

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 PROJECT TERMINATION RESOLUTION
 Butternut Assets, LLC Facility - Project Number, 4001-08-03
 Resolution No. IDA-20-02-02
 February 21, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the "SLCIDA") was convened on February 21, 2020 at 9:00 AM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

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

MEMBER	PRESENT	ABSENT
Blevins, Lynn	X	
Hall, Mark C.	X	
LaBaff, Ernest		X
McMahon, Andrew	X	
Morrill, Steven	X	
Reagen, James	X	
Staples, Brian W.	X	

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Tom Plastino, Richard Williams, Kimberly Gilbert, and Lori Sibley); Andrew Silver Esq. (Attorney for SLCIDA)

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

**AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS
 WITH RESPECT TO THE BUTTERNUT ASSETS, LLC PROJECT**

WHEREAS, the St. Lawrence County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 358 of the 1971 Laws of New York, as amended, constituting Section 914 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing and commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the

Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on January 21, 2009, the Agency undertook a project (the "Project") on behalf of Butternut Assets, LLC (the "Company") consisting of: (1)(A) the acquisition of title to or a leasehold interest in an approximately 1.5 acre parcel of land located on State Highway 37 in the Town of Lisbon, New York (the "Land"), (B) the construction and equipping of a commercial building of approximately 6,600 square feet on the Land to be leased to third parties (the "Improvements") and (C) the acquisition in and around the Improvements of certain items of equipment and other tangible personal property, all in furtherance of the Company's commercial business (the "Equipment," and with the Land and the Improvements are collectively the "Facility"), (2) the lease (with an obligation to purchase) or sale of the Facility to the Company or such other person as may be designated by the Applicant and agreed upon by the Agency, and (3) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the New York General Municipal Law) with respect to the foregoing, including exemption from sales and use taxes, deed transfer taxes, mortgage recording taxes and real property taxes consistent with the Agency's uniform tax exemption policy (collectively, the "Financial Assistance"); and

WHEREAS, pursuant to a warranty deed dated as of January 21, 2009 (the "Deed to Agency") from the Company to the Agency, the Company transferred title to the Land and the Improvements to the Agency and a bill of sale dated as of December 1, 2008 from the Company to the Agency, the Company transferred title to the Equipment to the Agency, all for the purpose of the Agency undertaking and completing the Project; and

WHEREAS, the Agency is leasing the Facility to the Company pursuant to a lease agreement dated as of December 1, 2008 (the "Lease Agreement"); and

WHEREAS, in accordance with the terms of the Lease Agreement, the leasehold estate created by the Lease Agreement has terminated and the Agency is required by the terms of the Lease Agreement to convey title to the Facility to the Company;

NOW, THEREFORE, BE IT RESOLVED by the members of the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency hereby determines to convey title to the Facility to the Company pursuant to a deed, bill of sale, termination of lease agreement and termination of memorandum of lease agreement (collectively, the "Agency Documents") all in accordance with the Lease Agreement and to do all acts and things necessary or appropriate for the accomplishment thereof.

Section 2. The Chairman, Vice Chairman, Chief Executive Officer and/or Deputy Chief Executive Officer of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the forms thereof presented to this meeting, with such changes, variations, omissions and insertions thereto as the Chairman, Vice Chairman, Chief Executive Officer and/or Deputy Chief Executive Officer of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer and/or Deputy Chief Executive Officer of the Agency to constitute conclusive evidence of such approval.

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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 4. 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	YEA	NAY	ABSTAIN	ABSENT
Blevins, Lynn	X			
Hall, Mark C.	X			
LaBaff, Ernest				X
McMahon, Andrew	X			
Morrill, Steven	X			
Reagen, James	X			
Staples, Brian W.	X			

The Resolution were thereupon declared duly adopted.

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

I, LYNN BLEVINS, Secretary of the St. Lawrence County 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 February 21, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and insofar 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 public 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 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 or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 21st day of February, 2020.

Lynn Blevins, Secretary