

RESOLUTION APPROVING A SECOND AMENDMENT TO THE RESERVOIR OPERATING AGREEMENT AT CONKLINGVILLE

WHEREAS, the Hudson River – Black River Regulating District Board (“*Regulating District*”) entered into an agreement with Erie Boulevard Hydropower, L.P., (“*Erie*”) dated July 1, 2003; later amended by agreement dated May 19, 2006; and

WHEREAS, said Reservoir Operating Agreement continued a long-term relationship with Erie and its predecessors in interest including previous Reservoir Operating Agreements with the Regulating District in 1927, 1939, 1949, 1971, 1980, and 2003; and

WHEREAS, that certain Reservoir Operating Agreement, dated as of July 1, 2003 (“*Reservoir Operating Agreement*”), and that certain Amendment to Reservoir Operating Agreement, dated as of May 19, 2006 (“*Amendment to Reservoir Operating Agreement*”) expire on June 30, 2021; and

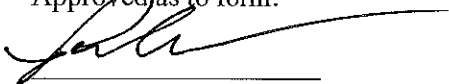
WHEREAS, the Regulating District hired Walden Environmental Engineering, PLLC, to appraise the fair market value of the Regulating District’s 56 feet of head used by Erie at Conklingville; and

WHEREAS, the parties intend to rely upon that appraisal in the negotiation of a new long-term replacement to the expiring Reservoir Operating Agreement;

WHEREAS, the parties acknowledge that additional time may be required to acquire necessary data, including data from Erie, to complete the appraisal and to negotiate a new long-term agreement,

NOW, THEREFORE BE IT RESOLVED, the Hudson River – Black River Regulating District Board hereby authorizes the Executive Director to enter into an agreement extending the current Reservoir Operating Agreement’s term by one year to June 30, 2022.

Approved as to form:



Robert P. Leslie
General Counsel

Motion was made by Mr. Rosenthal and seconded by Mr. Hayes that the Resolution be approved.

Present and voting:

<u>MEMBER</u>	<u>AYE</u>	<u>NOE</u>	<u>ABSTAIN</u>
Mr. Finkle.....	<u> X </u>	_____	_____
Mr. Hayes.....	<u> X </u>	_____	_____
Mr. Rosenthal.....	<u> X </u>	_____	_____
Mr. DeWitt.....	<u> X </u>	_____	_____
Mr. Bird.....	<u> X </u>	_____	_____
Mr. Candido.....	<u> X </u>	_____	_____
Mr. Reagan.....	<u> X </u>	_____	_____