

**COUNTIES OF WARREN AND WASHINGTON
INDUSTRIAL DEVELOPMENT AGENCY**

Resolution No. 15 - 01
Adopted February 17, 2015

Introduced by Lou Tessier
who moved its adoption.

Seconded by James Lindsay

**RESOLUTION TO SCHEDULE A PUBLIC HEARING RELATING TO THE
KENNY & DITTRICH AMHERST, LLC PROJECT**

WHEREAS, Kenny & Dittrich Amherst, LLC, a limited liability company established pursuant to the laws of the State of New York, having an address for the transaction of business at 365 Canada Street, Lake George, New York 12845 (the "Company") has requested that the Agency provide financial assistance in the form of a mortgage tax exemption and sales tax abatements regarding a construction project (the "Project") to consist 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, Chapters 356 and 357 of the Laws of 1993 require that prior to granting financial assistance of more than \$100,000.00 to any project, an IDA must (a) adopt a resolution describing the project and the financial assistance contemplated by the IDA with respect thereto, and (b) hold a public hearing in the city, town or village where the project proposes to locate upon at least ten (10) days published notice and, at the same time, provide notice of such hearing to the Chief Executive Officer of each affected taxing jurisdiction within which the project is located; and

WHEREAS, the Agency is in the process of reviewing and considering the Company's Application requesting the Agency to provide financial assistance for the proposed Project, which may include a sales tax abatement during the construction of the Facility and a mortgage tax exemption, all of which shall be consistent with the uniform tax exemption policy of the Agency.

NOW, THEREFORE, BE IT RESOLVED:

1. The Agency hereby schedules a public hearing pursuant to Article 18-A of the New York State General Municipal Law (the "Law") to be held by the Agency on Monday, the 2nd day of March 2015, at 10:00 a.m. local time, at the Lake George Village Office Building, located at 26 Old Post Road, Village of Lake George, County of Warren, New York, 12845, in connection with the Proposed Project.

2. The Agency hereby authorizes the publication of a Notice of Public Hearing for the Proposed Project and in accordance with the Law and the Agency's policies and procedures.

3. This resolution shall take effect immediately.

AYES: 7
NAYS: 0
ABSENT: 1
ABSTAIN: 1

Resolution No. 15-02
Adopted March 10, 2015

Introduced by Bruce Ferguson
who moved its adoption.

Seconded by John Weber

RESOLUTION TAKING PRELIMINARY ACTION TOWARD UNDERTAKING A CERTAIN PROJECT, AS DEFINED HEREIN, APPOINTING KENNY & DITTRICH AMHERST, LLC, AGENT OF THE AGENCY FOR THE PURPOSE OF CONSTRUCTING AND EQUIPPING THE PROJECT FACILITY (AS DEFINED HEREIN) AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BY AND BETWEEN THE AGENCY AND KENNY & DITTRICH AMHERST, LLC

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, Kenny & Dittrich Amherst, LLC (the “Company”), having a current address 365 Canada Street, Lake George, New York 12845, is a limited liability company created pursuant to the Laws of the State of New York; and

WHEREAS, the Company has submitted an Application for Assistance (“Application”) requesting that the Agency undertake 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 Article 18-A of the General Municipal Law (the “Act”), the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project; and

WHEREAS, pursuant to Section 862(2)(a) of the General Municipal Law, after discussion and consideration, the Agency has determined that the Project falls within the scope of the definition of a “tourism destination” as defined by the laws of the State of New York.

WHEREAS, the Project will require the Agency and the Company to enter into an agreement whereby the Company will acquire, by deed or by lease, and construct the Project Facility and the Agency will lease or sell the Project Facility to the Company with an option to buy; 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 Title 6 of the New York Codes, Rules and Regulations Parts 617.2(b) and 617.3(g); and

WHEREAS, the Project is located within the Adirondack Park and the Project is classified as a Class A Regional Project pursuant to the Adirondack Park Agency Act and therefore, pursuant to Title 6 of the New York Codes, Rules and Regulations Part 617.5(b)(36), the Project is exempt from review under SEQRA; and

WHEREAS, the Planning Board of the Village of Lake George approved a Special Use Permit for the Project on February 10, 2014 and identified the Project as a Class A Regional Project; and

WHEREAS, the Planning Board of the Village of Lake George approved the Site Plan Review for the Project on February 19, 2014 and identified the Project as a Class A Regional Project; and

WHEREAS, the Adirondack Park Agency approved a permit for the construction of the project on July 10, 2014; said permit was issued on July 15, 2014, as APA Project Permit No. 2014-33 and was recorded in the Warren County Clerk’s Office on August 1, 2014 as Instrument Number 2014-4652; and

WHEREAS, the acquisition, construction and installation of the Project Facility has not been commenced, and the Agency has not yet authorized the Project; and

WHEREAS, the Agency conducted a public hearing pursuant to Article 18-A of the New York State General Municipal Law (the “Law”) before taking official action relating to the Project.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. Findings. The Agency has reviewed the application together with the environmental assessment form to determine compliance with the requirements of the Act and based on the representations of the Company to the Agency in said application and elsewhere, the Agency hereby makes the following findings and determinations with respect to the Project:

(A) The Project is a permitted project under the Act; and

(B) Undertaking the Project will advance the Agency's corporate purposes by leading to the creation of job opportunities for the inhabitants of the Counties of Warren and Washington, New York and the State of New York. The Project will also promote the health, prosperity, and economic welfare of the inhabitants of the Counties of Warren and Washington and the State of New York and improve their standards of living; and

(C) The Project, to be located in the Village of Lake George, is designated as a "tourism destination" project and the location as well as the Project will likely attract a significant number of visitors from outside the economic development region, namely the Capital District, in which it is located; and

(D) The Project is classified as a Class A Regional Project pursuant to the Adirondack Park Agency Act and therefore, pursuant to Title 6 of the New York Codes, Rules and Regulations Part 617.5(b)(36), the Project is exempt from review under SEQRA; and

(E) It is in the public interest for the Agency to undertake the Project on behalf of the Company; and

(F) The completion of the Project will not result in the removal of a commercial, industrial or manufacturing plant of the Company from one area of the State of New York to another area of the State of New York. Further, the completion of the Project will not result in any loss of jobs and all existing jobs will be retained nor will the completion of the Project result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located within the State of New York.

SECTION 2. Preliminary Agreement. The proposed preliminary project agreement by and between the Agency and the Company (the "Preliminary Agreement"), as presented to this meeting, is hereby approved as to substance and form. The proposed agreement outlines the Agency's and the Company's rights and duties with respect to the undertaking of the Project. Subject to such changes as the Chairman of the Agency, upon advice of counsel, may reasonably deem necessary, the Chairman is authorized to execute the Preliminary Agreement, and the Secretary of the Agency is authorized to affix a facsimile of the corporate seal thereto and to attest to the same. Execution and attestation shall be conclusive evidence that the Agency has approved the Preliminary Agreement.

SECTION 3. Description of Project.

Subject to the conditions set forth herein and in Section 4.02 of the Preliminary Agreement, the Agency shall:

- (1) acquire an interest in, construct and install the Project Facility; and
- (2) lease or sell the Project Facility to the Company pursuant to an agreement or agreements whereby the Company will obligate itself, among other things, to undertake the Project on behalf of the Agency.

SECTION 4. Company Appointed Agent of Agency.

(A) The Company is hereby appointed the true and lawful agent of the Agency to:

- (1) construct and install the Project Facility;
- (2) make, execute, acknowledge, and deliver all contracts, orders, receipts,
- (3) do all other things requisite and proper for the completion of the Project.

(B) The Company is authorized to proceed with the acquisition, construction and installation of the Project Facility, subject to receiving appropriate municipal approvals needed prior to commencement of construction, and to advance such funds as may be necessary to accomplish these goals.

(C) The Company is also authorized 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. This provision is subject to the Company entering into an Agent Agreement with the Agency.

SECTION 5. §144 Election. Not Applicable.

SECTION 6. Bond Counsel. Not Applicable.

SECTION 7. Document Preparation. Counsel to the Agency is hereby authorized and directed to cooperate with counsel to the Company, as well as all other necessary parties, in order to prepare the documents needed to undertake the Project.

SECTION 8. Payment in Lieu of Tax (PILOT) Agreement. The Agency's approval is subject to the Company entering into a PILOT Agreement with the Agency whereby the Company agrees to make payments in lieu of taxes in an amount pursuant to the Agency's Uniform Tax Abatement Policy in any given year as if the Company were the owner of the Project and not the Agency. The Agency's approval is also subject to the Company agreeing to the terms of the Agency's Recapture Policy. The Agency declares that the PILOT Agreement shall not contain any tax abatements.

SECTION 9. Public Inspection. A copy of this resolution and a copy of the Company's Application for Assistance, together with all other application materials not protected under applicable Freedom of Information Laws, shall be placed on file in the office of the Agency. Such documents shall be available for public inspection during normal business hours.

SECTION 10. Distribution of Resolution. The Chairman of the Agency is hereby authorized to distribute copies of this resolution to the Company and all other persons requesting it.

SECTION 11. Public Hearing. A public hearing for this Project was duly authorized and held on March 2, 2015 in accordance with the provisions of Article 18-A of the General Municipal Law.

SECTION 12. Further Action. The Chairman of the Agency is authorized to take such further action as shall be necessary to give effect to and implement this resolution.

SECTION 13. Effective Date. This resolution shall not take effect until the Company delivers to the Agency of a fully executed Preliminary Agreement, as defined herein, together with a \$25,000.00 security deposit, the latter of which the Agency acknowledges as having been received by the Company.

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			
John Millett, Sr.	1			
James T. Lindsay	1			
Dave O'Brien				1
John W. Weber	1			
John S. Kvocka	1			
TOTALS	7	0	1	1

The foregoing resolution was thereupon declared duly adopted.

Resolution No. 15-03
Adopted March 16, 2015

Introduced by James Lindsay
who moved its adoption.
Seconded John Millett, Sr.

**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 KENNY &
DITTRICH AMHERST, LLC PROJECT**

(PROJECT NO. 5202-15-01A)

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, to advance the public purposes for which it was created, the Agency, upon application of KENNY & DITTRICH AMHERST, LLC (the “Company”), has agreed to assist the Company by undertaking a project (the “Project”) consisting of the following: (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, the Agency, by resolution duly adopted on March 10, 2015 (the “Inducement Resolution”), took official action under the Act toward undertaking the Project; and

WHEREAS, said Inducement Resolution included a determination that the Project qualified as a “tourism destination” in accordance with Section 862 of the General Municipal Law; 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 Project is located within the Adirondack Park and the Project is classified as a Class A Regional Project pursuant to the Adirondack Park Agency Act and therefore, pursuant to Title 6 of the New York Codes, Rules and Regulations Part 617.5(b)(36), the Project is exempt from review under the State Environmental Quality Review Act (SEQRA); and

WHEREAS, the Planning Board of the Village of Lake George approved a Special Use Permit for the Project on February 10, 2014 and identified the Project as a Class A Regional Project; and

WHEREAS, the Planning Board of the Village of Lake George approved the Site Plan Review for the Project on February 19, 2014 and identified the Project as a Class A Regional Project; and

WHEREAS, the Adirondack Park Agency approved a permit for the construction of the project on July 10, 2014; said permit was issued on July 15, 2014, as APA Project Permit No. 2014-33 and was recorded in the Warren County Clerk's Office on August 1, 2014 as Instrument Number 2014-4652.

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 Village of Lake George 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 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 Village of Lake George.

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 substance and form of the Agreement for Payments in Lieu of Taxes, as presented to this meeting and attached hereto, is hereby approved, subject to approval as to content by the Chairman and the Agency's counsel.

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.

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
John Millett, Sr.	1			
James T. Lindsay	1			
Dave O'Brien	1			
John W. Weber				1
John S. Kvocka	1			
TOTALS	6	0	0	3

The foregoing resolution was thereupon declared duly adopted.

Resolution No. 15 - 04
Adopted April 20, 2015

Introduced by James Lindsay
who moved its adoption.
Seconded Lou Tessier

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY BY THE
COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT
AGENCY OF A LEASE AGREEMENT, AGENT AND EQUIPMENT LEASE
AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH THE ICC 4
WEST MAIN LLC/ICC MANAGEMENT & CONSULTING, INC. PROJECT**

(PROJECT NO. 5202-15-02A)

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, to advance the public purposes for which it was created, the Agency, upon application of ICC 4 WEST MAIN, LLC (the “Company”) and ICC MANAGEMENT & CONSULTING, INC. (the “Operator”) has agreed to assist the Company by undertaking a project (the “Project”) consisting of the following: (i) the acquisition of an interest in a certain commercial parcel of land located at 4 West Main Street, Village of Cambridge, Town of White Creek, County of Washington, State of New York (the “Land”); (ii) the re-construction and/or renovation and equipping of an existing 20,000+/- square foot commercial facility and an existing 6,000+/- square foot commercial facility for the operation of a New York State Department of Health licensed Adult Home/Assisted Living Residence (the “Facility”); 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 leasing 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 duly adopted on October 20, 2014 (the “Inducement Resolution”), took official action under the Act toward undertaking the Project; 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 the Equipment, as may be applicable; 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, an agent and equipment lease agreement (the “Agent and Equipment Lease Agreement”) with respect to the Project, along with certain financing documents, will be executed by and between the Operator 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 and the Operator have 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 Village of Cambridge 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 acquisition and installation of the Equipment and the lease of the Equipment to

the Operator (1) 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 (2) 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;

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

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

(G) 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 Washington or the Village of Cambridge; and

(H) The Planning Board adopted a Negative Declaration, dated March 11, 2015, relating to the Project, in which the Planning Board stated that the Project will not have a significant effect on the environment.

The Agency has 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 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 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.

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) enter into the Agent and Equipment Lease Agreement between the Operator and the Agency; and

(C) give the Company and the Operator the authority to name a third party agent to assist in the construction and completion of the Project; and

(D) execute and deliver all other certificates and documents, including but not limited to a mortgage for the 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 AND OPERATOR AS AGENTS. (A) The appointment of the Company and the Operator as agent of the Agency to acquire, construct and install the Facility and acquire Equipment, as may be applicable, 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 substance and form of the Agreement for Payments in Lieu of Taxes, as presented to this meeting and attached hereto, is hereby approved, subject to approval as to content by the Chairman and the Agency's counsel. The Agency acknowledges that the Town of White Creek has not yet approved the Agreement for Payments in Lieu of Taxes or any exemptions from real property taxes, therefore, the Company shall pay one hundred percent of all real property taxes assessed to the real property, until such time as the Town of White Creek may approve an alternative exemption schedule.

SECTION 6. APPROVAL OF COMPANY'S/OPERATOR'S FINANCING DOCUMENTS. The substance and form of the Underlying Lease, the Lease Agreement, the Agreement for Payments in Lieu of Taxes, the Agent and Equipment Lease Agreement 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.

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 or the Operator) 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			
John Millett, Sr.				1
James T. Lindsay	1			
Dave O'Brien	1			
John W. Weber	1			
John S. Kvocka	1			
Matthew Simpson	1			
TOTALS	8	0	0	2

The foregoing resolution was thereupon declared duly adopted.

Resolution No. 15 - 05

Adopted April 20, 2015

Introduced by Bruce Ferguson
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 THE BOATS BY GEORGE, INC. PROJECT**

(PROJECT NO. 5202-14-03A)

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, to advance the public purposes for which it was created, the Agency, upon application of BOATS BY GEORGE, INC. (the “Company”), has agreed to assist the Company by undertaking a project (the “Project”) consisting of the following: (i) the acquisition of an interest in a certain commercial parcel or parcels of land located at 10038 State Route 149, Town of Fort Ann, County of Washington, State of New York (the “Land”); (ii) the construction and equipping of four (4) separate buildings, comprising an aggregate of 38,680 +/- square feet of boat storage and maintenance 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 Agency, by resolution duly adopted on May 19, 2014 (the “Inducement Resolution”), took official action under the Act toward undertaking the Project; 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 Fort Ann Planning Board (the “Planning Board”) acted as lead agency; and

WHEREAS, the Project is located in the Adirondack Park and requires a permit from the Adirondack Park 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 Fort Ann 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 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 Washington or the Town of Fort Ann; and

(G) The Planning Board of the Town of Fort Ann approved the Site Plan Review for the Project on May 19, 2014 and issued a Negative Declaration and stated that the Project will not have a significant effect on the environment, subject to the approval and conditions of the Adirondack Park Agency; and

(H) The Adirondack Park Agency approved a permit for the construction of the Project; said permit was issued on March 2, 2015, as APA Project Permit No. 2014-85 and was recorded in the Washington County Clerk's Office on March 11, 2015 as Instrument Number 2015-00097149.

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 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.

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 substance and form of the Agreement for Payments in Lieu of Taxes, as presented to this meeting and attached hereto, is hereby approved, subject to approval as to content by the Chairman and the Agency's counsel.

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.

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			
John Millett, Sr.				1
James T. Lindsay	1			
Dave O'Brien	1			
John W. Weber	1			
John S. Kvocka	1			
Matthew Simpson	1			
TOTALS	8	0	0	2

The foregoing resolution was thereupon declared duly adopted.

Counties of Warren and Washington Industrial Development Agency

**Resolution No. 15 - 06
Adopted June 15, 2015**

Introduced by Dave O'Brien
who moved its adoption.
Seconded Lou Tessier

**RESOLUTION APPROVING OF AN AMENDED PAYMENT IN LIEU OF TAXES
AGREEMENT IN CONNECTION WITH THE ICC 4 WEST MAIN LLC/ICC
MANAGEMENT & CONSULTING, INC. PROJECT**

(PROJECT NO. 5202-15-02A)

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, to advance the public purposes for which it was created, the Agency, upon application of ICC 4 WEST MAIN, LLC (the "Company") and ICC MANAGEMENT & CONSULTING, INC. (the "Operator") has agreed to assist the Company by undertaking a project (the "Project") consisting of the following: (i) the acquisition of an interest in a certain commercial parcel of land located at 4 West Main Street, Village of Cambridge, Town of White Creek, County of Washington, State of New York (the "Land"); (ii) the re-construction and/or renovation and equipping of an existing 20,000+/- square foot commercial facility and an existing 6,000+/- square foot commercial facility for the operation of a New York State Department of Health licensed Adult Home/Assisted Living Residence (the "Facility"); 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 leasing 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 Company has leased and the Agency has rented the Project Facility pursuant to an underlying lease agreement dated as of May 14, 2015 (the "Underlying Lease Agreement"); and

WHEREAS, the Agency has leased and the Company has rented the Project Facility pursuant to a lease agreement dated as of May 14, 2015 (the "Lease Agreement"); and

WHEREAS, the Agency will hold a leasehold interest to the Land and all improvements thereon until such time as it may convey its leasehold interest to the Project Facility pursuant to the Lease Agreement; and

WHEREAS, under Section 412-a of the Real Property Tax Law of the State and Section 874 of the General Municipal Law of the State, the Agency is exempt from the payment of taxes and assessments on any real property acquired by it or taken under its jurisdiction, supervision or control; and

WHEREAS, by Resolution No. 9-2015, the Town of White Creek approved of the Agreement for Payments in Lieu of Taxes (“PILOT Agreement”) by and between the Company and the Agency for a period of ten (10) years at the terms approved by the Agency; and

WHEREAS, Section 6.3 of the Lease Agreement provides that the Company will make certain payments in lieu of town, county, school district and other governmental taxes and charges; and

WHEREAS, the Agency determines that it is necessary to approve an amended PILOT Agreement, whereby the property will receive certain exemptions pursuant to the Agency’s Uniform Tax Exemption Policy.

NOW, THEREFORE, in partial consideration of the Agency undertaking the Project, the Company and Agency agree as follows:

RESOLVED that the substance and form of the Agreement for Payments in Lieu of Taxes, as presented to this meeting and attached hereto, is hereby approved, subject to approval as to content by the Chairman and the Agency's counsel.

RESOLVED 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:

VOTING:	AYES	NAYS	ABSTAIN	ABSENT
Harold G. Taylor	1			
Bruce A. Ferguson			1	
Joseph P. LaFiura	1			
Louis Tessier	1			
John Millett, Sr.	1			
James T. Lindsay	1			
Dave O'Brien	1			
John W. Weber	1			
John S. Kvocka	1			
Matthew Simpson	1			
TOTALS	9	0	1	0

The foregoing resolution was thereupon declared duly adopted.

Counties of Warren and Washington Industrial Development Agency

**Resolution No. 15-07
Adopted June 15, 2015**

Introduced by Dave O'Brien
who moved its adoption.

Seconded by Joseph LaFiura

**RESOLUTION AUTHORIZING ACCEPTANCE OF A GRANT OF FUNDS FROM THE
COUNTIES OF WARREN AND WASHINGTON CIVIC DEVELOPMENT
CORPORATION**

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 principal place of business at 5 Warren Street, Glens Falls, New York; AND

WHEREAS, The Counties of Warren and Washington Civic Development Corporation (the "Corporation"), was duly incorporated under the laws of the State of New York by Counties of Warren and Washington (the "Counties") in conjunction with the Agency to benefit the economic development initiatives of not-for-profit corporations within the Counties corporate boundaries; and

WHEREAS, the Corporation has offered a grant of Forty Thousand Dollars (\$40,000.00) to the Agency for any of the Agency's duly authorized functions and in furtherance of its corporate purposes pursuant to article 18A of the General Municipal Law of the State of New York, Section 858; and

WHEREAS, it is deemed, by the Agency, to be in the best interests of the Counties and their respective residents to accept a grant in the amount of Forty Thousand Dollars (\$40,000.00) it assist the Agency in its on-going economic development initiatives.

NOW, THEREFORE, BE IT RESOLVED

1. That the Agency does hereby accept the grant of funds from the Corporation in the amount of Forty Thousand Dollars (\$40,000.00) pursuant to the terms of a Grant Agreement between the parties entered into on the 1st day of May, 2012.
2. That said funds, upon receipt thereof, shall be deposited in an account for the benefit of the Agency.
3. 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:

VOTING:	AYES	NAYS	ABSTAIN	ABSENT
Harold G. Taylor	1			
Bruce A. Ferguson	1			
Joseph P. LaFiura	1			
Louis Tessier	1			
John Millett, Sr.	1			
James T. Lindsay	1			
Dave O'Brien	1			
John W. Weber	1			
John S. Kvocka	1			
Matthew Simpson	1			
TOTALS	10	0	0	0

The foregoing resolution was thereupon declared duly adopted.

Counties of Warren & Washington Industrial Development Agency

Resolution No. 15-08

Adopted July 20, 2015

Introduced by Dave O'Brien
who moved its adoption.

Seconded by John Weber

**RESOLUTION TO SCHEDULE A JOINT PUBLIC HEARING RELATING TO
THE PRICE CHOPPER OPERATING CO., INC. AND 354 BROADWAY LLC
PROJECTS**

WHEREAS, 354 Broadway LLC, a limited liability company organized under the laws of the State of New York, having an address for the transaction of business at 170 West 74th Street, New York, New York 10023 (the "Developer") has requested that the Agency provide financial assistance in the form of a mortgage tax exemption, real property tax abatement and sales tax abatements to a construction project (the "Project I") to consist of: (i) the acquisition of an interest in a certain commercial parcel of land located at 354 Broadway in the Town of Fort Edward, County of Washington, State of New York (the "Land"); (ii) the construction and equipping of a 40,315 +/- square foot supermarket located on the Land (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 Developer, 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, Price Chopper Operating Co., Inc., a corporation organized under the laws of the State of New York, having an address for the transaction of business at 461 Nott Street, Schenectady, New York, 12308 (the "Company") has requested that the Agency provide financial assistance in the form of sales tax exemptions to a construction project (the "Project II") to consist of: (i) the construction and equipping of a 40,315 +/- square foot supermarket located at 354 Broadway in the Town of Fort Edward, County of Washington, State of New York (the "Facility"); (ii) the acquisition and installation therein of certain furnishings and fixtures (the "Equipment" and together with the Facility, collectively the "Project Facility") to be used in connection with the contemplated uses; and (iii) the entering into of an agency agreement with 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, Project I and Project II shall be collectively referred to as the "Market 32 Project"; and

WHEREAS, Chapters 356 and 357 of the Laws of 1993 require that prior to granting

financial assistance of more than \$100,000.00 to any project, an IDA must (a) adopt a resolution describing the project and the financial assistance contemplated by the IDA with respect thereto, and (b) hold a public hearing in the city, town or village where the project proposes to locate upon at least ten (10) days published notice and, at the same time, provide notice of such hearing to the Chief Executive Officer of each affected taxing jurisdiction within which the project is located; and

WHEREAS, the Agency is in the process of reviewing and considering the Developer's and Company's Applications requesting the Agency to provide financial assistance for the proposed Market 32 Project, which may include a mortgage tax exemption, real property tax abatements and a sales tax abatement, as may be applicable to the Developer and/or the Company, which shall be consistent with the uniform tax exemption policy of the Agency.

NOW, THEREFORE, BE IT RESOLVED:

1. The Agency hereby schedules a joint public hearing pursuant to Article 18-A of the New York State General Municipal Law (the "Law") to be held by the Agency on Monday, the 17th day of August, 2015, at 10:00 a.m., local time, at the Town Hall in the Town of Fort Edward located at 118 Broadway, Fort Edward, New York, 12828, in connection with the proposed Market 32 Project.

2. The Agency hereby authorizes the publication of a Notice of Public Hearing for the proposed Market 32 Project and in accordance with the Law and the Agency's policies and procedures.

3. This resolution shall take effect immediately.

AYES: 9
NAYS: 0
ABSENT: 1
ABSTAIN: 0

Resolution No. 15 - 09
Adopted August 17, 2015

Introduced by Bruce Ferguson
who moved its adoption.

Seconded by Lou Tessier

**RESOLUTION TAKING PRELIMINARY ACTION TOWARD UNDERTAKING A
CERTAIN PROJECT, AS DEFINED HEREIN, APPOINTING PRICE CHOPPER
OPERATING CO., INC. AND 354 BROADWAY, LLC, AGENTS OF THE
AGENCY FOR THE PURPOSE OF CONSTRUCTING AND EQUIPPING THE
PROJECT FACILITY (AS DEFINED HEREIN) AND AUTHORIZING THE
EXECUTION AND DELIVERY OF AN AGREEMENT BY AND AMONG THE
AGENCY, PRICE CHOPPER OPERATING CO., INC. AND 354 BROADWAY,
LLC**

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, 354 BROADWAY, LLC, (the "Developer"), having a current address at 170 West 74th Street, New York, New York 10023 is a limited liability company created pursuant to the Laws of the State of New York; and

WHEREAS, PRICE CHOPPER OPERATING CO., INC. (the "Company"), having a current address at 461 Nott Street, Schenectady, New York 12308, is a corporation created pursuant to the Laws of the State of New York; and

WHEREAS, the Developer, in conjunction with the Company, has submitted an Application for Assistance ("Application") requesting that the Agency undertake an industrial development project (the "Project I") consisting of (i) the acquisition of an interest in a certain commercial parcel of land located at 354 Broadway in the Town of Fort Edward, County of Washington, State of New York (the "Land"); (ii) the construction and equipping of a 40,315 +/- square foot supermarket located on the Land (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 Developer, 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, in conjunction with the Developer, has submitted an Application for Assistance requesting that the Agency undertake an industrial development project (the "Project II") to consist of: (i) the construction and equipping of a 40,315 +/- square foot supermarket located at 354 Broadway in the Town of Fort Edward, County of Washington, State of New York (the "Facility"); (ii) the acquisition and installation therein of certain furnishings and fixtures (the "Equipment" and together with the Facility, collectively the "Project Facility") to be used in connection with the contemplated uses; and (iii) the entering into of an

agency agreement with 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, Project I and Project II shall be collectively referred to as the “Market 32 Project”; and

WHEREAS, under Article 18-A of the General Municipal Law (the “Act”), the Legislature of the State of New York has granted the Agency the power and authority to undertake the Market 32 Project; and

WHEREAS, the Market 32 Project will require the Agency and the Developer to enter into an agreement whereby the Developer will acquire, by deed or by lease, and construct the Project Facility and the Agency will lease or sell the Project Facility to the Developer with an option to buy; and

WHEREAS, the Market 32 Project will also require the Agency and the Company to enter into an agreement whereby the Company will acquire and install the Project Equipment and the Agency will lease the Project Equipment to the Company; 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 Developer and the Company have submitted to the Agency, and the Agency has reviewed information needed to determine whether or not the Market 32 Project will have a significant impact on the environment; and

WHEREAS, the Developer and the Company have submitted to the Agency, and the Agency has reviewed, information needed to determine whether or not the Market 32 Project will have a significant impact on the environment; and

WHEREAS, the acquisition, construction and installation of the Project Facility has not been commenced, and the Agency has not yet authorized the Market 32 Project; and

WHEREAS, the Agency is required to conduct a public hearing pursuant to Article 18-A of the New York State General Municipal Law (the “Law”) before taking official action relating to the Project; which public hearing took place on August 17, 2015 at 10:00 am in the Town of Fort Edward, New York after due notice was provided and published.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. Findings. The Agency has reviewed the Applications together with the environmental assessment form to determine compliance with the requirements of the Act and based on the representations of the Developer and the Company to the Agency in said Applications and elsewhere, the Agency hereby makes the following findings and determinations

with respect to the Project:

(A) The Market 32 Project is a permitted project under the Act; and

(B) Undertaking the Market 32 Project will advance the Agency's corporate purposes by leading to the creation of job opportunities for the inhabitants of the Counties of Warren and Washington, New York and the State of New York. The Market 32 Project will also promote the health, prosperity, and economic welfare of the inhabitants of the Counties of Warren and Washington and the State of New York and improve their standards of living; and

(C) (i) The Market 32 Project is an "Unlisted Action" under SEQRA for which the Town of Fort Edward Planning Board (the "Planning Board") has acted as lead agency. On or about February 25, 2015 the Planning Board reviewed the Project Site Plan Application submitted on behalf of the Developer and the Company and approved said Site Plans, and issued its Negative Declaration that the Market 32 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 Developer's and Company's Application for Assistance in order to determine whether the Market 32 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 Fort Edward 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

(D) It is in the public interest for the Agency to undertake the Project on behalf of the Developer and the Company; and

(E) The completion of the Market 32 Project will not result in the removal of a commercial, industrial or manufacturing plant of the Developer or Company from one area of the State of New York to another area of the State of New York. Further, the completion of the Market 32 Project will not result in any loss of jobs and all existing jobs will be retained nor will the completion of the Market 32 Project result in the abandonment of one or more plants or facilities of the Developer or the Company, or any other proposed occupant of the Facility located within the State of New York.

SECTION 2. Preliminary Agreement. The proposed preliminary project agreement by and between the Agency, the Developer and the Company (the "Preliminary Agreement"), as presented to this meeting, is hereby approved as to substance and form. The proposed agreement outlines the Agency's, the Developer's and the Company's rights and duties with respect to the undertaking of the Market 32 Project. Subject to such changes as the Chairman of the Agency, upon advice of counsel, may reasonably deem necessary, the Chairman is authorized to execute the Preliminary Agreement, and the Secretary of the Agency is authorized to affix a facsimile of the corporate seal thereto and to attest to the same. Execution and attestation shall be conclusive evidence that the Agency has approved the Preliminary Agreement.

SECTION 3. Description of Project. Subject to the conditions set forth herein and in Section 4.02 of the Preliminary Agreement, the Agency shall:

- (A) acquire an interest in, construct and install the Project Facility; and
- (B) lease or sell the Project Facility to the Developer pursuant to an agreement or agreements whereby the Developer will obligate itself, among other things, to undertake the Market 32 Project on behalf of the Agency; and
- (C) lease the Project Equipment to the Company pursuant to an agreement whereby the Company will obligate itself, among other things, to undertake the Market 32 Project on behalf of the Agency.

SECTION 4. Developer and Company Appointed Agents of Agency.

(A) The Developer and Company are hereby appointed the true and lawful agents of the Agency to:

- (1) construct and install the Project Facility;
- (2) make, execute, acknowledge, and deliver all contracts, orders, receipts, instructions, and writings needed to complete the Market 32 Project; and
- (3) do all other things requisite and proper for the completion of the Market 32 Project.

(B) The Developer and the Company are authorized to proceed with the acquisition, construction and installation of the Project Facility, subject to receiving appropriate municipal approvals needed prior to commencement of construction, and to advance such funds as may be necessary to accomplish these goals.

(C) The Developer and the Company are also authorized to appoint third party agents to undertake the Market 32 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 Market 32 Project. This provision is subject to the Developer and/or the Company entering into an Agent Agreement with the Agency.

SECTION 5. §144 Election. Not Applicable.

SECTION 6. Bond Counsel. Not Applicable.

SECTION 7. Document Preparation. Counsel to the Agency is hereby authorized and directed to cooperate with counsel to the Company, as well as all other necessary parties, in order to prepare the documents needed to undertake the Market 32 Project.

SECTION 8. Payment in Lieu of Tax (PILOT) Agreement. Except as otherwise set forth herein, the Agency's approval is subject to the Developer entering into an enhanced PILOT Agreement with the Agency whereby the Developer agrees to make payments in lieu of taxes in an amount pursuant to the Agency's Uniform Tax Abatement Policy for a term of 15 years, as it may be enhanced, in any given year as if the Developer were the owner of the Project and not the Agency. The following enhanced schedule of payments is approved: 75% tax exemption on

improvements for years 1 through 5; a 50% tax exemption on improvements for years 6 through 10; and a 25% tax exemption on improvements for years 11 through 15. The Agency's approval is also subject to the approval of the Town of Forward, said approval was granted by the Town Board of the Town of Fort Edward on August 17, 2015, and to the Developer agreeing to the terms of the Agency's Recapture Policy.

SECTION 9. Public Inspection. A copy of this resolution and a copy of the Developer's and Company's Applications for Assistance, together with all other application materials not protected under applicable Freedom of Information Laws, shall be placed on file in the office of the Agency. Such documents shall be available for public inspection during normal business hours.

SECTION 10. Distribution of Resolution. The Chairman of the Agency is hereby authorized to distribute copies of this resolution to the Developer and to the Company and all other persons requesting it.

SECTION 11. Public Hearing.

(A) The Agency, after duly published notice, conducted a joint public hearing pursuant to Article 18-A of the New York State General Municipal Law (the "Law") on the 17th day of August, 2015, at 10:00 a.m., local time, at the Town Hall of the Town of Fort Edward located at 118 Broadway, Fort Edward, New York 12828, in connection with the Market 32 Project.

(B) In accordance with Section 859-a of Article 18-A of the General Municipal Law, the financial assistance contemplated hereunder by the Agency is hereby ratified.

SECTION 12. Retail Facility. At least one third of the total project costs for the Market 32 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 Market 32 Project meets (B), herein, since it is considered a highly distressed area since the Project Facility is located in an area that was previously designated as an Empire Zone under Article 18-B of the General Municipal Law.

SECTION 13. Contingency. This resolution is 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.

SECTION 14. Further Action. The Chairman of the Agency is authorized to take such further action as shall be necessary to give effect to and implement this resolution.

SECTION 15. Effective Date. This resolution shall not take effect until the Developer and the Company and the Center jointly deliver to the Agency of a fully executed Preliminary

Agreement, as defined herein, together with a \$25,000.00 security deposit.

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			
John Millett, Sr.				1
James T. Lindsay	1			
Dave O'Brien	1			
John W. Weber	1			
John S. Kvocka				1
Matthew Simpson	1			
TOTALS	7	0	0	3

The foregoing resolution was thereupon declared duly adopted.

Confirmed by:

Kevin Geraghty, Chairman of the
Warren County Board of Supervisors
Date: _____

James Lindsay, Chairman of the
Washington County Board of Supervisors
Date: _____

Counties of Warren & Washington Industrial Development Agency

Resolution No. 15-10

Adopted October 19, 2015

Introduced by Joseph LaFiura
who moved its adoption.

Seconded by John Kvocka

RESOLUTION AUTHORIZING A CONTRIBUTION TOWARDS THE COST OF A SURVEY FOR THE “GALUSHA” RIGHT-OF-WAY

RECITALS

1. The owner of the Galusha property in Phase I of the Airport Industrial Park agreed to, and has constructed, a roadway on a certain right-of-way connecting the Galusha property with Park Road. The roadway has been constructed in accordance with town requirements and the Town of Kingsbury has agreed to accept the right-of-way as a public road upon the receipt of a survey and a title insurance policy.
2. The owner of the Lewis Crane property has agreed to pay for the title insurance and contribute \$1,000.00 towards the cost of a survey, the total cost of which is \$2,200.00.
3. The Agency believes that it would be in the best interests of the Agency to have the “Galusha” right-of-way accepted by the Town of Kingsbury as a public road.

RESOLUTION

IT IS HEREBY RESOLVED, that the Agency agrees to contribute \$1,200.00 towards the cost of the survey of the “Galusha” right-of-way so that it can be accepted by the Town of Kingsbury as a public road.

This Resolution shall take effect immediately.

VOTING:	AYES	NAYS	ABSTAIN	ABSENT
Harold G. Taylor	1			
Bruce A. Ferguson	1			
Joseph P. LaFiura	1			
Louis Tessier	1			
John Millett, Sr.				1
James T. Lindsay	1			
Dave O'Brien	1			
John W. Weber	1			
John S. Kvocka	1			
Matthew Simpson	1			
TOTALS	9	0	0	1

Counties of Warren & Washington Industrial Development Agency

Resolution No. 15-11

Adopted October 19, 2015

Introduced by John Kvočka
who moved its adoption.

Seconded by Bruce Ferguson

**RESOLUTION TO SCHEDULE A PUBLIC HEARING RELATING TO THE TFC
ENTERPRISES, LLC PROJECT**

WHEREAS, TFC Enterprises, LLC, a limited liability company established pursuant to the laws of the State of New York, having an address of PO Box 4212, Queensbury, New York, 12804 (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 construction project (the "Project") to consist of: (i) the acquisition of an interest in a certain commercial parcel or parcels of land located at 91 Glenwood Avenue, Town of Queensbury, County of Warren, State of New York (the "Land"); (ii) the construction and equipping of an existing 32,000+/- square foot commercial facility for the establishment of a recreational facility for children (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, Chapters 356 and 357 of the Laws of 1993 require that prior to granting financial assistance of more than \$100,000.00 to any project, an IDA must (a) adopt a resolution describing the project and the financial assistance contemplated by the IDA with respect thereto, and (b) hold a public hearing in the city, town or village where the project proposes to locate upon at least ten (10) days published notice and, at the same time, provide notice of such hearing to the Chief Executive Officer of each affected taxing jurisdiction within which the project is located; and

WHEREAS, the Agency is in the process of reviewing and considering the Company's Application requesting the Agency to provide financial assistance for the proposed Project, which may include a sales tax abatement during the construction of the Facility, a mortgage tax exemption and a payment in lieu of taxes, all of which shall be consistent with the uniform tax exemption policy of the Agency.

NOW, THEREFORE, BE IT RESOLVED:

1. The Agency hereby schedules a public hearing pursuant to Article 18-A of the

New York State General Municipal Law (the “Law”) to be held by the Agency on Monday, the 16th day of November, 2016, at 10:00 a.m., local time, at the Queensbury Town Office Building, Supervisor’s Conference Room, located at 742 Bay Road, Town of Queensbury, County of Warren, New York, 12804, in connection with the Proposed Project.

2. The Agency hereby authorizes the publication of a Notice of Public Hearing for the Proposed Project and in accordance with the Law and the Agency’s policies and procedures.

3. This resolution shall take effect immediately.

AYES: 9

NAYS: 0

ABSENT: 1

ABSTAIN: 0

Resolution No. 15-12
Adopted November 16, 2015

Introduced by Joseph LaFiura
who moved its adoption.

Seconded by John Kvocka

**RESOLUTION TAKING PRELIMINARY ACTION TOWARD UNDERTAKING A
CERTAIN PROJECT, AS DEFINED HEREIN, APPOINTING TFC ENTERPRISES,
LLC, AGENT OF THE AGENCY FOR THE PURPOSE OF CONSTRUCTING AND
EQUIPPING THE PROJECT FACILITY (AS DEFINED HEREIN) AND
AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BY AND
BETWEEN THE AGENCY AND TFC ENTERPRISES, LLC**

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, TFC Enterprises, LLC (the “Company”), having an address of PO Box 4212, Queensbury, New York 12804, is a limited liability company created pursuant to the Laws of the State of New York; and

WHEREAS, the Company has submitted an Application for Assistance (“Application”) requesting that the Agency undertake an industrial development project (the “Project”) consisting of: (i) the acquisition of an interest in a certain commercial parcel or parcels of land located at 91 Glenwood Avenue, Town of Queensbury, County of Warren, State of New York (the “Land”); (ii) the construction and equipping of an existing 32,000+/- square foot commercial facility for a recreational facility for children (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 Article 18-A of the General Municipal Law (the “Act”), the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project; and

WHEREAS, the Project will require the Agency and the Company to enter into an agreement whereby the Company will acquire, by deed or by lease, and construct the Project Facility and the Agency will lease or sell the Project Facility to the Company with an option to buy; 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). The Agency has not yet made a preliminary determination as to the potential environmental significance of the Project and therefore has not yet determined whether an environmental impact statement is required to be prepared with respect to the Project; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of all requirements of SEQRA that relate to the Project; and

WHEREAS, the acquisition, construction and installation of the Project Facility has not been commenced, and the Agency has not yet authorized the Project; and

WHEREAS, the Agency conducted a public hearing pursuant to Article 18-A of the New York State General Municipal Law (the “Law”) before taking official action relating to the Project.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. Findings. The Agency has reviewed the application together with the environmental assessment form to determine compliance with the requirements of the Act and based on the representations of the Company to the Agency in said application and elsewhere, the Agency hereby makes the following findings and determinations with respect to the Project:

(A) The Project is a permitted project under the Act; and

(B) Undertaking the Project will advance the Agency’s corporate purposes by leading to the creation of job opportunities for the inhabitants of the Counties of Warren and Washington, New York and the State of New York. The Project will also promote the health, prosperity, and economic welfare of the inhabitants of the Counties of Warren and Washington and the State of New York and improve their standards of living; and

(C) The Project is an “Unlisted Action” under SEQRA for which the Town of Queensbury Planning Board (the “Planning Board”) will act as lead agency. A final determination (the “Closing Resolution”) by the members of the Agency to proceed with the Project and to enter into a lease agreement with the Company will follow a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled. The Agency will not make a SEQRA determination until after the Planning Board

review; and

(D) It is in the public interest for the Agency to undertake the Project on behalf of the Company; and

(E) The completion of the Project will not result in the removal of a commercial, industrial or manufacturing plant of the Company from one area of the State of New York to another area of the State of New York, as the Company's lease at its current location will not be renewed. Further, the completion of the Project will not result in any loss of jobs and all existing jobs will be retained nor will the completion of the Project result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Facility located within the State of New York. The relocation of the Company to Warren County is reasonably necessary to maintain the competitive position of the Company in the industry.

SECTION 2. Preliminary Agreement. The proposed preliminary project agreement by and between the Agency and the Company (the "Preliminary Agreement"), as presented to this meeting, is hereby approved as to substance and form. The proposed agreement outlines the Agency's and the Company's rights and duties with respect to the undertaking of the Project. Subject to such changes as the Chairman of the Agency, upon advice of counsel, may reasonably deem necessary, the Chairman is authorized to execute the Preliminary Agreement, and the Secretary of the Agency is authorized to affix a facsimile of the corporate seal thereto and to attest to the same. Execution and attestation shall be conclusive evidence that the Agency has approved the Preliminary Agreement.

SECTION 3. Description of Project.

Subject to the conditions set forth herein and in Section 4.02 of the Preliminary Agreement, the Agency shall:

- (A) acquire an interest in, construct and install the Project Facility; and
- (B) lease or sell the Project Facility to the Company pursuant to an agreement or agreements whereby the Company will obligate itself, among other things, to undertake the Project on behalf of the Agency.

SECTION 4. Company Appointed Agent of Agency.

- (A) The Company is hereby appointed the true and lawful agent of the Agency to:
 - (1) construct and install the Project Facility;
 - (2) make, execute, acknowledge, and deliver all contracts, orders, receipts, instructions, and writings needed to complete the Project; and
 - (3) do all other things requisite and proper for the completion of the Project.
- (B) The Company is authorized to proceed with the acquisition, construction and installation of the Project Facility, subject to receiving appropriate municipal approvals

needed prior to commencement of construction, and to advance such funds as may be necessary to accomplish these goals.

(C) The Company is also authorized 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. This provision is subject to the Company entering into an Agent Agreement with the Agency.

SECTION 5. §144 Election. Not Applicable.

SECTION 6. Bond Counsel. Not Applicable.

SECTION 7. Document Preparation. Counsel to the Agency is hereby authorized and directed to cooperate with counsel to the Company, as well as all other necessary parties, in order to prepare the documents needed to undertake the Project.

SECTION 8. Payment in Lieu of Tax (PILOT) Agreement. The Agency's approval is subject to the Company entering into a PILOT Agreement with the Agency whereby the Company agrees to make payments in lieu of taxes in an amount pursuant to the Agency's Uniform Tax Abatement Policy in any given year as if the Company were the owner of the Project and not the Agency. The Agency's approval is also subject to the Company agreeing to the terms of the Agency's Recapture Policy.

SECTION 9. Public Inspection. A copy of this resolution and a copy of the Company's Application for Assistance, together with all other application materials not protected under applicable Freedom of Information Laws, shall be placed on file in the office of the Agency. Such documents shall be available for public inspection during normal business hours.

SECTION 10. Distribution of Resolution. The Chairman of the Agency is hereby authorized to distribute copies of this resolution to the Company and all other persons requesting it.

SECTION 11. Public Hearing. A public hearing for this Project was duly authorized and held on November 16, 2015 in accordance with the provisions of Article 18-A of the General Municipal Law.

SECTION 12. Further Action. The Chairman of the Agency is authorized to take such further action as shall be necessary to give effect to and implement this resolution.

SECTION 13. Effective Date. This resolution shall not take effect until the Company delivers to the Agency of a fully executed Preliminary Agreement, as defined herein, together with an \$18,685.00 security deposit.

SECTION 14. Contingency. The closing of this Project shall be contingent on the Company obtaining financing from KeyBank.

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			
John Millett, Sr.				1
James T. Lindsay				1
Dave O'Brien	1			
John W. Weber	1			
John S. Kvocka	1			
Matthew Simpson	1			
TOTALS	8	0	0	2

The foregoing resolution was thereupon declared duly adopted.

Resolution No. 15-13
Adopted November 16, 2015

Introduced by Lou Tessier
who moved its adoption.

Seconded by Matt Simpson

**RESOLUTION TO SCHEDULE A PUBLIC HEARING RELATING TO THE
INNOVATIVE CONCEPTS AND CONSULTING, LLC PROJECT**

WHEREAS, Innovative Concepts and Consulting, LLC, a limited liability company established pursuant to the laws of the State of New York, having an address of 25 Computer Drive East, Albany, New York, 12205 (the "Company") has requested that the Agency provide financial assistance in the form of a mortgage tax exemption and sales tax abatements regarding a construction project (the "Project") to consist of: (i) the acquisition of an interest in and refinance of a certain commercial parcel or parcels of land located at 11 S. Union Street, Village of White Creek, Town of Cambridge, County of Washington, State of New York (the "Land"); (ii) the renovation and equipping of an existing 19,625+/- square foot commercial facility for the establishment of a NYS Department of Health Licensed Adult Home/Assisted Living 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, Chapters 356 and 357 of the Laws of 1993 require that prior to granting financial assistance of more than \$100,000.00 to any project, an IDA must (a) adopt a resolution describing the project and the financial assistance contemplated by the IDA with respect thereto, and (b) hold a public hearing in the city, town or village where the project proposes to locate upon at least ten (10) days published notice and, at the same time, provide notice of such hearing to the Chief Executive Officer of each affected taxing jurisdiction within which the project is located; and

WHEREAS, the Agency is in the process of reviewing and considering the Company's Application requesting the Agency to provide financial assistance for the proposed Project, which may include a sales tax abatement during the construction of the Facility, a mortgage tax exemption and a payment in lieu of taxes, all of which shall be consistent with the uniform tax exemption policy of the Agency.

NOW, THEREFORE, BE IT RESOLVED:

1. The Agency hereby schedules a public hearing pursuant to Article 18-A of the New York State General Municipal Law (the "Law") to be held by the Agency on Monday, the

15th day of December, 2016, at the White Creek Town Hall, located at 28 Mountain View Road in the Village of Cambridge, County of Washington, New York, 12816, in connection with the Proposed Project.

2. The Agency hereby authorizes the publication of a Notice of Public Hearing for the Proposed Project and in accordance with the Law and the Agency's policies and procedures.

3. This resolution shall take effect immediately.

AYES:	<u>8</u>
NAYS:	<u>0</u>
ABSENT:	<u>2</u>
ABSTAIN:	<u>0</u>

Resolution No. 15-15
Adopted December 21, 2015

Introduced by Dave O'Brien
who moved its adoption.

Seconded by Matt Simpson

**RESOLUTION APPROVING OF THE CONVEYANCE OF THE "GALUSHA" RIGHT-
OF-WAY TO THE TOWN OF KINGSBURY**

RECITALS

1. The owner of the Galusha property in Phase I of the Airport Industrial Park agreed to, and has constructed, a roadway on a certain right-of-way connecting the Galusha property with Park Road. The roadway has been constructed in accordance with town requirements and the Town of Kingsbury has agreed to accept the right-of-way as a public road upon the receipt of a survey and a title insurance policy.

2. The Agency has previously approved of the expenditure of \$1,200.00 towards the cost of a survey of the "Galusha" right-of-way.

3. The survey of said right-of-way has been prepared by Van Dusen & Steves Land Surveyors and a title insurance commitment has been generated.

Now, therefore, the Agency hereby approves of the conveyance of the "Galusha" right-of-way, being a portion of tax map parcel number 137-2, located in the Town of Kingsbury, County of Washington, State of New York to the Town of Kingsbury.

The Agency further authorizes the Chairman to execute any and all documents necessary to convey said property, including but not limited to the deed.

This Resolution shall take effect immediately.

AYES: 6
NAYES: 0
ABSENT: 4
ABSTAIN: 0