

Exhibit 5



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From: Julia Tighe
To: Elizabeth Wolters <ewolters@nysenate.gov>; capezzd@assembly.state.ny.us
CC: Kenneth Hamm; Robert Davies
Date: 5/14/2012 4:25 PM
Subject: NYCO and township 40
Attachments: Township 40 implementing legislation 5-11-12--redlined copy.docx; NYCO Constitutional amendment draft 5.10.12.docx

Following up on the meetings we had w the environmental groups, attached is a mark up of the language we had previously provided. The main change on the implementation language for the township 40 provisions is have any fee lands gifted directly to the state rather than going through the town.

The NYCO provision essentially has the land reverting to the state after NYCO is done mining the property and has reclaimed it. We have discussed the change with NYCO and I believe that they are ok with that provision, although we asked that they reach out to you directly.

I intend to share this language w the environmental groups this afternoon to make sure they are ok with the revisions.

Please let me know if you have any questions, concerns or issues with these adjustments.

Thanks -
Julie

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Section 1. Article 9 of the environmental conservation law is amended by adding a new title 17 to read as follows:

TITLE 17–TOWNSHIP FORTY SETTLEMENT ACT.

Section 9-1701. Legislative purpose and intent.

Section 9-1702. Definitions.

Section 9-1703. List of disputed parcels.

Section 9-1704 Process for clearing title.

Section 9-1705. Conveyances to the state.

Section 9-1706. Adirondack park agency jurisdiction.

Section 9-1707. Notice of nonparticipation format.

Section 9-1701. Legislative purpose and intent.

1. During the last one hundred years, both the state of New York and private parties have claimed title to identical portions of township forty, Totten and Crossfield Purchase, in the town of Long Lake, county of Hamilton. Indeed, some private parties have occupied and improved a number of such parcels to which the State claims title and, in many cases, both the state and private parties have paid taxes on such parcels. In the last several decades, the state and some private parties have commenced litigation, at significant expense and with limited success, to establish their respective claims over disputed parcels. As a result of these long-standing claims to disputed parcels, the free transfer of the parcels has been inhibited, thereby creating economic and social hardship in the township which, in turn, has prevented both state and private parties from the full use and enjoyment of the parcels. The legislature has determined that the court system is not an appropriate forum to resolve these long-standing title disputes and that a

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legislative solution is required.

2. For these reasons and as authorized by article XIV, section 1 of the state constitution, the legislature finds that it is in the public interest to comprehensively and expeditiously resolve these long standing title disputes in a manner which is fair and equitable. The legislature finds that it is in the best interests of the state of New York, the county of Hamilton, the town of Long Lake, and the private parties who claim title to portions of the township to resolve these title disputes in a structured and efficient manner that results in clarification of ownership interests, enhancement of public access to forest preserve lands, and the quiet enjoyment of private property.

3. The legislature further finds that resolution of these title disputes shall be accomplished in a manner that ensures the integrity of the forest preserve in the Adirondack park and results in a net increase in open space protection and recreational opportunities available to the public in the forest preserve.

4. The legislature further finds that the title disputes associated with township forty constitute a unique situation, found nowhere else in the state, and that consequently it is equitable and appropriate for the state to relinquish its claim of title to disputed parcels within the township. This relinquishment of claims to title is not intended to set precedent for the relinquishment of claims to title with respect to other lands owned by the state.

Section 9-1702. Definitions. For purposes of this section, the following terms shall have the following meanings:

1. "County" means the county of Hamilton.
2. "Disputed parcel" means a parcel of land located in township forty to which both the

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state and a person claim title.

3. “Person” means any individual, firm, partnership, association, trust, or public corporation that claims title to a disputed parcel.

4. “Town” means the town of Long Lake, county of Hamilton.

5. “Township forty” means township forty, Totten and Crossfield purchase, in the town of Long Lake, county of Hamilton.

Section 9-1703. List of disputed parcels.

The following parcels of land, identified by the county’s 2010 assessment rolls and the county’s online mapping system as of April 5, 2012, are the disputed parcels that are the subject of this title:

- 37.016-1-1.100
- 37.016-1-1.210
- 37.016-1-1.220
- 37.016-1-2
- 37.016-1-3
- 37.016-1-4.110
- 37.016-1-4.120
- 37.016-1-4.131
- 37.016-1-4.132
- 37.016-1-4.140
- 37.016-1-4.150
- 37.016-1-4.160
- 37.016-1-4.200
- 37.016-1-4.300
- 37.016-1-5
- 37.016-1-6
- 37.016-1-8.100
- 37.016-1-10
- 37.018-1-1
- 44.000-1-18
- 44.000-1-19
- 44.000-1-20
- 44.000-1-22
- 44.000-1-26.100
- 44.000-1-26.111

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44.000-1-26.112

44.000-1-26.121

44.000-1-27.112

44.000-1-27.113

44.000-1-27.120

44.000-1-27.211

44.000-1-27.212

44.000-1-27.220

44.000-1-28

44.000-1-3

44.000-1-4.111

44.000-1-4.121

44.000-1-4.200

44.000-1-8

44.000-1-9

44.000-1-10

44.000-1-11

44.000-2-32.100

44.000-2-33.100

44.000-3-1

44.000-3-10

44.000-3-11

44.000-3-12

44.000-3-13

44.000-3-14

44.000-3-15

44.000-3-16

44.000-3-17

44.000-3-2.100

44.000-3-2.200

44.000-3-3

44.000-3-4

44.000-3-5

44.000-3-6

44.000-3-7

44.000-3-8

44.000-3-9.100

44.000-4-1.100

44.000-4-1.200

44.000-4-1.300

44.014-1-10

44.014-1-11.100

44.014-1-12

44.014-1-13

44.014-1-2

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44.014-1-3.100

44.014-1-3.200

44.014-1-4.200

44.014-1-5

44.014-1-6

44.014-1-7

44.014-1-8

44.014-1-9

44.014-2-1

44.015-1-1

44.015-1-2

44.015-1-3

44.015-1-4

44.015-1-5

44.015-1-6

44.015-1-7

44.015-1-8

44.015-1-9

44.018-1-1.110

44.018-1-10

44.018-1-11

44.018-1-12

44.018-1-13

44.018-1-14

44.018-1-15

44.018-1-17

44.018-1-18

44.018-1-19

44.018-1-2

44.018-1-20

44.018-1-21

44.018-1-22.111

44.018-1-22.112

44.018-1-22.114

44.018-1-22.115

44.018-1-22.116

44.018-1-22.120

44.018-1-22.200

44.018-1-23.111

44.018-1-23.112

44.018-1-23.120

44.018-1-23.130

44.018-1-23.200

44.018-1-23.311

44.018-1-23.312

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- 44.018-1-23.320
- 44.018-1-27.110
- 44.018-1-27.200
- 44.018-1-28.100
- 44.018-1-3
- 44.018-1-4
- 44.018-1-5
- 44.018-1-6.100
- 44.018-1-8.100
- 44.018-1-8.200
- 44.018-1-8.300
- 44.018-1-9
- 44.018-3-1
- 44.018-3-2
- 44.018-3-2.100
- 52.006-1-13
- 52.006-1-18
- 52.006-1-19.100
- 52.006-1-19.200
- 52.006-1-19.300
- 52.006-1-20
- 52.006-1-22
- 52.006-1-23
- 52.006-1-24
- 52.006-1-25
- 52.006-1-26
- 52.006-1-27
- 52.006-2-1
- 52.006-2-10
- 52.006-2-11
- 52.006-2-12
- 52.006-2-13
- 52.006-2-14
- 52.006-2-15
- 52.006-2-16
- 52.006-2-17
- 52.006-2-18
- 52.006-2-19.100
- 52.006-2-19.200
- 52.006-2-2.121
- 52.006-2-2.122
- 52.006-2-2.123
- 52.006-2-2.124
- 52.006-2-2.200
- 52.006-2-20

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- 52.006-2-21.111
- 52.006-2-21.112
- 52.006-2-22.110
- 52.006-2-22.120
- 52.006-2-23.111
- 52.006-2-23.112
- 52.006-2-23.113
- 52.006-2-23.114
- 52.006-2-23.115
- 52.006-2-23.116
- 52.006-2-23.117
- 52.006-2-23.118
- 52.006-2-23.119
- 52.006-2-23.120
- 52.006-2-24./1
- 52.006-2-24.100
- 52.006-2-25.100
- 52.006-2-26.100
- 52.006-2-26.200
- 52.006-2-27
- 52.006-2-28.111
- 52.006-2-28.112
- 52.006-2-28.113
- 52.006-2-28.114
- 52.006-2-28.120
- 52.006-2-28.200
- 52.006-2-29
- 52.006-2-3
- 52.006-2-4
- 52.006-2-5
- 52.006-2-6
- 52.006-2-7
- 52.006-2-8
- 52.006-2-9
- 52.011-1-1
- 52.011-1-10.100
- 52.011-1-10.200
- 52.011-1-11
- 52.011-1-2.111
- 52.011-1-2.112
- 52.011-1-2.113
- 52.011-1-2.120
- 52.011-1-2.200
- 52.011-1-4.200
- 52.011-1-5

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52.011-1-6

52.011-1-7.100

52.011-1-8

52.011-1-9.110

52.011-1-9.120

52.011-1-9.211

52.011-1-9.212

52.011-1-9.220

52.011-1-9.230

52.011-1-9.300

Section 9-1704. Process for clearing title.

1. Within thirty days of the effective date of this section, the department shall send a letter to each person claiming title to a disputed parcel listed in section 9-1703 of this article, informing the person that a constitutional amendment has been adopted and legislation enacted that authorizes a resolution of title issues on disputed parcels in township forty, including the disputed parcel to which the person claims ownership rights. The letter shall describe the process for resolving title set forth in this title and state that, until such time as the state is estopped from asserting its claim of title to the disputed parcel pursuant to subdivision seven of this section, the person claiming title to the disputed parcel shall assume all the risk with respect to subdividing or adding new structures or improvements to the parcel. The department shall provide a copy of each such letter to the office of the attorney general.

2. Within ninety days of the receipt of the department's letter, a person claiming title to a disputed parcel shall either:

a. notify the department in writing, with a copy to the office of the attorney general and the town, (i) that he/she will participate in the process set forth in this title to resolve title to disputed parcel(s), and (ii) whether he/she intends to provide as a gift to the state a specified portion of a disputed parcel in fee simple without reservations for inclusion in the forest

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preserve, , or a conservation easement to the town restricting development over all or a specified portion of a disputed parcel, with a secondary right of enforcement in the state; or

b. provide the department with a notarized statement of nonparticipation as set forth in section 9-1707 of this article, indicating that he/she declines to participate in the process established by this title to resolve title to disputed parcels, and provide a copy of such notarized statement to the office of the attorney general and the town.

3. With respect to a parcel or conservation easement which the person intends to provide as a gift to the state or the town, respectively, as specified in paragraph a of subdivision two of this section, the town shall provide the person with an assessed value of the proposed conveyance, with a copy to the department, within one hundred and twenty days of the town's receipt of a copy of the notification concerning such gift.

4. Within twelve months of the date of the letters sent by the department pursuant to subdivision one of this section, all persons who are participating in the process set forth in this title to resolve title to disputed parcels shall convey to the State any land which such persons expressed an intent to so convey pursuant to paragraph a of subdivision two of this section, and convey to the town with the payment due pursuant to subdivision five of this section any conservation easements which such persons expressed an intent to so convey pursuant to n paragraph a of subdivision two of this section.

5. Persons participating in the process set forth in this title to resolve title to disputed parcels shall pay the town an amount of money that approximates the state's administrative costs in resolving the disputed parcels situated within township forty. The payment amount for an individual disputed parcel shall be the sum of: (a) a flat rate of two thousand dollars per parcel;

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and (b) an amount equal to the total assessed value of the parcel, including structures and improvements situated thereon, as determined by the two thousand twelve town assessment, less the assessed value of any portion of such parcel conveyed to the state in fee or any conservation easement conveyed to the town pursuant to paragraph a of subdivision two of this section, divided by the total assessed value of all disputed parcels, including structures and improvements situated thereon as determined by the two thousand twelve town assessment, multiplied by two hundred thousand dollars. The town shall use all such payments to acquire land for inclusion in the forest preserve pursuant to subdivision six of this section.

6. Within eighteen months of the date of the letters sent by the department pursuant to subdivision one of this section, the department shall identify lands for the town to acquire for inclusion in the forest preserve. Subject to legislative approval, such lands shall have open space and recreational values equivalent to or greater than the open space and recreational values of the disputed parcels to which the state is estopped from asserting a claim pursuant to subdivision seven of this section. The town shall use all payments acquired pursuant to subdivision five for the acquisition of such lands. Such lands shall be conveyed from the owner directly to the state.

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7. Upon legislative approval of the lands to be provided to the state pursuant to subdivision six of this section and the subsequent completion of such conveyances to the state, and except as provided in paragraph b of subdivision two of this section and section 9-1705 of this article, the state shall be estopped from asserting any claim of title to the disputed parcels based upon (i) facts or actions that occurred prior to the effective date of this title, and (ii) deeds, tax sales or other documents that predate the effective date of this title.

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Section 9-1705. Office of the attorney general to file suit.

The office of the attorney general, within twenty-four months of a person's failure to comply with the requirements of subdivision two of section 9-1704 of this article with respect to a particular disputed parcel, or within twenty-four months of a person's filing of a notice of nonparticipation pursuant to paragraph b of subdivision two of section 9-1704 of this article with respect to a particular disputed parcel, shall commence an action in a court of competent jurisdiction pursuant to the real property actions and proceedings law to determine title to such parcel. Nothing contained in this title shall be applicable to such action. Failure by the office to commence such action within such time frame shall not subsequently prevent the office from commencing such an action or create a presumption against the state's claim of title.

Section 9-1705. Conveyances to the state.

Nothing contained herein shall be interpreted as at any time preventing any person claiming a disputed parcel from offering to convey any such parcel or interest in any such parcel to the state, provided the state may, solely in its discretion, decide whether to accept any such offer.

Section 9-1706. Adirondack park agency jurisdiction.

Nothing contained herein shall be interpreted as altering or affecting the regulatory jurisdiction of the Adirondack park agency over any land located within township forty.

Section 9-1707. Notice of nonparticipation format.

The format for the notarized notice of nonparticipation described in paragraph b subdivision two of section 9-1704 of this title shall be as follows:

NOTICE OF NONPARTICIPATION

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TOWNSHIP FORTY, TOTTEN AND CROSSFIELD PURCHASE

TOWN OF LONG LAKE, COUNTY OF HAMILTON

Name(s):

Mailing address(es):

Telephone number(s):

Description of township forty disputed parcel:

I (we) elect to not participate in the special proceeding to resolve title issues regarding the above-referenced parcel as authorized by title seventeen of article nine of the environmental conservation law. I (we) understand that: within twenty-four months of my (our) filing of this notice the office of the attorney general shall commence an action in a court of competent jurisdiction to determine title to such parcel; nothing in title seventeen of article nine of the environmental conservation law shall be applicable to such litigation; and failure by the office of the attorney general to commence such action within such twenty-four month time frame shall not subsequently prevent such office from commencing such an action or create a presumption against the State’s claim of title.

(Notarization)

§2. Effective date. This act shall be effective upon the passage of an amendment to article XIV, section 1 of the state constitution authorizing legislation to resolve contested title in township forty, Totten and Crossfield purchase, in the town of Long Lake, county of Hamilton.

CONCURRENT RESOLUTION OF THE SENATE AND ASSEMBLY
proposing an amendment to article fourteen, section
one of the constitution, in relation to
a land exchange with NYCO Minerals, Inc.

Section 1. RESOLVED (if the Assembly concur), That section 1 of article XIV of the constitution be amended as follows:

§1. Forest preserve to be forever kept wild; certain uses and exceptions authorized.

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 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 Racquette 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 runaway, 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, 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 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 pursuant to this amendment, NYCO 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 amendment 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 referred to the first regular legislative session convening after the next succeeding general election of members of the assembly, and, in conformity with section 1 of article 19 of the constitution, be published for 3 months previous to the time of such election.