

A regular meeting of Tioga County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Tioga County Industrial Development Agency at 56 Main Street, Owego, New York, Tioga County, New York on Wednesday, August 3, 2011 at 5:30 o'clock p.m., local time.

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

PRESENT:

Aaron Gowan	Chairman
Martha Sauerbrey	Vice Chairman
William J. Woods, Jr.	Secretary
Ralph E. Kelsey	Treasurer
Dean Daniels	Member
Tracy Monell	Member
Kevin Dougherty	Member

ABSENT:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

Joseph B. Meagher, Esq.	Agency Counsel
Douglas Barton	Director Tioga County ED & P
Lee Ann Tinney	Business Administrator TCIDA
Cathy Haskell	Administrative Asst. TCIDA

The following resolution was offered by D. Daniels and seconded by W. Woods, to wit:

RESOLUTION TAKING ACTION TOWARD A LEASE AND LEASEBACK TRANSACTION TO FACILITATE THE ACQUISITION, CONSTRUCTION AND EQUIPPING BY CENTRAL NEW YORK OIL AND GAS COMPANY, L.L.C. (THE "COMPANY") OF AN APPROXIMATELY 13,400 HORSEPOWER NATURAL GAS COMPRESSION AND METERING FACILITY, INCLUDING AN APPROXIMATELY 10,000 SQUARE FOOT BUILDING, ACCESS ROADS AND RELATED FACILITIES (THE "FACILITY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BY AND BETWEEN THE AGENCY AND THE COMPANY WITH RESPECT TO THE PROVIDING OF THE FACILITY.

WHEREAS, the Tioga County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of the State of New York, constituting Title 1 of Article 18-A of the General Municipal Law, as amended (the "Enabling Act") and Chapter 534 of the 1971 Laws of the State of New York, as amended by Chapter 883 of the 1974 Laws of the State of New York, constituting Section 912 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, commercial, research, recreation and civic 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, Central New York Oil and Gas Company, L.L.C. (the "Company") has presented an application (the "Application") to the Agency, a copy of which is on file in the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) the construction and installation on a parcel of land located near the interconnection of the Company's North Lateral Pipeline and the Millennium Pipeline, off Rosenberger Road in the Town of Owego, Tioga County, New York (the "Land"), of an approximately 13,400 horsepower natural gas compression and metering facility, including an approximately 10,000 square foot building, access roads and related facilities (the "Facility"), and (2) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be used by the Company as a facility to enable the Company to transport natural gas for third parties between the Millennium Pipeline and the Tennessee Gas Pipeline using the Company's existing Stagecoach storage facility North Lateral and South Lateral, and any other directly or indirectly related activities; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales taxes, mortgage recording taxes and real property taxes (collectively, the "Financial Assistance"); and (C) the lease or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in compliance with the provisions of Section 859-a of the Act, the Preliminary Inducement Resolution indicated that the undertakings of the Agency contained therein are contingent upon the Agency making a determination to proceed with the Project following compliance by the Agency with the public notice and public hearing requirements set forth in Section 859-a of the Act; and

WHEREAS, pursuant to the authorization contained in the Preliminary Inducement Resolution, the Executive Director of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the "Public Hearing"), to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on August 20, 2010 to the chief executive officer of the county and of each town, village and school district in which the Project is to be located, (B)

caused notice of the Public Hearing to be published on August 23, 2010 in the Press and Sun Bulletin, a newspaper of general circulation available to residents of the Town of Owego, (C) conducted the Public Hearing on September 22, 2010 at 6:00 o'clock p.m., local time, at the Hubbard Auditorium, Tioga County Office Building in the Town of Owego, Tioga County, New York, and (D) prepared a report of the Public Hearing (the "Report") which fairly summarized the views presented at said Public Hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, "SEQRA"), by resolution adopted by the members of the Agency on October 6, 2010 (the "SEQR Resolution"), the Agency determined that the Project constitutes an "unlisted action" that will not have a "significant effect on the environment" (as such quoted terms are defined in SEQRA); and

WHEREAS, in order to complete the documentation necessary to consummate the aforesaid Project described in the Notice of Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a lease agreement (and a memorandum thereof) effective as of August 1st, 2011 (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake and complete the Project as agent of the Agency; (B) a leaseback agreement (and a memorandum thereof) effective as of August 1st, 2011 (the "Leaseback Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment-in-lieu-of-tax agreement effective as of August 1st, 2011 (the "Payment-in-Lieu-of-Tax Agreement") pursuant to which the Company agrees to make payments in lieu of taxes with respect to the Project Facility; and (D) various certificates relating to the Project (the "Closing Documents").

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

Section 1. 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 Project constitutes a "project", as such term is defined in the Act; and

(C) The acquisition, construction and equipping of the Project Facility and the lease and leaseback of the Project Facility to the Company will promote and maintain the job

opportunities, general prosperity and economic welfare of the citizens of Tioga County, New York and the State of New York and improve their standard of living; and

(D) Having reviewed the Report of the Public Hearing and having fully considered all comments contained therein, the Agency hereby further determines that it is desirable and in the public interest for the Agency to proceed with the Project and enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to: (A) proceed with the Project; (B) acquire a leasehold interest in the Facility and all other improvements now or hereafter located thereon (collectively, the "Premises") from the Company pursuant to the Lease Agreement; (C) construct and equip the Project Facility, or cause the Project Facility to be constructed and equipped; (D) lease the Project Facility to the Company pursuant to the Leaseback Agreement between the Agency and the Company pursuant to which, among other things, the Company shall be obligated (1) to pay all costs incurred by the Agency with respect to the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project Facility, and (2) to comply with the provisions of the Act applicable to beneficiaries of financial assistance from the Agency; and (E) enter into the Payment-in-Lieu-of-Tax Agreement.

Section 3. The Agency is hereby authorized to acquire (A) a leasehold interest in the Project Facility pursuant to the Lease Agreement from the Company to the Agency, and (B) title to the Equipment pursuant to a bill of sale effective as of August 1st, 2011 (the "Bill of Sale to Agency") from the Company to the Agency and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 4. The Agency is hereby authorized to acquire, construct and equip the Project Facility described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and equipping are hereby approved, ratified and confirmed.

Section 5. The form and substance of the Agency Documents (in substantially the forms presented to this meeting) are hereby approved.

Section 6. (A) The Chairman, Vice Chairman or Secretary of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents and, where appropriate, the 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 or Secretary approve, the execution thereof by the Chairman, Vice Chairman or Secretary to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Secretary are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined

in and pursuant to the Lease Agreement).

Section 7. 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 8. 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:

Aaron Gowan	voting	Aye
Martha Sauerbrey	voting	Aye
William J. Woods, Jr.	voting	Aye
Ralph E. Kelsey	voting	Aye
Dean Daniels	voting	Aye
Tracy Monell	voting	Aye
Kevin Dougherty	voting	Aye

The Resolution was thereupon declared duly adopted.

STATE OF NEW YORK:

: ss.:

COUNTY OF TIOGA :

I, the undersigned Secretary of Tioga County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the annexed extract of the minutes of the meeting of the Agency, including the Resolution contained therein, held on August 3, 2011, with the original thereof on file in my office, and that the same is a true and correct copy of said

original and of the whole 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 public notice of the time and place of said meeting was duly given in accordance with such Article 7, 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 3rd day of August, 2011.

William J. Woods, Jr.
Secretary

(SEAL)