

**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 **November 20, 2017** at the Washington County Municipal Center in Fort Edward, NY, the following members were:

<b><i>PRESENT:</i></b>	Bud Taylor	Chairman
	Bruce Ferguson	Vice & Park Chairman/Contract. Officer
	Joseph LaFiura	Secretary/Treasurer
	Matt Simpson	At Large Member
	Dave O'Brien	
	Louis Tessier	
	John Weber	

<b><i>ABSENT:</i></b>	Craig Leggett
	Richard Moore

<b><i>ALSO PRESENT:</i></b>	Robert Morris, Esq.	FitzGerald Morris Baker Firth, PC
	Tami Blondo	Office Administrator
	Michael Goot	Post Star Newspapers
	John and Giesele Dowd	Smart Terra Care
	John Kelly	
	Dan Colombe	
	Joe Brilyea	

The minutes of the meeting were taken by Tami Blondo/Office Administrator. The Chairman called the meeting to order at 4:03pm. Attendance was taken and the needed quorum was confirmed by the Chairman.

**Approval of minutes:**

Mr. Ferguson made a motion to approve the minutes of the October 16, 2017 Board Meeting minutes. Mr. LaFiura 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. Tessier seconded the motion. The motion was approved by roll call vote.

**Unfinished Business:**

**Greenwich Preservation Group:**

Mr. Morris stated that approval had been given to the project last summer conditional on the project obtaining grants. At this time the Agency is still awaiting response from the project attorney on a status update. Several attempts to contact the attorney have been made with the most recent being November 14, 2017. Mr. O'Brien indicated that the LDC had been provided the same information that the IDA had regarding grant funding and also was unable to obtain any information from the developer. At this time there is nothing new to report.

**Mohawk Industrial Werks:**

Mr. Morris indicated that the project is tentatively scheduled to close next week pending the required documents from Mr. Brandt as it appears he is no longer represented by legal counsel. The closing should happen before the end of the year.

**North Country Property Holdings:**

Mr. Morris indicated that we are awaiting a new lease from the company that owns the land. This new lease will be to a new tenant, a company that operates the Veterinarian practice. The new lease will replace the previous lease to the specialty practice that was part of the original project approved by the Agency. The Agency will need to approve the lease to the new tenant and agree to keep the PILOT in place.

**Park Business:**

**Smart Terra Care, LLC:**

Chairman Taylor introduced Mr. Dowd who had appeared before the Executive Committee with his project, Smart Terra Care, LLC. Mr. John Dowd of Smart Terra Care, LLC presented the proposed project to the Board and public. The potential project has an approximate value of \$12 million and would bring 20 jobs to the area. They are looking for approximately 6 to 7 acres for the business. The project is an engineered biochar plant which utilizes sustainable biomass resources. The company's vision is to create sustainable solutions for present and future generations. Mr. O'Brien stated that there is concern with PFOA's from use of the recycled materials. Mr. Dowd indicated that this would not be an issue. Mr. O'Brien also questioned how construction debris containing asbestos would be handled. Mr. Dowd indicated that he did not have an answer for that but that he would get an answer from the consulting engineering firm. Mr. Dowd was questioned as why there was a need for 4 plus acres and he indicated that it was to accommodate the bio-filter. Mr. Dowd explained that this would be a first of its kind process but that there are studies done by Cornell University and others around the world that support the process. There would be no outside storage of the product. The project is tentatively looking at a 24 hour a day operation, six days a week. There would be approximately 18 to 20 trucks per day, about 2 to 3 every hour. Outside noise would be at a minimum. Mr. O'Brien asked if he had considered looking at property elsewhere such as the Lock 8 Facility as it has water access on the canal, railroad access and is more geared for truck traffic similar to what Mr. Dowd is proposing. Mr. Dowd indicated that they were not set on any specific site. Chairman Taylor opened discuss to the public. A member of the public who did not identify themselves asked how the heat would be transferred out of the building. Mr. Dowd explained through the process the product is put through a dryer and then through one, fifty foot stack. Another member of the public, who also did not identify themselves stated that she was working with a local group on sustainability issues and was rather excited to see this process being presented. She questioned if there would be coordinating opportunities in the future. Mr. Dowd indicated that that might be a possibility. Mr. Dowd also indicated that they have letters of intent with some well-known businesses in the area and that they would be the collectors of the waste product and not Smart Terra Care, LLC directly. Mr. John Kelly asked about the stack, the heat and odors. Mr.

Dowd stated that it is captured and put into the bio-filter. Mr. Kelly wanted to know how the emissions are captured. Mr. Dowd stated that he did not have an answer for him and that would need to come from the engineers. Mr. Kelly also wanted to know how the run-off would be handled from the dump trailers. Mr. Dowd explained that this should not be an issue as the product is dumped into the storage bins within the facility. Mr. Kelly wanted to know about the blower motors if they were rotary kilns and if they were similar to the issue at RWS. Mr. Dowd stated that the motor is approximately 7 feet by 70 feet and that he was unfamiliar with RWS. Mr. Dan Colombe stated that he had concerns with regard to seepage and off-gases and is there chemical analysis done to ensure that there are no issues. Mr. Dowd indicated that there would be a lab on site and that this process is better than what is being done now, with little to no emissions into the air. Mr. Colombe indicated that he wants safeguards for testing of air quality from off-gassing. Mr. Dowd stated that the environmental consultants would review this. Mr. Colombe also indicated that he had a concern with noise. Where would the project be located within the Park given the fact that the project is looking to run 24/7. Mr. Colombe indicated that the Board should be concerned with this. Mr. Joe Brilyea asked if there had been any preliminary discussions with DEC. Mr. Dowd indicated that there have not been any local discussions, but that they do understand the rules and regulations and that this would be handled by the engineering firm. There were no more questions or comments from the public. Chairman Taylor indicated to the Board that this was still early on in the process and that there was no need for action by the Board at this point. Mr. Taylor indicated that Mr. Dowd still needed to be in contact with the Town of Kingsbury. Mr. Taylor also indicated to the Board that the project is for land purchase only and that the project is not looking for any benefit from the IDA.

**Logging:**

Mr. Ferguson indicated that the logging that had been previously approved by the Board was taking place and proceeding as planned. Mr. John Kelly, a member of the public, stated that he had read the previous meeting minutes where it was stated that maintenance of the park was being undertaken. He had concerns regarding the logging as the last time the area was logged, which was approximately 22 to 25 years ago, it created a briar patch adjacent to his property. Mr. Ferguson indicated that the maintenance of this area was to keep the area cleared so that brush-hogging could be done to maintain the property and make it easier to access for future sales. Mr. Kelly indicated that he felt it would be unlikely that brush-hogging could be done because of the stumps that were still in there. Mr. Taylor indicated that the intent was to clear the land where the future road was intended to be placed to facilitate with showing of the lots to prospective buyers. Mr. Kelly stated that the area should be checked as it has been clear-cut.

**New Business:**

**Irving Tissue:**

Mr. Morris indicated that Irving Consumer Products had approached the Board regarding use of the Fort Edward property as collateral for a \$198 million project that they are undertaking in Georgia. Due to the fact that the Agency has a leasehold interest in the Fort Edward property, approval is required and therefore a Resolution is put before the Board for approval. There is no obligation or recourse against the Agency. Irving Consumer Products will pay all legal fees associated with this request. A motion was made by Mr. O'Brien and seconded by Mr. Simpson that the Resolution Approving a Collateral Mortgage with Farm Credit East, ACA in connection with Irving Consumer Products, Inc. (Formerly Known As Irving Tissue, Inc.). A roll call vote was taken and the Resolution was approved.

**Counties of Warren and Washington Industrial Development Agency**

Resolution No. 17-13

Adopted November 20, 2017

Introduced by Dave O'Brien  
who moved its adoption.

Seconded by Matt Simpson

**RESOLUTION APPROVING A COLLATERAL MORTGAGE WITH FARM CREDIT EAST, ACA  
IN CONNECTION WITH IRVING CONSUMER PRODUCTS, INC. (FORMERLY KNOWN AS  
IRVING TISSUE, INC.) AND AUTHORIZING EXECUTION AND DELIVERY OF THE SAME**

**(FULL RESOLUTION AT END OF DOCUMENT)**

**Ray Terminals:**

Mr. Morris indicated that the project is under construction but that no final closing date has yet been scheduled.

No further business before the Board a motion was made by Mr. Weber and second by Mr. Tessier to adjourn the meeting. All in favor of the motion, motion was carried.

Chairman adjourned the meeting at 4:50 p.m.

12/13/17  
Date

  
Joseph LaFitola, Secretary/Treasurer

**Counties of Warren and Washington Industrial Development Agency**

Resolution No. 17-13

Adopted November 20, 2017

Introduced by Dave O'Brien  
who moved its adoption.

Seconded by Matt Simpson

**RESOLUTION APPROVING A COLLATERAL MORTGAGE WITH FARM CREDIT EAST, ACA  
IN CONNECTION WITH IRVING CONSUMER PRODUCTS, INC. (FORMERLY KNOWN AS  
IRVING TISSUE, INC.) AND AUTHORIZING EXECUTION AND DELIVERY OF THE SAME**

**WHEREAS**, the Counties of Warren and Washington Industrial Development Agency (the "Agency") is a body corporate and politic duly organized and existing under Section 890-c of the General Municipal Law ("GML") of the State of New York (the "State"), with its principal place of business at 5 Warren Street, Glens Falls, New York; and

**WHEREAS**, on December 22, 2009, the Agency entered into a Lease Agreement with Irving Tissue, Inc., now known as Irving Consumer Products, Inc. (the "Company") in connection with a project that was undertaken at One Eddy Street in the Village of Fort Edward, County of Washington; and

**WHEREAS**, in order to obtain financing for another project located in the State of Georgia from Farm Credit East, ACA, the Company must execute a collateral mortgage on the property known at One Eddy Street in the Village of Fort Edward, County of Washington, in which the Agency has a leasehold interest; and

**WHEREAS**, the Company has requested that the Agency execute a mortgage in favor of Farm Credit East, ACA in connection One Eddy Street in the Village of Fort Edward, County of Washington; and

**WHEREAS**, the Company is not in default of any of the terms of the Lease Agreement or the PILOT Agreement.

**NOW, THEREFORE, BE IT RESOLVED**

1. That the Agency does hereby approve of the execution of a collateral mortgage from Irving Consumer Products, Inc. to Farm Credit East, ACA in the amount of \$198,000,000.00 and further determines that said mortgage shall not be entitled to a mortgage tax exemption from the Agency upon filing in the Washington County Clerk’s Office as it does not relate to the original project that involved the Agency. It is anticipated that mortgage tax will not be paid by the Company, however, since this is a collateral mortgage.

2. That the Company shall be responsible for any expenses relating to this transaction, including legal fees and County recording fees.

3. That the Agency does hereby authorize the Chairman, or in the absence of the Chairman, the Vice Chairman, upon advice and consent of Agency Counsel, to execute and deliver on behalf of the Agency any documents necessary to consummate the transaction.

4. 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:

<b>VOTING:</b>	<b>AYES</b>	<b>NAYS</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Harold G. Taylor	X			
Bruce A. Ferguson	X			
Joseph P. LaFiura	X			
Louis Tessier	X			
Dave O'Brien	X			
John W. Weber	X			
Matthew Simpson	X			
Craig Leggett				X
Richard F. Moore				X
<b>TOTALS</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>2</b>

The foregoing resolution was thereupon declared duly adopted.

COUNTY OF WARREN            ) SS:  
  )

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 20th day of November, 2017.

In witness whereof, I have hereto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 20th day of November, 2017.



\_\_\_\_\_  
Tami Blondo  
Counties of Warren and Washington  
Industrial Development Agency

[SEAL]



Resolution No. 17-10  
Adopted October 16, 2017

Introduced by Matt Simpson  
who moved its adoption.  
Seconded Joe 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 MOHAWK  
INDUSTRIAL WERKS, LLC PROJECT**

**(PROJECT NO. 5202-17-04)**

WHEREAS, Mohawk Industrial Werks LLC (the "Operator"), having an address of 3500 Bleachery Place, PO Box 426, Chadwicks, New York 13319, is a limited liability company created pursuant to the Laws of the State of Delaware and authorized to do business in the State of New York; and

WHEREAS, the Operator, in connection with 140 Carey Rd 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 an industrial development project (the "Project") to consist of: (i) the acquisition of an interest in a certain commercial parcel or parcels of land located 140 Carey Road, Town of Queensbury, County of Warren, State of New York and referred to as Tax Map Parcel Number 309.13-2-31.111 (the "Land"); (ii) the construction and equipping of a 12,000+/- square foot facility for the servicing and sales and part distribution of snow grooming equipment, including the warehousing and assembly of said equipment, in addition to office space (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 or will be owned by 140 Carey Rd 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. 16-19) 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 and Operator have entered into a Preliminary Agreement having an effective date of December 12, 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 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.

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;

(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; and

(G) (i) The Project is an “Unlisted Action” under SEQRA for which the Town of Queensbury Planning Board (the “Planning Board”) has acted as lead agency. On or about April 18, 2017, the Planning Board reviewed the Project Site Plan Application submitted on behalf of the Company and approved said Site Plans, and issued its Negative Declaration that the Project will not have a significant impact on the environment; and (ii) the Agency has 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 has 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 hereby ratifies the findings and Negative Declaration of the Town of Queensbury Planning Board. In doing so, the Agency satisfies the requirements of Part 617 of Title 6 of the New York Code of Rules and Regulations and no further SEQRA review is required for the Project; and

(H) The Company/Operator have submitted an amended application and increased the total cost of the Project to \$2,160,420.00.

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 0% of the increased assessed valuation attributable to improvements made to the Project Facility and Years 6-10: base assessed value plus 50% 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:

<b>VOTING:</b>	<b>AYES</b>	<b>NAYS</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Harold G. Taylor	X			
Bruce A. Ferguson	X			
Joseph P. LaFiura	X			
Louis Tessier				X
Dave O'Brien				X
John W. Weber	X			
Matthew Simpson	X			
Craig Leggett				X
Richard F. Moore	X			
<b>TOTALS</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>3</b>

The foregoing resolution was thereupon declared duly adopted.

Resolution No. 17-12  
Adopted October 16, 2017

Introduced by Bruce Ferguson  
who moved its adoption.

Seconded by Mr. LaFiura

**RESOLUTION TAKING ACTION EXTENDING AUTHORIZATION FOR SALES TAX  
EXEMPTION TO THE KENNY & DITTRICH AMHERST, LLC, AS AGENT OF THE AGENCY  
FOR THE PURPOSE OF CONSTRUCTING AND EQUIPPING THE PROJECT FACILITY (AS  
DEFINED HEREIN)**

WHEREAS, Kenny & Dittrich Amherst, LLC (the "Company"), having an address of 365 Canada Street, Lake George, New York, is a limited liability company created pursuant to the Laws of the State of New York, and

WHEREAS, the Agency, on behalf of the Company, has undertaken an industrial development project (the "Project") consisting of (i) the acquisition of an interest in a certain commercial parcel of land located at 365 Canada Street, Village of Lake George, Town of Lake George, County of Warren, State of New York (the "Land"); (ii) the construction and equipping of a 108,115+/- square foot 120 room hotel and additional retail space (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, under the "Act", the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project;

WHEREAS, by Resolution No. 15-02, dated March 10, 2015, the Agency named the Company agent for the Agency to undertake and develop the Project; and issued an IDA Appointment of Project Operator or Agent (ST60) and its Letter of Authorization for Sales Tax Exemption to the Company (the "Exemption Letter"); and

WHEREAS, by Resolution No. 16-18, dated October 17, 2016, the Agency approved an extension of the IDA Appointment of Project Operator or Agent concerning the sales tax exemption; and

WHEREAS, said IDA Appointment of Project Operator or Agent ST60 and Exemption Letter expired on September 30, 2017; and

WHEREAS, the Company has requested that the Agency extend its authorization for sales tax exemption until the completion of construction or March 31, 2018, whichever date is earlier; and

WHEREAS, the Agency has reviewed information needed to make a determination to extend the sales tax exemption authorization.

NOW, THEREFORE, BE IT RESOLVED:

1. That it is in the best interest of the Agency to complete the Project as described above; and

2. That the Agency hereby authorizes the extension of the sales tax exemption for Kenny & Dittrich Amherst LLC and all duly appointed third party agents to the earlier of (i) March 31, 2018, (ii) the completion of construction or (iii) the termination or suspension of this authorization to extend the sales tax exemption and authorizes that the extension be properly filed with the NYS Department of Taxation and Finance; and

3. That the Agency hereby approves of the extension of the Underlying Lease Agreement, Lease Agreement and Agreement for the Payment in Lieu of Taxes as may be required and applicable; and

4. That the Agency hereby authorizes the Chairman to execute any and all documentation necessary to effectuate the terms of this resolution; and

5. That the Agency shall require the Company to pay for any legal fees or expenses incurred as a result of the granting of said extension; and

6. That 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:

<b>VOTING:</b>	<b>AYES</b>	<b>NAYS</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Harold G. Taylor	X			
Bruce A. Ferguson	X			
Joseph P. LaFiura	X			
Louis Tessier				X
Dave O'Brien				X
John W. Weber	X			
Matthew Simpson	X			
Craig Leggett				X
Richard F. Moore	X			
<b>TOTALS</b>	<b>6</b>	<b>0</b>	<b>0</b>	<b>3</b>

The foregoing resolution was thereupon declared duly adopted.