

**RESOLUTION**  
*(Post-Issuance Compliance Procedures)*

At a regular meeting of the St. Lawrence County Industrial Development Agency Civic Development Corporation (the “Corporation”) convened in public session on May 18, 2017 in Canton, New York, the following members of the Issuer were:

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

The following persons were ALSO PRESENT: IDA Staff (Patrick J. Kelly, Lori Sibley, Kimberly Gilbert, and Richard A. Williams) and Agency Counsel (Andrew Silver, 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 adopting post-compliance procedures for all tax-exempt bond issuances.

Upon motion duly made and recorded by Mr. LaBaff and Mr. Hooper, the following resolution was duly adopted by the Corporation with its members voting as follows:

MEMBER	AYE	NAY	ABSTAIN	ABSENT
Staples, Brian W.	X			
LaBaff, Ernest	X			
Blevins, Lynn	X			
Hall, Mark C.				X
McMahon, Andrew	X			
Hooper, Donald	X			
Weekes, Jr., R. Joseph				X

The foregoing resolution was thereupon declared duly adopted.

RESOLUTION ADOPTING CERTAIN POST-ISSUANCE COMPLIANCE  
PROCEDURES FOR TAX-EXEMPT BOND ISSUES

CDC-17-05-12

May 18, 2017

**WHEREAS**, pursuant to (i) the powers and purposes contained in Section 1411 of the Not-For-Profit Corporation Law (the “NPCL”) of the State of New York (the “State”) as amended (hereinafter collectively called the “Act”), (ii) Resolution No: 119-2010 of St. Lawrence County Board of Legislators; and pursuant to its certificate of incorporation (the “Certificate”), the **ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY CIVIC DEVELOPMENT CORPORATION** was established as a not-for-profit local development corporation of the State with the authority and power to own, lease and sell personal and real property for the purposes of, among other things, acquiring, constructing and equipping certain projects exclusively in furtherance of the charitable or public purposes of relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government and acting in the public interest; and

**WHEREAS**, pursuant to the Certificate and the NPCL, the Corporation’s corporate powers include, but are not limited to, the power to finance facilities for non-for-profit and other corporations, acquire, improve, maintain, equip and furnish projects, to lease such project and collect rent; to sell and convey any and all of its property, to loan the proceeds of its bonds to not-for-profit corporations and other entities whenever the Board of Directors shall find such action to be in furtherance of the purposes for which it was organized; and to issue tax-exempt bonds for the purpose of carrying out any of its powers: all bonds to be payable solely out of revenues and receipts derived from the repayment of the loan made by the Corporation; and

**WHEREAS**, as an issuer of tax-exempt bonds, the Corporation desires to adopt procedures to ensure compliance of its tax-exempt bond issues with federal tax requirements following the date of issue of such bonds

**NOW, THEREFORE, BE IT RESOLVED** by the St. Lawrence County Industrial Development Agency Local Development Corporation as follows:

Section 1. The Corporation has reviewed and hereby adopts the Post-Issuance Compliance Procedures presented before this meeting and a copy of which is attached hereto as Exhibit A.

Section 2. This Resolution shall take effect immediately.