briefly:
None

D. WILL THE PROJECT HAVE AN IMPACT ON THE ENVIRONMENTAL CHARACTERISTICS THAT CAUSED THE ESTABLISHMENT OF A CRITICAL ENVIRONMENTAL AREA (CEA)? Yes No If Yes, explain briefly:

E. IS THERE, OR IS THERE LIKELY TO BE, CONTROVERSY RELATED TO POTENTIAL ADVERSE ENVIRONMENTAL IMPACTS? Yes No If Yes, explain briefly:

PART III - DETERMINATION OF SIGNIFICANCE (To be completed by Agency)

INSTRUCTIONS: For each adverse effect identified above, determine whether it is substantial, large, important or otherwise significant. Each effect should be assessed in connection with its (a) setting (i.e. urban or rural); (b) probability of occurring; (c) duration; (d) irreversibility; (e) geographic scope; and (f) magnitude. If necessary, add attachments or reference supporting materials. Ensure that explanations contain sufficient detail to show that all relevant adverse impacts have been identified and adequately addressed. If question D of Part II was checked yes, the determination of significance must evaluate the potential impact of the proposed action on the environmental characteristics of the CEA.

Check this box if you have identified one or more potentially large or significant adverse impacts which **MAY** occur. Then proceed directly to the FULL EAF and/or prepare a positive declaration.

Check this box if you have determined, based on the information and analysis above and any supporting documentation, that the proposed action **WILL NOT** result in any significant adverse environmental impacts **AND** provide, on attachments as necessary, the reasons supporting this determination.

St. Lawrence County IDA

Name of Lead Agency

Date

Raymond H. Fountain

Print or Type Name of Responsible Officer in Lead Agency

Chief Executive Officer

Signature of Responsible Officer in Lead Agency

Signature of Preparer (if different from responsible officer)

