

**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 **April 23, 2018** at the Warren County Municipal Center in Lake George, NY, the following members were:

PRESENT:	Matt Simpson	Chairman
	Dave O'Brien	Vice Chairman
	Joe LaFiura	Secretary/Treasurer
	Craig Leggett	At Large Member
	Bruce Ferguson	
	Richie Moore	
	Ginny Sullivan	

ABSENT: Louis Tessier

ALSO PRESENT:	Kara Lais, Esq.	FitzGerald Morris Baker Firth, PC
	Michael Brandi, Esq.	FitzGerald Morris Baker Firth PC
	Tami Blondo	Office Administrator
	Ken Ray	Ray Terminals

The minutes of the meeting were taken by Tami Blondo, Office Administrator. The Chairman called the meeting to order at 4:00 pm. Attendance was taken by roll call and the needed quorum was confirmed by the Chairman.

Approval of minutes:

Mr. LaFiura made a motion to approve the minutes of the March 19, 2018 Board Meeting minutes. Mr. O'Brien 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. Ferguson seconded the motion. The motion was approved by roll call vote.

New Business:

Ray Terminals: Mr. Ken Ray provided the Board with a brief overview of the project with regard to the need for the NYSDOT Grant. Ms. Lais presented to the Board the Resolution authorizing the execution and delivery of agreements, certificates, documents and instruments necessary to apply to the NYSDOT for Passenger and Freight Rail Assistance Program Grant Funds on behalf of Ray Terminals. A motion was made by Mr. O'Brien and seconded by Mr. Ferguson. By roll call vote the Resolution was carried.

Counties of Warren and Washington Industrial Development Agency

Resolution # 18-05

Adopted: April 23, 2018

Introduced by Mr. O'Brien

who moved its adoption.
Seconded by Mr. Ferguson

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF ANY AND ALL AGREEMENTS, CERTIFICATES, DOCUMENTS AND INSTRUMENTS NECESSARY TO APPLY TO THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION (“NYSDOT”) FOR PASSENGER AND FREIGHT RAIL ASSISTANCE PROGRAM (“PFRAP”) GRANT FUNDS
(A full copy of the Resolution is annexed hereto at the end of the minutes)

Independent Auditor’s Report: The Board was provided the Independent Auditor’s Report of the Financial Statements and Supplementary Information for Year Ended December 31, 2017 by Whittemore, Downen & Ricciardelli, LLP for approval. A motion was made by Mr. O’Brien and seconded by Mr. LaFiura. A roll call vote was taken approving the acceptance of the Auditor’s Report.

Park Business:

Brush Cutting Bid: The contract has expired and an advertisement was placed for bids to be received for brush cutting at the Industrial Park. The ad will appear in the Post Star issues for April 22, 23 and 24, 2018. All bids are due by May 5, 2018.

Marketing of Properties: Discussion was had at the Executive Park Meeting on April 18, 2018 to look into marketing the lots that are for sale in the Park with a commercial sales agent. The Board agreed to extend an invitation to have a presentation at the May Executive Park Meeting.

Unfinished Business:

Smart Terra Care: Mrs. Blondo indicated that Mr. Dowd was still preparing documents and would be in contact with the Agency in the near future.

Altek Energy: Mrs. Blondo indicated the Mr. O’Connor is still putting together his application and will submit once he has the required data to do so.

Other Business:

Mr. O’Brien indicated that previous discussion had been held regarding a tour of the Industrial Park and proposed that this be done at the June meeting. Upon further discussion it was decided that the meetings for June be adjusted so that all members could attend. The Executive Park meeting will be held on June 13, 2018 at 9:00 a.m. at FitzGerald Morris Baker Firth PC Offices at 16 Pearl Street, Glens Falls, New York and the regular Board Meeting will be held on Monday, June 18, 2018 at 4:00 p.m. Arrangements will be made to hold the meeting at the Airport. It was suggested that we check with Glens Falls Transit to see if the trolley would be available to take the Board on the tour of the Park. Mrs. Blondo will follow-up and schedule.

Adjournment: There being no further business, a motion was made by Mr. LaFiura and seconded by Ms. Sullivan to adjourn the meeting. The Chairman at 4:16

5/23/18

Date



Joseph LaFiura, Secretary/Treasurer

Counties of Warren and Washington Industrial Development Agency
Resolution # 18-05
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RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF ANY AND ALL AGREEMENTS, CERTIFICATES, DOCUMENTS AND INSTRUMENTS NECESSARY TO APPLY TO THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION (“NYSDOT”) FOR PASSENGER AND FREIGHT RAIL ASSISTANCE PROGRAM (“PFRAP”) GRANT FUNDS

WHEREAS, the Counties of Warren and Washington Industrial Development Agency (the “Agency”) is a body corporate and politic duly organized and existing under Sections 856 and 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, Ray Terminals, LLC (the “Company”), having an address of 2794 7th Avenue, Troy, New York 12180, is a limited liability company created pursuant to the Laws of the State of New York; and

WHEREAS, on February 26, 2018, the Company entered into a Lease Agreement with the Agency for the purpose of undertaking a project for the benefit of the Company consisting of the following: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 39 Golf Course Road in the Town of Hampton, New York (the “Land”, being more particularly described as tax parcel number 45.00-1-33); (ii) the planning, design, construction, operation and maintenance by the Company of a wholesale propane gas storage and distribution facility, including an approximately 2,400 square foot office and storage building, 4 60,000 gallon liquid propane storage tanks (with room for 2 additional 60,000 gallon tanks) and related piping, pumps, compressors and coupling improvements, along with related site, roadway, parking, access, curbage, rail siding and onsite and offsite utility improvements that will include approximately 7,500 feet of above and below-ground 3 phase electric service line and poles, along with related electrical transformer (collectively, the “Improvements”); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the “Equipment” and, collectively with, the Land and the Improvements, the “Facility”); and (iv) and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the “Straight Lease Transaction”), 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 Company has requested that the Agency provide assistance in the form of applying for a PFRAP Grant through the NYSDOT which will assist the Company in preparing for a contemplated second phase of capital improvements at its facility located at 39 Golf Course Road in the Town of Hampton, New York which is anticipated to include capital improvements including gas offtake towers and rail car moving equipment; and

WHEREAS, the Agency contemplates executing and delivering to the NYSDOT any and all related agreements, certificates, documents and instruments necessary in connection with the application for the PFRAP grants; and

WHEREAS, the Company has agreed to cover all reasonable costs and expenses of Agency in connection with the application process.

NOW, THEREFORE BE IT RESOLVED THAT:

1. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all related agreements, certificates, documents and instruments necessary to make application for NYSDOT PFRAP grants in the form approved by Counsel to the Agency.
2. The Chairman of the Agency is hereby authorized to do all acts and things required as may be necessary to effect the purposes of this resolution.
3. This resolution shall take effect immediately.

4. 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
Matt Simpson	1			
Dave O'Brien	1			
Joe LaFiura	1			
Craig Leggett	1			
Bruce Ferguson	1			
Richard Moore	1			
Louis Tessier				1
Ginny Sullivan	1			
TOTALS	7	0	0	1

5. The foregoing resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) SS:
 COUNTY OF WARREN)

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 23rd day of April, 2018.

In witness whereof, I have hereunto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 23rd day of April, 2018.



 Tami Blondo, Records Management Officer
 Counties of Warren and Washington Industrial
 Development Agency

[SEAL]