

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 LOCAL DEVELOPMENT CORPORATION
 Resolution No. LDC-17-09-18
 September 29, 2017

AUTHORIZING A CONVERTIBLE NOTE OF UP TO \$150,000 TO LC DRIVES CORPORATION

WHEREAS, the St. Lawrence County Industrial Development Agency Local Development Corporation (the “SLCIDA-LDC”) was formed by the St. Lawrence County Industrial Development Agency to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better and maintain job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding the community of St. Lawrence County, New York by attracting industry to the community and by encouraging the development of, or retention of, an industry in the community, and to lessen the burdens of government and to act in the public interest, thus performing an essential governmental function, and

WHEREAS, the SLCIDA-LDC entered in an Agreement with the St. Lawrence River Valley Redevelopment Agency (the “RVRDA”), and

WHEREAS, pursuant to Section II (1) NYPA Allocation Agreement, “...nothing herein shall cause the (Corporation) to undertake any act or participate in any portion of the Allocation Program unless approved by the (Corporation),” and

WHEREAS, on September 19, 2017, the RVRDA adopted Resolution No. RVR-17-09-10, “Authorizing a Convertible Note of up to \$150,000 to LC Drives Corporation” a copy of which is attached to this resolution, and

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency Local Development Corporation, having exercised its own due diligence in the matter, authorizes the allocation of St. Lawrence River Valley Redevelopment Agency funds, as outlined in RVRDA Resolution No. RVR-17-05-05, and

BE IT FURTHER RESOLVED that the St. Lawrence County Industrial Development Agency Local Development Corporation authorizes the creation, execution and/or delivery of any and all documents and/or budget accounts that may be required to effectuate the transaction contemplated by this resolution.

Move:	LaBaff			
Second:	Blevins			
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins	X			
Hall	X			
LaBaff	X			
McMahon				X
Staples	X			
Hooper	X			
Weekes				X

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley
 September 29, 2017

ST. LAWRENCE RIVER VALLEY REDEVELOPMENT AGENCY
 Resolution No. RVR-17-09-10
 September 19, 2017

AUTHORIZING A CONVERTIBLE NOTE OF UP TO \$150,000 TO LC DRIVES CORPORATION

WHEREAS, the St. Lawrence River Valley Redevelopment Agency (“RVRDA”) seeks to actively participate in economic development projects which result in the creation of jobs, and

WHEREAS, the RVRDA has partnered with the St. Lawrence County Industrial Development Agency Local Development Corporation (“SLCIDA-LDC”) as prescribed in certain agreements among multiple parties dated June 2, 2010 for the purpose of providing assistance to such projects, and

WHEREAS, LC Drives (the “Company”) has applied for equity financing as part of a project to set up a manufacturing operation within Clarkson’s Damon Hall facility (the “Project”), and

WHEREAS, the company has been approved by the St. Lawrence River Valley Redevelopment Agency for a loan of \$100,000 for the project, and

WHEREAS, as part of the company’s application for assistance, it has also applied for an equity investment of \$150,000 from the St. Lawrence River Valley Redevelopment Agency, and

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence River Valley Redevelopment Agency agrees to provide a convertible note in an amount of up to \$150,000 to LC Drives Corporation from the St. Lawrence River Valley Redevelopment Agency for the project, and

BE IT FURTHER RESOLVED that said convertible note of up to \$150,000 shall be subject to the following terms and conditions:

1. Amount	Up to \$150,000
2. Interest Rate and Terms	Interest Rate and Terms shall be set to be consistent with the terms and conditions of the Convertible Promissory Note utilized by the Seaway Private Equity Corporation for its investment in LC Drives Corporation
3. Other	The Company agrees to retain 6 FTE and create at least 1 FTE new jobs over the next three years

Move:	Strait			
Second:	Forsythe			
VOTE	AYE	NAY	ABSTAIN	ABSENT
McNeil	X			
Strait	X			
Murphy	X			
Schneider	X			
Forsythe	X			

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley

09/19/17