

Exhibit 106



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From: Julia Tighe
To: Peter Goodwin; Robert Davies
CC: Marc Gerstman
Date: 8/1/2013 1:12 PM
Subject: Re: FW: NYCO Amendment Language

From: Mark Behan [<mailto:Mark.Behan@behancom.com>]
Sent: Thursday, August 01, 2013 6:31 AM
To: Steele Rob; Peter Goodwin; Mark Buckley; Dawn Revette
Cc: John Brodt; Dan Fitzgerald
Subject: NYCO Amendment Language

Dear Colleagues:

We have received word from New York State Board of Elections that the NYCO and land swap amendment will be Proposition Number 5 on the November ballot. In addition, the Board of Election has proposed the following language:

In Relation to a Land Exchange in the State Forest Preserve with NYCO Minerals, Inc.

The proposed amendment to section 1 of article 14 of the Constitution would authorize the Legislature to convey forest preserve land located in the town of Lewis, Essex County, to NYCO Minerals, a private company that plans on mining the land. In exchange, the NYCO Minerals would give the State at least the same amount of land of at least the same value, with a minimum assessed value of \$1 million, to be added to the forest preserve. When NYCO Minerals finishes mining, it would restore the condition of the land and return it to the forest preserve. Shall the proposed amendment be approved?

As you can see, the language is inaccurate, unclear and clumsy.

For example:

NYCO has committed to giving the state at least 1,500 acres of land. It does not make clear that the state's transfer of 200 acres to NYCO is temporary, while additions to the state forest preserve are permanent. While NYCO and mining are mentioned twice, the language never expresses the public benefit of the exchange: More open space for preservation and recreation. (Other proposed amendments do set forth such a benefit, as shown below.)

We are working with our contacts in state government to see if the Board of Elections can be persuaded to make changes in the language and will have more to report on Monday.

The other ballot propositions are:

Proposition 1 Authorizing Casino Gaming

The proposed amendment to section 9 of article 1 of the Constitution would allow the Legislature to authorize up to seven casinos in New York State for the legislated purposes of promoting job growth, increasing aid to schools, and permitting local governments to lower property taxes through revenues generated. Shall the amendment be approved?

Proposition 2 Additional Civil Service Credit for Veterans with Disabilities Certified Post-Appointment

The proposed amendment to section 6 of article 5 of the Constitution would entitle a veteran who has received civil service credit for a civil service appointment or promotion and subsequently is certified as disabled to additional civil service credit at a subsequent appointment or promotion. Shall the proposed amendment be approved?

Proposition 3 Exclusion of Indebtedness Contracted for Sewage Facilities

The proposed amendment to Article 8, section 5 of the Constitution would extend for ten years, until January 1, 2024, the authority of counties, cities, towns, and villages to exclude from their constitutional debt limits indebtedness contracted for the construction or reconstruction of sewage facilities. Shall the proposed amendment be approved?

Proposition 4 Settling Disputed Title in the Forest Preserve

The proposed amendment to section 1 of article 14 of the Constitution would authorize the Legislature to settle longstanding disputes between the State and private entities over certain parcels of land within the forest preserve in the town of Long Lake, Hamilton County. In exchange for giving up its claim to disputed parcels, the State would get land to be incorporated into the forest preserve that would benefit the forest preserve more than the disputed parcels currently do. Shall the proposed amendment be approved?

Proposition 5 In Relation to a Land Exchange in the State Forest Preserve with NYCO Minerals, Inc.

The proposed amendment to section 1 of article 14 of the Constitution would authorize the Legislature to convey forest preserve land located in the town of Lewis, Essex County, to NYCO Minerals, a private company that plans on mining the land. In exchange, the NYCO Minerals would give the State at least the same amount of land of at least the same value, with a minimum assessed value of \$1 million, to be added to the forest preserve. When NYCO Minerals finishes mining, it would restore the condition of the land and return it to the forest preserve. Shall the proposed amendment be approved?

Proposition 6 Increasing Age until which Certain State Judges Can Serve

The proposed amendment to the Constitution, amending sections 2 and 25 of article 6, would increase the maximum age until which certain state judges may serve as follows: (a) a Justice of the Supreme Court would be eligible for five additional two-year terms after the present retirement age of 70, instead of the three such terms currently authorized; and (b) a Judge of the Court of Appeals who reaches the age of 70 while in office would be permitted to remain in service on the Court for up to 10 years beyond the present retirement age of 70 in order to complete the term to which that Judge was appointed. Shall the proposed amendment be approved?

Mark Behan
President

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**STATE OF NEW YORK
STATE BOARD OF ELECTIONS**

Albany, New York

July 29, 2013

CERTIFICATION

To the Boards of Elections of the State of New York

Notice is hereby given, that at the General Election to be held in this State on Tuesday, November 5, 2013, the following proposal will be submitted to the people for approval:

Proposal, an Amendment.

TEXT OF PROPOSAL NUMBER FIVE, AN AMENDMENT

CONCURRENT RESOLUTION OF THE SENATE AND ASSEMBLY

proposing an amendment to section 1 of article 14 of the constitution, in relation to a land exchange, in the state forest preserve with NYCO Minerals, Inc.

EXPLANATION--Matter in underscored is new; matter in brackets [] is old law to be omitted.

-Page 1

Section 1. Resolved (if the Assembly concur), That section 1 of article 14 of the constitution be amended to read as follows:

Section 1. The lands of the state, now owned or hereafter acquired, constituting the forest preserve as now fixed by law, shall be forever kept as wild forest lands. They shall not be leased, sold or exchanged, or be taken by any corporation, public or private, nor shall the timber thereon be sold, removed or destroyed. Nothing herein contained shall prevent the state from constructing, completing and maintaining any highway heretofore specifically authorized by constitutional amendment, nor from constructing and maintaining to federal standards federal aid interstate highway route five hundred two from a point in the vicinity of the city of Glens Falls, thence northerly to the vicinity of the villages of Lake George and Warrensburg, the hamlets of South Horicon and Pottersville and thence northerly in a generally straight line on the west side of Schroon Lake to the vicinity of the hamlet of Schroon, then continuing northerly to the vicinity of Schroon Falls, Schroon River and North Hudson, and to the east of Makomis Mountain, east of the hamlet of New Russia, east of the village of Elizabethtown and continuing northerly in the vicinity of the hamlet of Towers Forge, and east of Poke-O-Moonshine Mountain and continuing northerly to the vicinity of the village of Keeseville and the city of Plattsburgh, all of the aforesaid taking not to exceed a total of three hundred acres of state forest preserve land, nor from constructing and maintaining not more than twenty-five miles of ski trails thirty to two hundred feet wide, together with appurtenances thereto, provided that no more than five miles of such trails shall be in excess of one hundred twenty feet wide, on the north, east and northwest slopes of Whiteface Mountain in Essex county, nor from constructing and maintaining not more than twenty-five miles of ski trails thirty to two hundred feet wide, together with appurtenances thereto, provided that no more than two miles of such trails shall be in excess of one hundred twenty feet wide, on the slopes of Belleayre Mountain in Ulster and Delaware counties and not more than forty miles of ski trails thirty to two hundred feet wide, together with appurtenances thereto, provided that no more than eight miles of such trails shall be in excess of one hundred twenty feet wide, on the slopes of Gore and Pete Gay mountains in Warren county, nor from relocating, reconstructing and maintaining a total of not more than fifty miles of existing state highways for the purpose of eliminating the hazards of dangerous curves and grades, provided a total of no more than four hundred acres of forest preserve land shall be used for such purpose and that no single relocated portion of any highway shall exceed one mile in length. Notwithstanding the foregoing provisions, the state may convey to the village of Saranac Lake ten acres of forest preserve land adjacent to the boundaries of such village for public use in providing for refuse disposal and in exchange therefore the village of Saranac Lake shall convey to the state thirty acres of certain true forest land owned by such village on Roaring Brook in the northern half of Lot 113, Township 11, Richards Survey. Notwithstanding the foregoing provisions, the state may convey to the town of Arietta twenty-eight acres of forest preserve land within such town for public use in providing for the extension of the runway and landing strip of the Piseco airport and in exchange therefor the town of Arietta shall convey to the state thirty acres of certain land owned by such town in the town of Arietta. Notwithstanding the foregoing provisions and subject to legislative approval of the tracts to be exchanged prior to the actual transfer of title, the state, in order to consolidate its land holdings for better

EXPLANATION--Matter in underscored is new; matter in brackets [] is old law to be omitted.

-Page 2

management, may convey to International Paper Company approximately eight thousand five hundred acres of forest preserve land located in townships two and three of Totten and Crossfield's Purchase and township nine of the Moose River Tract, Hamilton county, and in exchange therefore International Paper Company shall convey to the state for incorporation into the forest preserve approximately the same number of acres of land located within such townships and such County on condition that the legislature shall determine that the lands to be received by the state are at least equal in value to the lands to be conveyed by the state. Notwithstanding the foregoing provisions and subject to legislative approval of the tracts to be exchanged prior to the actual transfer of title and the conditions herein set forth, the state, in order to facilitate the preservation of historic buildings listed on the national register of historic places by rejoining an historic grouping of buildings under unitary ownership and stewardship, may convey to Sagamore Institute Inc., a not-for-profit educational organization, approximately ten acres of land and buildings thereon adjoining the real property of the Sagamore Institute, Inc. and located on Sagamore Road, near Raquette Lake Village, in the Town of Long Lake, county of Hamilton, and in exchange therefor; Sagamore Institute, Inc. shall convey to the state for incorporation into the forest preserve approximately two hundred acres of wild forest land located within the Adirondack Park on condition that the legislature shall determine that the lands to be received by the state are at least equal in value to the lands and buildings to be conveyed by the state and that the natural and historic character of the lands and buildings conveyed by the state will be secured by appropriate covenants and restrictions and that the lands and buildings conveyed by the state will reasonably be available for public visits according to agreement between Sagamore Institute, Inc. and the state. Notwithstanding the foregoing provisions the state may convey to the town of Arietta fifty acres of forest preserve land within such town for public use in providing for the extension of the runway and landing strip of the Piseco airport and providing for the maintenance of a clear zone around such runway, and in exchange therefor, the town of Arietta shall convey to the state fifty-three acres of true forest land located in lot 2 township 2 Totten and Crossfield's Purchase in the town of Lake Pleasant.

Notwithstanding the foregoing provisions and subject to legislative approval prior to actual transfer of title, the state may convey to the town of Keene, Essex county, for public use as a cemetery owned by such town, approximately twelve acres of forest preserve land within such town and, in exchange therefor, the town of Keene shall convey to the state for incorporation into the forest preserve approximately one hundred forty-four acres of land, together with an easement over land owned by such town including the riverbed adjacent to the land to be conveyed to the state that will restrict further development of such land, on condition that the legislature shall determine that the property to be received by the state is at least equal in value to the land to be conveyed by the state.

Notwithstanding the foregoing provisions and subject to legislative approval prior to actual transfer of title, because there is no viable alternative to using forest preserve lands for the siting of drinking water wells and necessary appurtenances and because such wells are necessary to meet drinking water quality standards, the state may convey to the town of Long Lake, Hamilton county, one acre of forest preserve land within such town for public use as the site of such

drinking water wells and necessary appurtenances for the municipal water supply for the hamlet of Raquette Lake. In exchange therefor, the town of Long Lake shall convey to the state at least twelve acres of land located in Hamilton county for incorporation into the forest preserve that the legislature shall determine is at least equal in value to the land to be conveyed by the state. The Raquette Lake surface reservoir shall be abandoned as a drinking water supply source.

Notwithstanding the foregoing provisions and subject to legislative approval prior to actual transfer of title, the state may convey to National Grid up to six acres adjoining State Route 56 in St. Lawrence County where it passes through Forest Preserve in Township 5, Lots 1, 2, 5 and 6 that is necessary and appropriate for National Grid to construct a new 46kV power line and in exchange therefore National Grid shall convey to the state for incorporation into the forest preserve at least 10 acres of forest land owned by National Grid in St. Lawrence county, on condition that the legislature shall determine that the property to be received by the state is at least equal in value to the land conveyed by the state.

Notwithstanding the foregoing provisions, the state may authorize NYCO Minerals, Inc. to engage in mineral sampling operations, solely at its expense, to determine the quantity and quality of wollastonite on approximately 200 acres of forest preserve land contained in lot 8, Stowers survey, town of Lewis, Essex county provided that NYCO Minerals, Inc. shall provide the data and information derived from such drilling to the state for appraisal purposes. Subject to legislative approval of the tracts to be exchanged prior to the actual transfer of title, the state may subsequently convey said lot 8 to NYCO Minerals, Inc., and, in exchange therefor, NYCO Minerals, Inc. shall convey to the state for incorporation into the forest preserve not less than the same number of acres of land, on condition that the legislature shall determine that the lands to be received by the state are equal to or greater than the value of the land to be conveyed by the state and on condition that the assessed value of the land to be conveyed to the state shall total not less than one million dollars. When NYCO Minerals, Inc. terminates all mining operations on such lot 8 it shall remediate the site and convey title to such lot back to the state of New York for inclusion in the forest preserve. In the event that lot 8 is not conveyed to NYCO Minerals, Inc. pursuant to this paragraph, NYCO Minerals, Inc. nevertheless shall convey to the state for incorporation into the forest preserve not less than the same number of acres of land that is disturbed by any mineral sampling operations conducted on said lot 8 pursuant to this paragraph on condition that the legislature shall determine that the lands to be received by the state are equal to or greater than the value of the lands disturbed by the mineral sampling operations.

§ 2. RESOLVED (if the Assembly concur), That the foregoing amendment be submitted to the people for approval at the general election to be held in the year 2013 in accordance with the provisions of the election law.

ABSTRACT OF PROPOSAL NUMBER FIVE, AN AMENDMENT

The purpose of the proposed amendment to section 1 of article 14 of the Constitution is to allow NYCO Minerals, Inc., a private company, to continue its mining operations in the town of Lewis, Essex County.

The State Constitution generally forbids the lease, sale, exchange, or taking of any forest preserve land. The proposed amendment would allow the State to convey approximately 200 forest preserve acres to NYCO Minerals for mining. In exchange, NYCO Minerals would give the State at least the same amount of land of at least the same value, with a minimum assessed value of \$1 million. This land would be added to the forest preserve. When NYCO Minerals finishes mining, the company would restore the condition of the land it received in the exchange and return it to the forest preserve.

The proposed amendment also would allow NYCO Minerals to test to determine the quantity and quality of the mineral to be mined on the land to be exchanged before the exchange occurs. It would require NYCO Minerals to give the State its test results so that the State can use them to determine the value of the land to be conveyed to NYCO Minerals. The proposed amendment also would require that if, after testing, NYCO Minerals does not want the forest preserve land, NYCO Minerals still must give the State at least the same amount of land of at least the same value of the land that was disturbed by the testing. This land would be incorporated into the forest preserve.

FORM OF SUBMISSION OF PROPOSAL NUMBER FIVE, AN AMENDMENT

In Relation to a Land Exchange in the State Forest Preserve with NYCO Minerals, Inc.

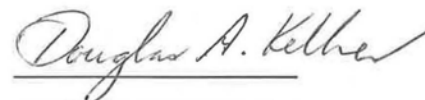
The proposed amendment to section 1 of article 14 of the Constitution would authorize the Legislature to convey forest preserve land located in the town of Lewis, Essex County, to NYCO Minerals, a private company that plans on mining the land. In exchange, the NYCO Minerals would give the State at least the same amount of land of at least the same value, with a minimum assessed value of \$1 million, to be added to the forest preserve. When NYCO Minerals finishes mining, it would restore the condition of the land and return it to the forest preserve. Shall the proposed amendment be approved?

I hereby certify that the foregoing text of the Ballot Proposal, an Amendment , is a correct copy of the original as certified to be on file in the Department of State.

GIVEN under our hands and seal of the office
of the State Board of Elections, at the
City of Albany, this 29th day of
July, in the year 2013.



JAMES A. WALSH, Co-Chair



DOUGLAS A. KELLNER, Co-Chair