

**CONSENTING RESOLUTION
THE NEW YORK INDEPENDENT SYSTEM OPERATOR, INC. PROJECT**

A regular meeting of Rensselaer County Industrial Development Agency (the "Agency") was convened in public session at the Quackenbush Building located at 32 3rd Street, 3rd Floor Conference Room, City of Troy, Rensselaer County, New York on August 11, 2016 at 4:00 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

John H. Clinton, Jr.	Chairman
Sandra Brown	Vice Chairman
Douglas Baldrey	Member
James Church	Member

ABSENT:

Cynthia A. Henninger	Secretary/Treasurer
Ronald Bounds	Assistant Secretary/Treasurer
Michael Della Rocco	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Robert L. Pasinella, Jr.	Executive Director
Robin LaBrake	Assistant
Peter R. Kehoe, Esq.	Agency Counsel
George W. Cregg, Jr., Esq.	Special Counsel

The following resolution was offered by Douglas Baldrey, seconded by James Church, to wit:

Resolution No. 0816-17

RESOLUTION AUTHORIZING THE RENSSELAER COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO CONSENT TO A LOT CONSOLIDATION REGARDING THE NEW YORK INDEPENDENT SYSTEM OPERATORS, INC. PROJECT

WHEREAS, Rensselaer County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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 128 of the 1974 Laws of New York, as amended, constituting Section 903-d 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 manufacturing, warehousing, research, commercial and industrial 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, per an effective date of January 1, 2016, New York Independent System Operator, Inc. (the “Company”) and the Agency entered into a second amendment to payment in lieu of tax agreement dated as of January 1, 2016 (the “Second Amendment to Payment in Lieu of Tax Agreement”) with respect to the Company’s headquarters located at 10 Krey Boulevard in the Town of North Greenbush and the Town of East Greenbush, Rensselaer County, New York; and

WHEREAS, the Second Amendment to Payment in Lieu of Tax Agreement covers multiple lots or parcels of land, some of which the Agency is a fee owner; and

WHEREAS, pursuant to a request, attached hereto as Exhibit A, from the Company (the “Request”), the Company would like to consolidate the lots, but needs the consent of the Agency, as fee owner of four (4) of the lots to allow the consolidation, prior to the Rensselaer County Tax Mapping Department accepting the consolidation map; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Request; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Request in order to make a determination as to whether the Request is subject to SEQRA, and it appears that the Request constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Request, the Agency hereby makes the following determinations:

(A) The Request constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(17) and (19), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

(B) That since compliance by the Agency with the Request will not result in the Agency providing more than \$100,000 of “financial assistance” (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Request.

Section 2. Subject to (A) approval of the form of any consent to the consolidation of the lots (collectively, the “Consent Documents”), by Special Agency counsel and (B) receipt by the Executive

Director of (1) the Agency's administrative fee relating to the Request, if any, and (2) counsel's fees relating to the Request, the Agency hereby authorizes the execution by the Agency of the Consent Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Consent Documents to the Company, 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 form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

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 or provided for by the provisions of the Consent 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 Consent Documents binding upon the Agency.

Section 5. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

John H. Clinton, Jr.	VOTING	YES
Sandra Brown	VOTING	YES
Cynthia A. Henninger	VOTING	ABSENT
Ronald Bounds	VOTING	ABSENT
Douglas Baldrey	VOTING	YES
James Church	VOTING	YES
Michael Della Rocco	VOTING	ABSENT

The foregoing Resolution was thereupon declared duly adopted.

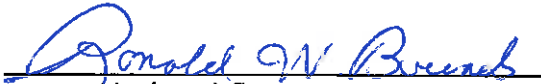
STATE OF NEW YORK)
) SS.:
COUNTY OF RENSSELAER)

I, the undersigned (Assistant) Secretary of Rensselaer County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 11, 2016 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far 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 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 11th day of August, 2016.



(Assistant) Secretary

(SEAL)

EXHIBIT A
REQUEST

Zeigler, Nadene

From: Nye, Jonathan <JNye@woh.com>
Sent: Thursday, August 11, 2016 12:26 PM
To: Zeigler, Nadene
Cc: Trigg, Genevieve
Subject: RE: NYISO-lot consolidation

Nadene – The explanation is as follows:

NYISO recently purchased a number of properties that are either adjacent or proximate to their existing headquarters at 10 Krey Boulevard. The purchases were for security reasons (additional buffer as federally designated critical energy infrastructure) as well as for present and future space needs. Presently, NYISO is converting an existing building it purchased at 6 Krey Boulevard to a mail receiving facility with expanded loading dock capabilities. Because this project implicates multiple properties, it made sense to consolidate the lot lines of the recently purchased properties for setback purposes as well as ease of administration.

I hope this description helps – your assistance is appreciated as always.

Jon

From: Zeigler, Nadene [mailto:NZeigler@hodgsonruss.com]
Sent: Thursday, August 11, 2016 10:52 AM
To: Nye, Jonathan
Cc: Trigg, Genevieve
Subject: RE: NYISO-lot consolidation

Good morning Jon:

It just so happens that there is a RCIDA meeting today at 4PM. I will prepare a resolution authorizing the IDA to consent to the lot consolidation for this meeting. As way of background, could you let me know why NYISO is desirous of this consolidation (i.e. advantages?).

Thanks.

Nadene E. Zeigler
Partner
Hodgson Russ LLP

Tel: 518.465.2333
Fax: 866.505.9238



website | vCard | bio | email

677 Broadway, Suite 301 | Albany, NY 12207
Tel: 518.465.2333 | [map](#)



From: Nye, Jonathan [mailto:JNye@woh.com]
Sent: Wednesday, August 10, 2016 5:23 PM
To: Zeigler, Nadene <NZeigler@hodgsonruss.com>
Cc: Trigg, Genevieve <Gtrigg@woh.com>
Subject: NYISO

Good afternoon Nadene – it appears we have yet another real property issue for NYISO.

NYISO has sought to file a lot consolidation map relating to several of the parcels in the Town of East Greenbush, which application was rejected by the County Tax Mapping Department because several of the parcels are titled in the name of the IDA.

The parcels at issue, all of which are subject to the Second Amendment to PILOT agreement, are as follows:

144.-4-6.111 (NYISO)
144.-4-7 (NYISO)
144.-4-61 (IDA)
144.2-2-1 (IDA)
144.2-2-2 (IDA)
144.2-2-4 (IDA)

(For reference if desired, I have attached printouts of the assessments of each of those parcels, showing the indicated ownership, as well as a copy of the planned consolidation map).

We understand that the Tax Mapping Department seeks the consent or approval of the IDA before it can accept the consolidation map. Do you have any guidance how a request for such consent should be formulated and directed? As always, any recommendations or suggestions would be appreciated.

Jon

This message may contain confidential information that is protected by the attorney-client privilege or otherwise. If you are not the intended recipient, you are notified that any disclosure, copying, or use of the contents of this message is strictly prohibited. If this message has been received by you in error, please notify the sender immediately by e-mail and delete the original message. Thank you.