

COUNTIES OF WARREN AND WASHINGTON
INDUSTRIAL DEVELOPMENT AGENCY

5 Warren Street, Suite 210
Glens Falls, New York 12801

Telephone: (518) 792-1312

At the Board Meeting of the Counties of Warren and Washington Industrial Development Agency held on **February 27, 2017** at the Warren County Municipal Center in Lake George, NY, the following members were:

PRESENT:	Bud Taylor	Chairman
	Joseph LaFiura	Secretary/Treasurer
	Bruce Ferguson	Vice & Park Chairman/Contracting Officer
	Matt Simpson	At Large Member
	Dave O'Brien	
	John W. Weber	
	Craig Leggett	
	Richard F. Moore	

ABSENT:	Jim Lindsay
	Lou Tessier

ALSO PRESENT:	Kara I. Lais, Esquire	FitzGerald Morris Baker Firth PC
	Brent Frary, Esquire	FitzGerald Morris Baker Firth, PC
	Deborah Mineconzo	Office Administrator

The minutes of the meeting were taken by the Office Administrator. The Chairman called the meeting to order at 4:13 pm and attendance and quorum were confirmed.

Approval of minutes:

Mr. Simpson made a motion to approve the January 17, 2017 Board Meeting minutes. Mr. Leggett seconded the motion and all voted in favor of the motion by voice vote.

Accounts Payable:

Mr. LaFiura moved to approve the accounts payables and Mr. Simpson seconded the motion. The motion was approved by roll call vote.

New Business:

Kenny & Dittrich Amherst – Extension of Special PILOT & Refund:

Ms. Lais reported an extension of the sales tax benefits for Kenny & Dittrich Amherst had been approved at an earlier date by the Board. The project has a special PILOT whereby they have been paying 100% of their owed real property taxes during construction through our Agency. Given the extension of time given to complete the project, an extension of the PILOT consequently was also needed. Ms. Lais prepared the new PILOT schedule and is awaiting the signed documents to be returned.

Regarding the \$5,000.00 refund for Kenny & Dittrich Amherst, Ms. Lais informed the Board she had made an error in the project fee calculation and thus collected too high an amount. Since the project is now over the \$20 million threshold, the amount collected at the recent closing for additional borrowed project costs was based on $\frac{3}{4}$ of 1% but should've been $\frac{1}{4}$ of 1%. The difference owed the developer of \$5,000.00 was

part of and approved in the payables. A cover letter of explanation will be sent with the check to the developer.

Ms. Lais advised the Board that under the new legislation, the project costs have to be checked at the end of construction to verify the total costs as reported by the developer. If the costs are higher than anticipated, the Agency collects an additional project fee.

North Country Property Holdings – Property Taxes per PILOT:

At Mr. Taylor's request, Mrs. Mineconzo read the letter being sent March 1st to North Country Property Holdings regarding their unpaid property taxes. The letter requests payment of taxes (including penalties) to the Agency no later than March 20th. Mrs. Mineconzo reported the owner has not returned her calls or responded to mailings.

Mr. LaFiura stated for the benefit of the Board that the Agency's name is on the property since the developer has a lease agreement. He added it makes our Agency look bad when the taxes aren't paid in a timely basis. Mr. O'Brien asked about the Agency's recourse if the taxes are not paid as requested by the March date. Ms. Lais informed him the project can lose their benefits. They could be considered in default for failure to pay their taxes and the Board would have to look at the recapture policy and decide if they want to seek recapture of all the benefits granted per the policy. In answer to Board questions, Ms. Lais informed everyone the administrative or legal fees for collection efforts under the project agreement can be charged to the developer. Mr. Ferguson suggested since the developer is only in his second year of business at the location and continuing to try to build the business, we just send the March 1st letter at this time. He added we can re-evaluate the situation next year. After further discussion by the Board, it was agreed just the letter with the summary statement would be sent at this time. Mrs. Mineconzo will advise the Board on the payment status at the March meeting.

Patti Co./Morris Products – Extension of time and increase of Sales Tax:

Regarding the current expansion of Patti Co/Morris Products, Ms. Lais reported she received another request from Jeff Schwartz to extend out their sales tax exemption time, currently ending April 2017. He is also requesting the sales tax exemption amounts be increased to cover the additional higher project costs. Mr. Schwartz is asking for an increase of \$1.4 million for Patti Company and an increase for Morris Products. The letter also advised Ms. Lais that the winter weather delayed outside work which should resume in April. Completion time for the project is now expected to be on or about July 15, 2017. Ms. Lais advised the Board when Mr. Schwartz submitted his sales tax information at year end to the Agency, it was confirmed he had gone over the amount allowed him on the ST-60. She added we are required to submit any changes to NYS Department within 30 days. Mr. LaFiura moved to extend and increase the sales tax as needed at this time with Mr. Ferguson seconding. All voted in favor of the motion by roll call vote.

Old/Unfinished Business:

18 Hospitality LLC - Closing:

Ms. Lais informed the members the closing for 18 Hospitality LLC is tentatively scheduled for March 2nd. M & T Bank is financing their mortgage. Ms. Lais informed everyone their Attorney called her this morning. Given the closing is after the tax status date of March 1st, the developer and Attorney are concerned with the resulting assessment amount for the starting base value. Ms. Lais is awaiting proposed documents from the Attorney and developer on what base assessment they are seeking which were not yet received by this meeting. She asked the Board if they agree to use whatever the assessor's determined base amount is for the PILOT Agreement. The Board agreed that the assessor's determination should rule in the final PILOT Agreement documentation. Regarding the closing resolution everyone received, Mr. O'Brien moved to approve it with Mr. Weber seconding. All voted in favor of the motion by roll call vote.

Resolution No. 17- 02
Adopted February 27, 2017

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY BY THE COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT AGENCY OF A LEASE AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH 18 HOSPITALITY, LLC
(a full copy of the resolution is at the end of this document)

RAN Entertainment - Closing

Ms. Lais advised the members Mr. Saunders of RAN Entertainment is using Glens Falls National Bank for their financing. Their loan officer wants to get the closing moving before their March meeting. Mr. O'Brien moved to approve the presented closing resolution with Mr. LaFiura seconding. All voted in favor of the resolution by roll call vote.

Resolution No. 17- 03
Adopted February 27, 2017

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY BY THE COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT AGENCY OF A LEASE AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH THE RAN ENTERTAINMENT, LLC dba SKYZONE QUEENSBURY AND RAN SAUNDERS PROPERTY DEVELOPMENT, LLC PROJECT
(a full copy of the resolution is at the end of this document)

Mohawk Industrial Werks LLC - Update

Ms. Lais reported the Preliminary Agreement was signed and security deposit received for Mohawk Industrial Werks. However, work on the new project is not expected to start until Spring. Consequently, Ms. Lais expects the developer will be asking for an extension in time for the 18 month construction period at some point.

Executive Session:

Mr. Ferguson moved to go into Executive Session at 4:47 pm on a sensitive Board Member issue regarding training and meeting attendance with Mr. LaFiura seconding.

During the session, the Board decided after much discussion since the member has not attended the last few meetings or communicated with the Agency on his intentions, a letter should be prepared. The letter should be sent to him from the Chairman requesting a reply from the member on his intentions. At 4:55 pm Mr. Ferguson moved to come out of Executive Session with Mr. O'Brien seconding.

If possible, the Board asked our Administrator to set up a PAAA training date for the member to complete on the Agency office computer. The letter should request a reply by the next meeting date of March 20th.

The Chairman adjourned the meeting at 4:59 pm.

Dated

Joseph LaFiura, Secretary

Resolution No. 17- 02
Adopted February 27, 2017

Introduced by Dave O'Brien
who moved its adoption.
Seconded John Weber

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY BY THE COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT AGENCY OF A LEASE AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH 18 HOSPITALITY, LLC

(PROJECT NO. 5202-16-04)

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Section 890-c of the General Municipal Law of the State of New York (collectively, the "Act"), the Counties of Warren and Washington Industrial Development Agency (the "Agency") was created and granted the authority to enter into agreements for the purpose of acquiring, constructing and equipping certain industrial facilities; and

WHEREAS, 18 Hospitality, LLLC has requested that the Agency provide financial assistance in the form of a payment of lieu of taxes, mortgage tax exemption and sales tax abatements regarding a tourist destination retail construction project (the "Project") to consist of: (i) the acquisition of an interest in a certain commercial parcel or parcels of land located Corinth Road, Town of Queensbury, County of Warren, State of New York and referred to as Tax Map Parcel Number 309.13-1-73 (the "Land"); (ii) the construction and equipping of a 53,200+/- square foot 90 room hotel (the "Facility"); (iii) the acquisition and installation therein of certain furnishings and fixtures (the "Equipment" together with the Land and the Facility, collectively the "Project Facility") to be used in connection with the contemplated uses; and (iv) the lease of the Project Facility to the Company, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, the Agency, by resolution (Resolution No. 16-21) duly adopted on November 21, 2016 (the "Inducement Resolution"), took official action under the Act toward undertaking the Project; and

WHEREAS, the Agency, the Company has entered into a Preliminary Agreement having an effective date of November 22, 2016 setting forth the terms and conditions of the Project; said terms and conditions as set forth in the Preliminary Agreement shall survive the date of the Closing; and

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, the Agency has determined that all of the requirements of the Act have been complied with and that the contemplated transaction will further the public purposes of the Act; and

WHEREAS, the Project constitutes a "Project" within the meaning of the Act; and

WHEREAS, a lease agreement (the "Lease Agreement") with respect to the Project, along with certain financing documents, will be executed by and between the Company and the Agency; and

WHEREAS, the Agency is a state agency under Section 8-0105 of the Environmental Conservation Law of the State of New York and the Project is an action under Article 8 of said law (Article 8 hereinafter being referred to as the “State Environmental Quality Review Act” or “SEQRA”) and under 6 NYCRR Part 617, §§617.2(b) and 617.3(g); and

WHEREAS, the Company has submitted to the Agency, and the Agency has reviewed information needed to determine whether or not the Project will have a significant impact on the environment; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act”), the Agency previously identified the Project as an “Action” under SEQR Act for which the Town of Queensbury Planning Board (the “Planning Board”) acted as lead agency; and

WHEREAS, the Project is an “Unlisted Action” under SEQRA and on or about March 15, 2016, the Planning Board reviewed the Project Site Plan Application submitted on behalf of the Company and approved said Site Plan, and issued its Negative Declaration that the Project will not have a significant impact on the environment; and, on November 21, 2016, the Agency thoroughly reviewed the environmental assessment form, negative declaration and related supporting information presented to the Agency within the Company’s Application for Assistance in order to determine whether the Project might have any potential significant adverse impacts upon the environment. After conducting this review, the Agency determined that the acquisition, construction and equipping of the Project Facility are consistent with social, economic and other essential considerations and will not result in any significant adverse impacts on the environment. The Agency thereafter, on November 21, 2016, ratified the findings and Negative Declaration of the Town of Queensbury Planning Board and thereby satisfied the requirements of Part 617 of Title 6 of the New York Code of Rules and Regulations; and

WHEREAS, at least one third of the total project costs for the Project will be used for the development of a retail facility. Pursuant to Section 862 of the General Municipal Law, financial assistance from the Agency is prohibited for retail projects unless one of the following exceptions applies: (A) a tourism destination project; (B) a project located in a highly distressed area; and/or (C) a project that provides a product or service to the area that otherwise would not be available. The Project meets (A), as described herein, since the Project is a tourism destination which will attract visitors from outside the economic region.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. FINDINGS. The Agency hereby finds that:

(A) The Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act;

(B) The Project constitutes a “project”, as that quoted term is defined in the Act;

(C) The acquisition, construction and installation of the Facility and the lease of the Facility to the Company (i) will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the State of New York and the Counties of Warren and Washington and improve their standard of living, and (ii) will not result in the removal of an industrial or manufacturing plant of the Company from one area of the State to another area of the State;

(D) The location of the site of the Project is acceptable to the Agency;

(E) The Facility is not known by the Agency to be in material violation of the local zoning laws and planning regulations of the Town of Queensbury and all regional and local land use plans for the area in which the Facility shall be located; and

(F) The Facility and the operations of the Company is not known by the Agency to cause or result in the violation of the health, labor, environmental or other laws of the United States of America, the State of New York, the County of Warren or the Town of Queensbury.

SECTION 2. DETERMINATIONS. The Agency hereby determines to:

(A) enter into the Underlying Lease from the Company to the Agency and the Lease Agreement with the Company; and

(B) execute and deliver all other certificates and documents, including but not limited to a mortgage for Project Facility, subject to the review and approval of counsel to the Agency.

SECTION 3. AUTHORIZATION. The Agency is hereby authorized to acquire, construct and install the Facility. All previous acts taken by the Agency with respect to the acquisition, construction and installation of the Facility are hereby approved, ratified and confirmed.

SECTION 4. APPOINTMENT OF COMPANY AS AGENT. (A) The appointment of the Company as agent of the Agency to acquire, construct and install the Facility is hereby ratified and confirmed. (B) The Agency does hereby consent to provide the Company with the authority to appoint third party agents to undertake the Project and thereby make available to such third party agents an exemption from New York State sales and use taxes in connection with undertaking the Project. Such authority shall be further defined and verified in an Agent Agreement to be entered into between the Agency and the Company.

SECTION 5. APPROVAL OF AGREEMENT FOR PAYMENTS IN LIEU OF TAXES. The Agreement for Payments in Lieu of Taxes (the "PILOT Agreement"), is hereby approved, subject to approval as to content by the Chairman and the Agency's counsel and shall be in compliance and in accordance the Agency's Uniform Tax Exemption Policy. The PILOT Agreement shall be for a term of ten (10) years. The PILOT payment schedule shall be as follows: Year 1: base assessed value plus 50% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 2: base assessed value plus 55% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 3: base assessed value plus 60% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 4: base assessed value plus 65% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 5: base assessed value plus 70% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 6: base assessed value plus 75% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 7: base assessed value plus 80% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 8: base assessed value plus 85% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 9: base assessed value plus 90% of the increased assessed valuation attributable to improvements made to the Project Facility; Year 10: base assessed value plus 95% of increased assessed valuation attributable to improvements made to the Project Facility.

SECTION 6. APPROVAL OF COMPANY’S FINANCING DOCUMENTS. The substance and form of the Underlying Lease, the Lease Agreement, the Agreement for Payments in Lieu of Taxes, and all other certificates or documents to be delivered or executed and delivered by the Agency (hereinafter collectively referred to as the “Closing Documents”) are hereby approved, subject to approval as to content by the Chairman and the Agency's counsel. The Company shall be required to provide insurance protecting the Agency against loss or losses from liabilities with a single combined limit of not less than \$2,000,000 per accident or occurrence and a blanket excess liability policy in an amount of not less than \$5,000,000.

SECTION 7. AUTHORIZED REPRESENTATIVES. (A) The Chairman or the Vice Chairman is hereby authorized to execute and deliver the Closing Documents. If required, the signature of the Chairman or Vice Chairman shall be attested by the Secretary or Treasurer of the Agency (or Agency Counsel, in the absence of a Secretary/Treasurer) who, if required, shall affix a facsimile of the Agency's seal to documents required to be under seal. (B) On the advice of Counsel to the Agency, the Chairman or Vice Chairman shall make such reasonable changes to the Closing Documents as shall be required to promote and protect the Agency's interests with respect to the Project. All such changes shall be made prior to the closing.

SECTION 8. FURTHER ASSURANCE. The officers, employees and agents of the Agency are hereby authorized and directed to do all acts required by the provisions of the Closing Documents, and to execute and deliver all additional certificates, instruments and documents and to pay all fees, charges and expenses and do all other acts that may be necessary or proper to effectuate the purposes of this resolution. None of the members, officers, directors, employees or agents (except the Company) of the Agency, shall be personally liable under the other Closing Documents.

SECTION 9. FILING OF DOCUMENTS. Originals of all Closing Documents for the Project shall be filed and maintained in the office of the Agency.

SECTION 10. PUBLIC INSPECTION. A copy of this resolution and the Closing Documents shall be placed on file in the office of the Agency, where they shall be available for public inspection during business hours.

SECTION 11. EFFECTIVE DATE. This resolution shall take effect immediately.

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

VOTING:	AYES	NAYS	ABSTAIN	ABSENT
Harold G. Taylor	1			
Bruce A. Ferguson	1			
Joseph P. LaFiura	1			
Louis Tessier				1
James T. Lindsay				1
Dave O'Brien	1			
John W. Weber	1			
Matthew Simpson	1			
Craig Leggett	1			
Richard F. Moore	1			
TOTALS	8	0	0	2

The foregoing resolution was thereupon declared duly adopted.

Resolution No. 17- 03
Adopted February 27, 2017

Introduced by Dave O'Brien
who moved its adoption.
Seconded Joseph LaFiura

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY BY THE COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT AGENCY OF A LEASE AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH THE RAN ENTERTAINMENT, LLC dba SKYZONE QUEENSBURY AND RAN SAUNDERS PROPERTY DEVELOPMENT, LLC PROJECT

(PROJECT NO. 5202-17-01A)

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Section 890-c of the General Municipal Law of the State of New York (collectively, the "Act"), the Counties of Warren and Washington Industrial Development Agency (the "Agency") was created and granted the authority to enter into agreements for the purpose of acquiring, constructing and equipping certain industrial facilities; and

WHEREAS, RAN Entertainment, LLC dba Skyzone Queensbury (the "Operator"), having an address of 235 Corinth Road, Queensbury, New York 12804, is a limited liability company created pursuant to the Laws of the State of New York; and

WHEREAS, the Operator, in connection with RAN Saunders Property Development, LLC, the property owner (the "Company"), has requested that the Agency provide financial assistance in the form of a payment of lieu of taxes, mortgage tax exemption and sales tax abatements regarding a tourist destination retail construction project (the "Project") to consist of: (i) the acquisition of an interest in a certain commercial parcel or parcels of land located at 235 Corinth Road, Town of Queensbury, County of Warren, State of New York and referred to as Tax Map Parcel Number 309.13-2-28 and a portion of 309.13-2-30 (the "Land"); (ii) the construction and equipping of a 22,200+/- square foot facility to house a recreational trampoline park facility (the "Facility"); (iii) the acquisition and installation therein of certain furnishings and fixtures (the "Equipment" together with the Land and the Facility, collectively the "Project Facility") to be used in connection with the contemplated uses; and (iv) the lease of the Project Facility to the Company, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, the Land is currently owned by RAN Saunders Property Development, LLC, a limited liability company established pursuant to the laws of the State of New York (the "Company"); said entity will enter into a sublease agreement with the Operator; and

WHEREAS, the Agency, by resolution (Resolution No. 16-22) duly adopted on December 19, 2016 (the "Inducement Resolution"), took official action under the Act toward undertaking the Project; and

WHEREAS, the Agency, the Company and Operator have entered into a Preliminary Agreement having an effective date of January 16, 2017 setting forth the terms and conditions of the Project; said terms and conditions as set forth in the Preliminary Agreement shall survive the date of the Closing; and

WHEREAS, the Company and the Operator have agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, the Agency has determined that all of the requirements of the Act have been complied with and that the contemplated transaction will further the public purposes of the Act; and

WHEREAS, the Project constitutes a “Project” within the meaning of the Act; and

WHEREAS, a lease agreement (the “Lease Agreement”) with respect to the Project, along with certain financing documents, will be executed by and between the Company and the Agency; and

WHEREAS, the Agency is a state agency under Section 8-0105 of the Environmental Conservation Law of the State of New York and the Project is an action under Article 8 of said law (Article 8 hereinafter being referred to as the “State Environmental Quality Review Act” or “SEQRA”) and under 6 NYCRR Part 617, §§617.2(b) and 617.3(g); and

WHEREAS, the Company has submitted to the Agency, and the Agency has reviewed information needed to determine whether or not the Project will have a significant impact on the environment; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act”), the Agency previously identified the Project as an “Action” under SEQR Act for which the Town of Queensbury Planning Board (the “Planning Board”) acted as lead agency; and

WHEREAS, the Project is an “Unlisted Action” under SEQRA and on or about July 19, 2016, the Planning Board reviewed the Project Site Plan Application submitted on behalf of the Company and approved said Site Plan, and issued its Negative Declaration that the Project will not have a significant impact on the environment; and, on December 19, 2016, the Agency thoroughly reviewed the environmental assessment form, negative declaration and related supporting information presented to the Agency within the Company’s and Operator’s Application for Assistance in order to determine whether the Project might have any potential significant adverse impacts upon the environment. After conducting this review, the Agency determined that the acquisition, construction and equipping of the Project Facility are consistent with social, economic and other essential considerations and will not result in any significant adverse impacts on the environment. The Agency thereafter, on December 19, 2016, ratified the findings and Negative Declaration of the Town of Queensbury Planning Board and thereby satisfied the requirements of Part 617 of Title 6 of the New York Code of Rules and Regulations; and

WHEREAS, at least one third of the total project costs for the Project will be used for the development of a retail facility. Pursuant to Section 862 of the General Municipal Law, financial assistance from the Agency is prohibited for retail projects unless one of the following exceptions applies: (A) a tourism destination project; (B) a project located in a highly distressed area; and/or (C) a project that provides a product or service to the area that otherwise would not be available. In accordance with *Sales Tax Reporting and Recordkeeping Requirements for Industrial Development Agencies and Authorities*, NYS Department of Taxation and Finance, dated February 7, 2017 (TSB-M-14(1)(S)), the Agency determined that the Project meets (A) and (C), herein; and

WHEREAS, the Inducement Resolution was adopted contingent upon the approval of the Chief Executive Officers of the Counties of Warren and Washington pursuant to Section 862(2)(c) of the General Municipal Law; and

WHEREAS, the Chairman of the Washington County Board of Supervisors approved the Inducement Resolution on January 17, 2017; and

WHEREAS, the Chairman of the Warren County Board of Supervisors approved the Inducement Resolution on January 20, 2017 in accordance with Resolution No. 39 of the Warren County Board of Supervisors adopted January 20, 2017.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. FINDINGS. The Agency hereby finds that:

(A) The Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act;

(B) The Project constitutes a “project”, as that quoted term is defined in the Act;

(C) The acquisition, construction and installation of the Facility and the lease of the Facility to the Company (i) will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the State of New York and the Counties of Warren and Washington and improve their standard of living, and (ii) will not result in the removal of an industrial or manufacturing plant of the Company from one area of the State to another area of the State;

(D) The location of the site of the Project is acceptable to the Agency;

(E) The Facility is not known by the Agency to be in material violation of the local zoning laws and planning regulations of the Town of Queensbury and all regional and local land use plans for the area in which the Facility shall be located; and

(F) The Facility and the operations of the Company and the Operator are not known by the Agency to cause or result in the violation of the health, labor, environmental or other laws of the United States of America, the State of New York, the County of Warren or the Town of Queensbury.

SECTION 2. DETERMINATIONS. The Agency hereby determines to:

(A) enter into the Underlying Lease from the Company to the Agency and the Lease Agreement with the Company; and

(B) execute and deliver all other certificates and documents, including but not limited to a mortgage for Project Facility, subject to the review and approval of counsel to the Agency.

SECTION 3. AUTHORIZATION. The Agency is hereby authorized to acquire, construct and install the Facility. All previous acts taken by the Agency with respect to the acquisition, construction and installation of the Facility are hereby approved, ratified and confirmed.

SECTION 4. APPOINTMENT OF COMPANY AS AGENT. (A) The appointment of the Company and the Operator as agents of the Agency to acquire, construct and install the Facility is hereby ratified and confirmed. (B) The Agency does hereby consent to provide the Company and/or the Operator with the authority to appoint third party agents to undertake the Project and thereby make available to such third party agents an exemption from New York State sales and use taxes in connection with undertaking the Project. Such authority shall be further defined and verified in an Agent Agreement to be entered into between the Agency and the Company and/or the Operator.

SECTION 5. APPROVAL OF AGREEMENT FOR PAYMENTS IN LIEU OF TAXES. The Agreement for Payments in Lieu of Taxes (the "PILOT Agreement"), is hereby approved, subject to approval as to content by the Chairman and the Agency's counsel and shall be in compliance and in accordance the Agency's Uniform Tax Exemption Policy. The PILOT Agreement shall be for a term of ten (10) years. The PILOT payment schedule shall be as follows: Years 1-5: base assessed value plus 50% of the increased assessed valuation attributable to improvements made to the Project Facility and Years 6-10: base assessed value plus 75% of increased assessed valuation attributable to improvements made to the Project Facility.

SECTION 6. APPROVAL OF COMPANY'S FINANCING DOCUMENTS. The substance and form of the Underlying Lease, the Lease Agreement, the Agreement for Payments in Lieu of Taxes, and all other certificates or documents to be delivered or executed and delivered by the Agency (hereinafter collectively referred to as the "Closing Documents") are hereby approved, subject to approval as to content by the Chairman and the Agency's counsel. The Company and the Operator shall be required to provide insurance protecting the Agency against loss or losses from liabilities with a single combined limit of not less than \$2,000,000 per accident or occurrence and a blanket excess liability policy in an amount of not less than \$5,000,000.

SECTION 7. AUTHORIZED REPRESENTATIVES. (A) The Chairman or the Vice Chairman is hereby authorized to execute and deliver the Closing Documents. If required, the signature of the Chairman or Vice Chairman shall be attested by the Secretary or Treasurer of the Agency (or Agency Counsel, in the absence of a Secretary/Treasurer) who, if required, shall affix a facsimile of the Agency's seal to documents required to be under seal. (B) On the advice of Counsel to the Agency, the Chairman or Vice Chairman shall make such reasonable changes to the Closing Documents as shall be required to promote and protect the Agency's interests with respect to the Project. All such changes shall be made prior to the closing.

SECTION 8. FURTHER ASSURANCE. The officers, employees and agents of the Agency are hereby authorized and directed to do all acts required by the provisions of the Closing Documents, and to execute and deliver all additional certificates, instruments and documents and to pay all fees, charges and expenses and do all other acts that may be necessary or proper to effectuate the purposes of this resolution. None of the members, officers, directors, employees or agents (except the Company) of the Agency, shall be personally liable under the other Closing Documents.

SECTION 9. FILING OF DOCUMENTS. Originals of all Closing Documents for the Project shall be filed and maintained in the office of the Agency.

SECTION 10. PUBLIC INSPECTION. A copy of this resolution and the Closing Documents shall be placed on file in the office of the Agency, where they shall be available for public inspection during business hours.

SECTION 11. EFFECTIVE DATE. This resolution shall take effect immediately.

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

VOTING:	AYES	NAYS	ABSTAIN	ABSENT
Harold G. Taylor	1			
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