

**CARTHAGE INDUSTRIAL DEVELOPMENT CORPORATION
MINUTES OF MEETING JUNE 22ND, 2011**

Present: Don Alexander , Bruce Armstrong, Wayne McIlroy, Paul Smith, Tom Piche, Bob Gormley, Terry Roche, Terry Buckley, Urban Hirschey, Derek Davis

Proxy: Bob Gormley for Kevin Jordan

Absent:

Excused:

Others Present: John McHugh and Mike Astafan, Reena Singh (Watertown Times), Mike Lisk (Hydro-Kare)

Call to Order: President Gormley called the meeting to order at 4:20 p.m.

Minutes: Motion made by Mr. Armstrong, seconded by Mr. Davis, to accept the minutes of the May 25th, 2011 meeting, Motion carried unanimously.

REPORTS:

a. Main Street Grant Status

Mr. McHugh reported that the 246 State Street apartment is now occupied. He stated that the 237 State Street project has completed roof work and heating system installations and will begin façade restoration in July. Instant Imprints roof work has been substantially completed although work has stopped due to unanticipated and substantial brick work that is required. We have secured an affordable quote for the work and renovations should resume shortly. Bids continue to come in on the remainder of the project and we are hopeful contracts will be signed in July. He noted that we are still awaiting final bid specs for 249 and 251 State Street which are being delayed by engineering issues with the side wall repairs and securing restoration estimates. We will be securing estimates on the cost of repairing the side wall and we are hopeful that we will have a better idea concerning economic viability by the first part of July. We will need to have a committee meeting shortly after to develop financial options for the project. The board reconfirmed that no progress can be made on the project until an acceptable wall stabilization project is designed. Mr. McHugh also noted that he continues to meet with the engineer and property owners concerning the Entorcia buildings and progress is being made on the work scope. Mr. McHugh and Mr. McIlroy also reported that progress continued to be made on the Lighting project in cooperation with National Grid. National Grid should have two design options including a single light pole and a dual light pole in early July. The grant funds and CIDC funds will be used to buy the new light poles with National Grid installing the infrastructure, lanterns and luminaries. The grant and CIDC funds would also cover landscaping and restoration. Goal is to bid poles in July and install in September/October. Once we have a final design concept we will be

meeting with downtown businesses to discuss the project. It was reiterated that these projects will exhaust the funds available, although there are numerous other projects that need assistance.

Treasurer's Report

a. b. Financial Reports and Bills

Mr. McHugh gave his financial report, and distributed Profit and Loss Statement, Balance Sheet, Check Detail (bills), and Deposit Details for June. After review and discussion, **motion** by Mr. Armstrong, seconded by Mr. Smith to approve the financial report and pay the bills as presented. All were in favor.

EXECUTIVE SESSION

At this time Mr. Armstrong moved to enter executive session at 4:30 PM to discuss possible property acquisition and Hydro facility lease negotiations. The motion was seconded by Mr. Roche and approved unanimously. At 5:20 PM Mr. Hirschey moved to close the executive session which was seconded by Mr. Smith and unanimously approved.

OLD/NEW BUSINESS

a. Braman Property

Mr. McHugh reported that to the best of his knowledge, the final filing of paperwork with the County Clerk's office has occurred and we should think about scheduling a meeting in July of the Braman property committee.

b. West End Dam Hydro Facility

Mr. McHugh reported that lease negotiations with Northbrook Energy are substantially concluded and it is time to act on the proposed lease and authorize certain Board members and Officers to execute any and all documents necessary to complete the lease approval process. At this point Mr. Buckley introduced the following resolutions which were seconded by Mr. Derek Davis and approved unanimously

RESOLVED, that the Board of Directors (the "Board") of Carthage Industrial Development Corporation ("CIDC") hereby authorizes any officer of CIDC, and the President of the Board of CIDC and Thomas Piche' and Bruce Armstrong, members of CIDC Board (each an "Authorized Person"), acting individually, to execute and deliver an agreement of lease between CIDC as landlord and Northbrook Carthage, LLC as Tenant under which CIDC lease to Carthage Northbrook, LLC certain property known as the Westend Dam Hydroelectric Facility, for the term of thirty (30) years (the "Lease") on behalf of and in the name of CIDC, such lease to contain such terms, provisions, conditions and indemnities as any such Authorized Person may deem necessary or desirable and to take any other action that may be in the opinion of any such Authorized Person necessary, convenient, desirable or appropriate in connection with the Lease and the transactions contemplated thereunder;

FURTHER RESOLVED, that the Lease (subject to such revisions as any Authorized Person may deem advisable) is hereby authorized and each of the Authorized Persons are and each of them acting individually, on behalf of and in the name of CIDC to perform all acts and execute all documents that may be necessary, convenient or appropriate in the opinion of any Authorized Person to close the transactions contemplated by the Lease; and

FURTHER RESOLVED, that each Authorized Person is authorized to enter into an agreement terminating the existing lease of the facility by CIDC to West End Dam Associates (the "Existing Lease") containing such terms, provisions and conditions as in the opinion of any Authorized Person are necessary or appropriate to effect a full and complete termination of the existing lease.

FURTHER RESOLVED, that each Authorized Person acting individually hereby is authorized to take such additional actions and to sign and deliver additional documents, certificates and instruments that may be necessary, convenient or appropriate in order to carry out, effectuate and consummate the foregoing Resolutions; and

FURTHER RESOLVED, that each action heretofore taken by any Authorized Person in connection with or related to the matters authorized by the foregoing Resolutions, is hereby in all respects ratified and confirmed.

Mr. Piche also made a motion to authorize entering into agreement with Hydro-Kare to operate the Hydro Facility on a month to month basis as we finalize the lease agreement paperwork with Northbrook Carthage, LLC. The motion was seconded by Mr. Roche and approved unanimously. It was noted that Hydro-Kare will also have to agree to the contract which they prepared.

NEXT MEETING:

The next meeting of the board is tentatively scheduled for June 27th. There being no further business Mr. Gormley adjourned the meeting at 5:40 p.m.