

**RESOLUTION #53 OF 2012  
TOWN OF CLAYTON**

**A RESOLUTION AT A JOINT MEETING OF THE TOWN BOARD OF THE TOWN OF  
CLAYTON, THE BOARD OF TRUSTEES OF THE VILLAGE OF CLAYTON AND SPECIAL  
MEETING OF THE BOARD OF DIRECTORS OF THE CLAYTON LOCAL DEVELOPMENT  
CORPORATION TO SUSPEND THE DISPOSITION OF THE FRINK PROPERTY WITH KROG  
AT THIS TIME.  
SEPTEMBER 26, 2012**

**Title:** A resolution at a Joint Meeting of the Town Board of the Town of Clayton, The Board of Trustees of the Village of Clayton and Special Meeting of the Board of Directors of the Clayton Local Development Corporation to suspend the disposition of the Frink Property with Krog at this time.

At a Joint Quarterly Meeting of the Town Board of the Town of Clayton and the Village Board of Trustees of the Village of Clayton also in attendance the Board of Directors of the Clayton Local Development Corporation was held at the Paynter Senior Center, Strawberry Lane, Clayton, New York on the 26<sup>th</sup> day of September, 2012, at 6:00 PM prevailing time, the following resolution was proposed and upon consideration duly adopted:

The meeting was called to order by Supervisor Taylor and upon roll being called, the following were:

**PRESENT:**

**Town:** Justin A. Taylor, Supervisor  
George E. Kittle, Councilman  
Lance Peterson, Councilman  
Robert W. Cantwell III, Councilman  
Christopher D. Matthews, Councilman

**Village:** Norma J. Zimmer, Mayor  
Mary Burke, Trustee  
Dennis Honeywell, Trustee  
Shauna Sherboneau, Trustee  
Twyla Webb, Trustee

The following resolution was offered by Robert W. Cantwell III, seconded by Dennis Honeywell,  
To wit:

**WHEREAS**, the Clayton Local Development Corporation ("CLDC"), entered into a Memorandum of Understanding ("MOU") with the Krog Corp. ("Krog"), dated August 27, 2010, to provide Krog with the opportunity to explore the acquisition and development of the Frink Property located within the Village of Clayton and owned jointly by the Town of Clayton ("Town") and the CLOC, and

**WHEREAS**, pursuant to the terms of the MOU Krog was provided the exclusive opportunity to negotiate with the Town and CLDC to acquire the Frink Property on terms mutually agreeable to the parties, and

**WHEREAS**, the MOU by its terms expired on July 31, 2011, and although subsequent thereto the Town and the CLDC continued to negotiate with Krog toward the disposition of the Frink Property, no agreement to extend the MOU has been entered into, and the Town and the CLDC have not reached a meeting of the minds with Krog with respect to the terms for the disposition of the Frink Property to Krog, and

**WHEREAS**, during recent conversations between the Town Supervisor and a principal of Krog, Krog expressed its firm position that it cannot pay the sums required by the Town and the CLDC to acquire the Frink Property, and further expressed its position that its acquisition of the Frink Property must be conditioned upon certain factors and agency assistance which appear to the Town and the CLDC to be unattainable, and

**WHEREAS**, based upon the positions which Krog has expressed, it is evident that the Town, the CLDC and Krog will not be able to agree upon terms for the acquisition by Krog of the Frink Property that are acceptable to the Town and the CLDC.

**NOW, THEREFORE**, be it resolved by the Town Board of the Town of Clayton, the Board of Directors of the Clayton Local Development Corporation, and the Board of Trustees of the Village of Clayton as follows:

1. The foregoing recitations are incorporated herein and made a part hereof as if fully set forth hereafter.
2. It is hereby determined that since Krog has expressed its inability to acquire the Frink property on terms that are acceptable to the Town and CLDC, it is evident that the parties will not be able to reach a meeting of the minds in order to enter into a Land Disposition Agreement that is mutually acceptable to all of the parties.
3. It is further determined that based upon the firm position taken by Krog further discussions between the parties are not likely to bring the parties closer to mutually acceptable Terms, will continue to be a drain upon public resources, and are not in the best interest of the Town or the CLDC.
4. Based upon the foregoing, it is hereby resolved that the Town and the CLDC shall not pursue further negotiations with Krog for the disposition of the Frink Property at this time, and that the Town Supervisor shall notify Krog that the negotiations between the Town and CLDC with Krog for the disposition of the Frink Property are hereby suspended.
5. The foregoing resolution shall take effect immediately.

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

<b>TOWN:</b>	Justin A. Taylor, Supervisor	<u> X </u> Yes ___ No
	George E. Kittle, Councilman	<u> X </u> Yes ___ No
	Lance Peterson, Councilman	<u> X </u> Yes ___ No

Robert Cantwell III, Councilman  Yes \_\_\_ No  
Christopher Matthews, Councilman  Yes \_\_\_ No

**VILLAGE:** Norma J. Zimmer, Mayor  Yes \_\_\_ No  
Mary Burke, Trustee  Yes \_\_\_ No  
Dennis Honeywell, Trustee  Yes \_\_\_ No  
Shauna Sherboneau, Trustee  Yes \_\_\_ No  
Twyla Webb, Trustee  Yes \_\_\_ No

Yes 10 No 0 Abstain 0 Absent 0

Dated: September 26, 2012

**Certification**

I, Kathleen E. LaClair, Town Clerk of the Town of Clayton, do hereby certify that the above resolution was adopted at a regular Quarterly meeting of the Town Board of the Town of Clayton and the Village of Clayton Board of Trustees also in attendance the Clayton Local Development Corporation, held on September 26, 2012 and it's on file and record and the said resolution has not been altered, amended or revoked and it's in full force and effect.

**(SEAL)**

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**Kathleen E. LaClair, Town Clerk**