

Counties of Warren and Washington Industrial Development Agency

Resolution # 18-01

Adopted: January 16, 2018

Introduced by Mr. Simpson
who moved its adoption.

Seconded by Mr. Leggett

**RESOLUTION AUTHORIZING THE EXECUTION OF A SUPPLEMENTAL
AGREEMENT OF ADJUSTMENT AND RELEASE OF OWNER WITH THE NYS
DEPARTMENT OF TRANSPORTATION AND THE APPROVAL OF PAYMENT TO
H.F. PARK PROPERTY, LLC**

WHEREAS, the NYS Department of Transportation has previously appropriated certain property located at 124-130 Main Street, 132-134 Main Street and 136-140 Main Street in the Village of Hudson Falls, Town of Kingsbury, County of Washington, and State of New York, having the following respective Tax Map Numbers: 154.14-1-22, 154.14-1-23 and 154.14-1-24 for use a sidewalk; and

WHEREAS, at the time of the original appropriation H.F. Park Property, LLC was the record owner of said properties and executed an Assignment of Claim and Release dated October 18, 2012 agreeing to relinquish its interest in exchange for the payment of Two Hundred Dollars (\$200.00) from NYS for a period expiring July 29, 2014; and

WHEREAS, said appropriation lasted beyond the July 29, 2014 dates; and

WHEREAS, on July 26, 2012, the Counties of Warren and Washington Industrial Development Agency (the "Agency") received title to the aforementioned properties and immediately leased same to H.F. Park Property, LLC, all pursuant to General Municipal Law; and

WHEREAS, NYS Department of Transportation has advised that it must compensate the record owner of the properties for the appropriation for the period of time commencing July 30, 2014 and ending March 18, 2016 in an additional amount of Three Hundred Dollars (\$300.00); and

WHEREAS, since H.F. Park Property, LLC has continued to the lease the properties from the Agency for the time period at issue, the Agency has determined that the Three Hundred Dollars (\$300.00) received by NYS Department of Transportation shall be paid to H.F. Park Property, LLC upon receipt.

NOW, THEREFORE BE IT RESOLVED THAT:

1. The Agency hereby approves of the Supplemental Agreement of Adjustment and Release of Owner for the real properties known as 124-130 Main Street, 132-134 Main Street and 136-140 Main Street in the Village of Hudson Falls, Town of Kingsbury, County of Washington, and State of New York, having the following respective Tax Map Numbers: 154.14-1-22, 154.14-1-23 and 154.14-1-24 as presented at this meeting.
2. The Agency hereby accepts the payment of Three Hundred Dollars (\$300.00) from the NYS Department of Transportation and authorizes the payment of same, upon receipt, to H.F. Park Property, LLC.
3. The Chairman is authorized to execute any and all documents necessary to effectuate the terms and provisions of this Resolution, including, but not limited the Supplemental Agreement of Adjustment and release of Owner.

This Resolution will take effect immediately

| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|-------------------|-------------|-------------|----------------|---------------|
| Harold G. Taylor | x | | | |
| Bruce A. Ferguson | x | | | |
| Joseph P. LaFiura | | | | x |
| Matthew Simpson | x | | | |
| Louis Tessier | x | | | |
| Dave O'Brien | x | | | |
| Richard F. Moore | x | | | |
| Craig Leggett | x | | | |
| John W. Weber | | | | x |
| | | | | |
| TOTALS | 7 | | | 2 |

Resolution No. 18-02
Adopted February 26, 2018

Introduced by Joe LaFiura
who moved its adoption.

Seconded by Bruce Ferguson

**RESOLUTION APPROVING DEED OF CONVEYANCE AND BILL OF SALE FROM
THE AGENCY TO BBL TRIBUNE, LLC AND AUTHORIZING EXECUTION AND
DELIVERY OF THE SAME**

WHEREAS, the Counties of Warren and Washington Industrial Development Agency (the "Agency") is a body corporate and politic duly organized and existing under 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, BBL Tribune, LLC (the "Company") is a New York limited liability company with corporate offices located at 40 Media Drive and 87 Luzerne Road in the Town of Queensbury, New York, 12804 and having tax map parcel numbers 309.10-1-82.1, 309.10-1-84.1 and 309.10-1-33.12; and

WHEREAS, the Agency and the Company entered into a Lease Agreement and a Payment in Lieu of Tax Agreement ("PILOT") and related documents all dated as of February 21, 2008 in regard to a certain project (the "Project"), as more particularly defined therein; and

WHEREAS, pursuant to their terms the Lease Agreement and PILOT have terminated and in accordance with Sections 5.2 and 11.2 of the Lease Agreement, the Agency shall convey all of its right, title and interest in the land and the facility, as defined therein, to the Company; and

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

NOW, THEREFORE, BE IT RESOLVED

1. That the Agency does hereby approve of the termination of the Lease Agreement dated as of February 21, 2008 pursuant to Sections 5.2 and 11.2 of the Lease Agreement and the simultaneous termination of the PILOT Agreement.

2. That the Agency does hereby approve the conveyance of the real property known as 40 Media Drive and 87 Luzerne Road in the Town of Queensbury, County of Warren, State of New York and referred to as tax map parcel numbers 309.10-1-82.1, 309.10-1-84.1 and 309.10-1-33.12 and the conveyance of the assets held in the name of the Agency to the Company.

3. That the Company shall be responsible for any expenses relating to the preparation of the conveyance documents, including legal fees and County recording fees.

4. That the Agency does hereby authorize the Chairman of the Agency, or in the absence of the Chairman, the Vice Chairman, upon advise and consent of Agency Counsel, to execute and deliver on behalf of the Agency, the Deed, the Bill of Sale to the Company, and any other documents necessary to consummate the transaction.

5. That the Agency hereby directs legal counsel to notify the taxing jurisdictions of the conveyance of the above-referenced real property pursuant to the provisions of Real Property Tax Law section 520.

6. This Resolution shall take effect immediately.

| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|-------------------|-------------|-------------|----------------|---------------|
| Matt Simpson | 1 | | | |
| Dave O'Brien | 1 | | | |
| Joe LaFiura | 1 | | | |
| Craig Leggett | 1 | | | |
| Bruce Ferguson | 1 | | | |
| Richard Moore | | | | 1 |
| Louis Tessier | 1 | | | |
| Ginny Sullivan | 1 | | | |
| Harold Bud Taylor | 1 | | | |
| | | | | |
| TOTALS | 8 | 0 | 0 | 1 |

The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 26th day of February, 2018.

In witness whereof I have hereto set my hand affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 26th day of February, 2018.



Tami Blondo
Counties of Warren and Washington
Industrial Development Agency

[SEAL]

Resolution No. 18-03
Adopted February 26, 2018

Introduced by Joe LaFiura
who moved its adoption.

Seconded by Craig Leggett

**RESOLUTION TAKING ACTION INCREASING AUTHORIZATION FOR SALES TAX
EXEMPTION TO THE AVIATION HOSPITALITY, LLC, AS AGENT OF THE
AGENCY FOR THE PURPOSE OF CONSTRUCTING AND EQUIPPING THE
PROJECT FACILITY (AS DEFINED HEREIN)**

WHEREAS, Aviation Hospitality, LLC (the "Company"), having an address of 906 State Route 9, Queensbury, New York, is a limited liability company created pursuant to the Laws of the State of New York, and

WHEREAS, the Agency, on behalf of the Company, has undertaken an industrial development project (the "Project") consisting of (i) the acquisition of an interest in a certain commercial parcel or parcels of land located at 524 Aviation Road, Town of Queensbury, County of Warren, State of New York (the "Land"); (ii) the construction and equipping of a 15,665+/- square foot 92 room hotel (the "Facility"); (iii) the acquisition and installation therein of certain furnishings and fixtures (the "Equipment" together with the Land and the Facility, collectively the "Project Facility") to be used in connection with the contemplated uses; and (iv) the lease of the Project Facility to the Company, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, under the "Act", the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project;

WHEREAS, by Resolution No. 17-07, dated July 26, 2017, the Agency named the Company agent for the Agency to undertake and develop the Project; and issued an IDA Appointment of Project Operator or Agent (ST60) and its Letter of Authorization for Sales Tax Exemption to the Company (the "Exemption Letter"); and

WHEREAS said IDA Appointment of Project Operator or Agent ST60 and Exemption Letter authorize the estimated value of goods and services that will be exempt from NYS and local sales and use tax at \$3,7557, 136.00 and the estimated value of NYS and local sales and use tax exemption provided at \$263,000.00; and

WHEREAS, the Company has requested that the Agency increase its authorization for sales tax exemption as follows: estimated value of goods and services that will be exempt from

NYS and local sales and use tax at \$5,714,285.00 and estimated value of NYS and local sales and use tax exemption provided at \$400,000.00; and

WHEREAS, the Company advises that the increase is due to purchases of fixtures and furnishings that were inadvertently not included in the original sales tax estimate; and

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

NOW, THEREFORE, BE IT RESOLVED:

1. That the Agency hereby authorizes the increase of the sales tax exemption for Aviation Hospitality, LLC and all duly appointed third party agents as follows: estimated value of goods and services that will be exempt from NYS and local sales and use tax at \$5,714,285.00 and estimated value of NYS and local sales and use tax exemption provided at \$400,000.00; and

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

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

4. 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:

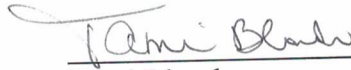
| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|-------------------|----------|----------|----------|----------|
| Matt Simpson | 1 | | | |
| Dave O'Brien | 1 | | | |
| Joe LaFiura | 1 | | | |
| Craig Leggett | 1 | | | |
| Bruce Ferguson | 1 | | | |
| Richard Moore | | | | 1 |
| Louis Tessier | 1 | | | |
| Ginny Sullivan | 1 | | | |
| Harold Bud Taylor | 1 | | | |
| | | | | |
| TOTALS | 8 | 0 | 0 | 1 |

The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 26th day of February, 2018.

In witness whereof I have hereto set my hand affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 26th day of February, 2018.



Tami Blondo
Counties of Warren and Washington
Industrial Development Agency

[SEAL]

Resolution No. 18-04_
Adopted February 26, 2018

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

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

(PROJECT NO. 5202-17-02)

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 Ray Terminals, LLC (the "Company") has agreed to assist the Company by undertaking a project (the "Project") consisting of the following: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 39 Golf Course Road in the Town of Hampton, New York (the "Land", being more particularly described as tax parcel number 45.00-1-33); (ii) the planning, design, construction, operation and maintenance by the Company of a wholesale propane gas storage and distribution facility, including an approximately 2,400 square foot office and storage building, 4 60,000 gallon liquid propane storage tanks (with room for 2 additional 60,000 gallon tanks) and related piping, pumps, compressors and coupling improvements, along with related site, roadway, parking, access, curbage, rail siding and onsite and offsite utility improvements that will include approximately 7,500 feet of above and below-ground 3 phase electric service line and poles, along with related electrical transformer (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land and the Improvements, the "Facility"); and (iv) and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"), all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, the Agency, by resolution duly adopted on June 19, 2017 (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 Hampton Planning Board (the "Planning Board") acted as lead agency; and

WHEREAS, the Project is an "Unlisted Action" under SEQRA and on or about March 22, 2016, the Planning Board reviewed the Project Site Plan Application submitted on behalf of the Company and approved said Site Plan, and issued its Negative Declaration that the Project will not have a significant impact on the environment; and, on June 21, 2016, the Agency thoroughly reviewed the environmental assessment form, negative declaration and related supporting information presented to the Agency within the Company's Application for Assistance in order to determine whether the Project might have any potential significant adverse impacts upon the environment. After conducting this review, the Agency determined that the acquisition, construction and equipping of the Project Facility are consistent with social, economic and other essential considerations and will not result in any significant adverse impacts on the environment. The Agency thereafter, on June 19, 2017, ratified the findings and Negative Declaration of the Town of Hampton Planning Board and thereby satisfied the requirements of Part 617 of Title 6 of the New York Code of Rules and Regulations.

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 Hampton 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 Hampton.

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 is further defined and verified in an Agent Agreement entered into between the Agency and the Company effective June 26, 2017.

SECTION 5. APPROVAL OF AGREEMENT FOR PAYMENTS IN LIEU OF TAXES. The Agreement for Payments in Lieu of Taxes (the "PILOT Agreement"), is hereby approved, subject to approval as to content by the Chairman and the Agency's counsel and shall be in compliance and in accordance the Agency's Uniform Tax Exemption Policy. The PILOT Agreement shall be for a term of ten (10) years. The PILOT payment schedule shall be as follows: Years 1-5: base assessed value plus 0.00% of the increased assessed valuation attributable to improvements made to the Project Facility and Years 6-10: base assessed value plus 50.0% of increased assessed valuation attributable to improvements made to the Project Facility.

SECTION 6. APPROVAL OF COMPANY'S CLOSING DOCUMENTS. The substance and form of the Underlying Lease, the Lease Agreement, the Agreement for Payments in Lieu of Taxes, the Project Agreement, the 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. APPROVAL OF COMPANY'S FINANCING DOCUMENTS. The Chairman or Vice Chairman of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs.

SECTION 8. 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 9. 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 10. FILING OF DOCUMENTS. Originals of all Closing Documents for the Project shall be filed and maintained in the office of the Agency.

SECTION 11. 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 12. 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 |
|-------------------|----------|----------|----------|----------|
| Matt Simpson | 1 | | | |
| Dave O'Brien | 1 | | | |
| Joe LaFiura | 1 | | | |
| Craig Leggett | 1 | | | |
| Bruce Ferguson | 1 | | | |
| Richard Moore | | | | 1 |
| Louis Tessier | 1 | | | |
| Ginny Sullivan | 1 | | | |
| Harold Bud Taylor | 1 | | | |
| | | | | |
| TOTALS | 8 | 0 | 0 | 1 |

The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 26th day of February, 2018.

In witness whereof I have hereto set my hand affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 26th day of February, 2018.



Tami Blondo
Counties of Warren and Washington
Industrial Development Agency

[SEAL]

Counties of Warren and Washington Industrial Development Agency

Resolution # 18-05

Adopted: April 23, 2018

Introduced by Mr. O'Brien
who moved its adoption.

Seconded by Mr. Ferguson

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF ANY AND ALL AGREEMENTS, CERTIFICATES, DOCUMENTS AND INSTRUMENTS NECESSARY TO APPLY TO THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION ("NYSDOT") FOR PASSENGER AND FREIGHT RAIL ASSISTANCE PROGRAM ("PFRAP") GRANT FUNDS

WHEREAS, the Counties of Warren and Washington Industrial Development Agency (the "Agency") is a body corporate and politic duly organized and existing under Sections 856 and 890-c of the General Municipal Law ("GML") of the State of New York (the "State"), with its principal place of business at 5 Warren Street, Glens Falls, New York; and

WHEREAS, Ray Terminals, LLC (the "Company"), having an address of 2794 7th Avenue, Troy, New York 12180, is a limited liability company created pursuant to the Laws of the State of New York; and

WHEREAS, on February 26, 2018, the Company entered into a Lease Agreement with the Agency for the purpose of undertaking a project for the benefit of the Company consisting of the following: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 39 Golf Course Road in the Town of Hampton, New York (the "Land", being more particularly described as tax parcel number 45.00-1-33); (ii) the planning, design, construction, operation and maintenance by the Company of a wholesale propane gas storage and distribution facility, including an approximately 2,400 square foot office and storage building, 4 60,000 gallon liquid propane storage tanks (with room for 2 additional 60,000 gallon tanks) and related piping, pumps, compressors and coupling improvements, along with related site, roadway, parking, access, curbage, rail siding and onsite and offsite utility improvements that will include approximately 7,500 feet of above and below-ground 3 phase electric service line and poles, along with related electrical transformer (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land and the Improvements, the "Facility"); and (iv) and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"), all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, the Company has requested that the Agency provide assistance in the form of applying for a PFRAP Grant through the NYSDOT which will assist the Company in preparing for a contemplated second phase of capital improvements at its facility located at 39 Golf Course Road in the Town of Hampton, New York which is anticipated to include capital improvements including gas offtake towers and rail car moving equipment; and

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

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

NOW, THEREFORE BE IT RESOLVED THAT:

1. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver any and all related agreements, certificates, documents and instruments necessary to make application for NYSDOT PFRAP grants in the form approved by Counsel to the Agency.
2. The Chairman of the Agency is hereby authorized to do all acts and things required as may be necessary to effect the purposes of this resolution.
3. This resolution shall take effect immediately.
4. The question of the adoption of the foregoing resolution was duly put to a vote by roll call, which resulted as follows:

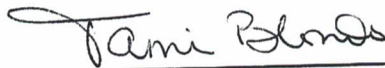
| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|----------------|------|------|---------|--------|
| Matt Simpson | 1 | | | |
| Dave O'Brien | 1 | | | |
| Joe LaFiura | 1 | | | |
| Craig Leggett | 1 | | | |
| Bruce Ferguson | 1 | | | |
| Richard Moore | 1 | | | |
| Louis Tessier | | | | 1 |
| Ginny Sullivan | 1 | | | |
| TOTALS | 7 | 0 | 0 | 1 |

5. The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 23rd day of April, 2018.

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



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

[SEAL]

Resolution No. 18-06
Adopted May 21, 2018

Introduced by Bruce Ferguson
Who moved its adoption.

Seconded by Dave O'Brien

**RESOLUTION ACCEPTING AN APPLICATION FOR FINANCIAL ASSISTANCE
SUBMITTED BY FIRETEK SPRINKLER SYSTEMS, LLC (THE "COMPANY")
RELATING TO A CERTAIN PROJECT; AUTHORIZING A PUBLIC HEARING WITH
RESPECT TO THE PROJECT; AND DESCRIBING THE FINANCIAL ASSISTANCE
BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO THE PROJECT**

WHEREAS, Firetek Sprinkler Systems, LLC, a limited liability company established pursuant to the laws of the State of New York, having an address of 808 7th Street, Watervliet, New York 12189 (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 project (the "Project") to consist of: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 75 Carey Road in the Town of Queensbury, County of Warren, New York (the "Land", being more particularly described as tax parcel number 308.20-1-3.3); (ii) the planning, design, construction, operation and maintenance by the Company of an approximately 12,000+/- square foot facility of which approximately 3,000+/- square feet will be used by the Company for the fabrication of sprinkler systems and office operations and the remaining 9,000+/- square feet will be used as available lease space for other eligible projects (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land and the Improvements, the "Facility"); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"), all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, 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 Agency must (i) adopt a resolution describing the project and the financial assistance contemplated by the Agency with respect thereto, and (ii) 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

(collectively the "Financial Assistance" in the form of (i) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in and incorporated into the Facility or used in the acquisition, construction or equipping of the Facility; (ii) mortgage recording tax exemptions relating to financings undertaken by the Company in furtherance of the Project and (iii) a partial real property tax abatement through a payment in lieu of tax agreement (the "PILOT Agreement"), pursuant to which the Company would make payments in lieu of real property taxes to each affected tax jurisdiction (the "Affected Tax Jurisdictions"), all of which shall be consistent with the uniform tax exemption policy of the Agency; and

WHEREAS, the Agency desires to (i) accept the Application; (ii) authorize the scheduling and conduct of a public hearing; and (iii) negotiate, but not enter into an Agent Agreement and Project Agreement, pursuant to which the Agency will designate the Company as its agent for the purpose of acquiring, constructing and equipping the Project, and Lease Agreement, a Leaseback Agreement and related Payment in lieu of Tax Agreement with the Company.

NOW, THEREFORE, BE IT RESOLVED:

1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

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

(b) The Agency has the authority to take the actions contemplated herein under the Act; and

(c) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Warren and Washington Counties, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(d) The Project will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

2. The proposed financial assistance being contemplated by the Agency includes (i) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included within the Project or used in the acquisition, construction or equipping of the Project; (ii) mortgage recording tax exemption(s) relating to financings undertaken by the Company in furtherance of the Project, and (iii) a partial real property tax abatement through a PILOT Agreement, pursuant to which the Company would make payments in lieu of real property taxes to the Affected Tax Jurisdictions.

3. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to cause the issuance of public hearing notices, hold a public hearing in compliance with the Act and negotiate (but not execute or deliver) the terms of (A) the Agent Agreement and Project Agreement, whereby the Agency appoints the Company as its agent to undertake the Project, (B) a Lease Agreement whereby the Company leases the Project to the Agency, (C) a related Leaseback Agreement conveying the Project back to the Company, (D) a PILOT Agreement, whereby the Company agrees to make certain payments-in-lieu-of real property taxes and (E) related documents; provided (i) the rental payments under the Agent Agreement and Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

4. The Agency hereby schedules a public hearing pursuant to Article 18-A of the New York State General Municipal Law to be held by the Agency on Monday, the 18th day of June, 2018, 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 Project. The Agency hereby authorizes the publication of a Notice of Public Hearing for the Project and in accordance with the Act and the Agency's policies and procedures.

5. This resolution shall take effect immediately.

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

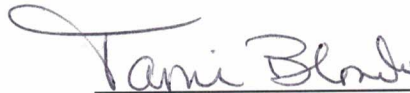
| | |
|-------------------|--------|
| Matthew Simpson | Yes |
| Dave O'Brien | Yes |
| Joseph LaFiura | Absent |
| Craig Leggett | Yes |
| Louis Tessier | Yes |
| Virginia Sullivan | Yes |
| Bruce Ferguson | Yes |
| Richard Moore | Absent |

The foregoing Resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 21st day of May, 2018.

In witness whereof, I have hereunto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 21st day of May, 2018.

A handwritten signature in purple ink that reads "Tami Blondo". The signature is written in a cursive style with a large, looping initial "T".

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

[SEAL]

Counties of Warren and Washington Industrial Development Agency

Resolution # 18-07

Adopted: June 18, 2018

Introduced by Dave O'Brien
who moved its adoption.

Seconded by Nick Caimano

**RESOLUTION FINDING SOLAR ENERGY GENERATION POLICIES AS MATTERS
OF LOCAL CONCERN BETTER ADDRESSED BY MUNICIPALITIES IN WARREN
AND WASHINGTON COUNTIES**

WHEREAS, Solar energy generation projects are expanding across the State of New York; and

WHEREAS, Pursuant to Real Property Law Section 487, real property which contains a solar energy facility is exempt from taxation for 15 years to the extent of any increase in assessed value due to the implementation of the system except municipalities may opt out of such exemption by implementation of a local law; and

WHEREAS, a uniform policy addressing the taxable status of Solar Energy projects across Warren and Washington Counties would in the opinion of the Agency, unnecessarily intrude on the right of municipalities to address their own needs when faced with the prospect of a solar energy project within their respective jurisdictions.

NOW, THEREFORE BE IT RESOLVED THAT:

1. The Agency hereby finds that Solar Energy projects are best addressed at the local level.
2. Any application to the Agency for a Solar Energy project shall be referred to the town, village or city in which the project is to be located for its consideration.
3. This policy shall be added to the tax abatement policy adopted by the Agency and set forth in its policies and procedures manual.

This Resolution shall take effect immediately.

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

| | |
|-----------------|-----|
| Matthew Simpson | Yes |
| Dave O'Brien | Yes |
| Joseph LaFiura | Yes |
| Craig Leggett | Yes |
| Bruce Ferguson | Yes |

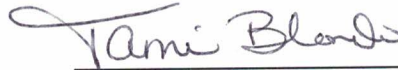
| | |
|-------------------|-----|
| Louis Tessier | Yes |
| Richie Moore | Yes |
| Virginia Sullivan | Yes |
| Nick Caimano | Yes |

The foregoing Resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 18th day of June, 2018.

In witness whereof, I have hereunto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 18th day of June, 2018.



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

[SEAL]

Resolution No. 18-08
Adopted June 18, 2018

Introduced by Joseph LaFiura
who moved its adoption.

Seconded by Bruce Ferguson

**RESOLUTION APPROVING A CERTAIN PROJECT, AS DEFINED HEREIN,
APPOINTING FIRETEK SPRINKLER SYSTEMS, 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 CLOSING DOCUMENTS BY AND BETWEEN THE AGENCY AND
FIRETEK SPRINKLER SYSTEMS, LLC**

(PROJECT NO. 5202-16-FSS)

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, Firetek Sprinkler Systems, LLC, a limited liability company established pursuant to the laws of the State of New York, having an address of 808 7th Street, Watervliet, New York 12189 (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 project (the “Project”) to consist of: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 75 Carey Road in the Town of Queensbury, County of Warren, New York (the “Land”, being more particularly described as tax parcel number 308.20-1-3.3); (ii) the planning, design, construction, operation and maintenance by the Company of an approximately 12,000+/- square foot facility of which approximately 3,000+/- square feet will be used by the Company for the fabrication of sprinkler systems and office operations and the remaining 9,000+/- square feet will be used as available lease space for other eligible projects (collectively, the “Improvements”); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the “Equipment” and, collectively with, the Land and the Improvements, the “Facility”); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the “Straight Lease Transaction”), all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the “Act”), as amended; and

WHEREAS, the 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); 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 Project is an "Action" under SEQR Act for which the Town of Queensbury Planning Board (the "Planning Board") acted as lead agency; and

WHEREAS, the Project is an "Unlisted Action" under SEQRA and on January 16, 2018, the Planning Board reviewed the Project Site Plan Application submitted on behalf of the Company and approved said Site Plan, and issued its Negative Declaration that the Project will not have a significant impact on the environment; and

WHEREAS, the Agency conducted a public hearing on June 18, 2018 pursuant to Article 18-A of the Act before taking official action relating to the Project; and

WHEREAS, the Company will agree 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.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. Findings. The Agency has reviewed the application 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 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 (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; and (iii) will lead to the creation of at least six (6) full time equivalent job opportunities within the next two (2) years for the inhabitants of the Counties of Warren and Washington and in the State of New York;

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

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

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

(G) (i) The Project is an "Unlisted Action" under SEQRA for which the Town of Queensbury Planning Board (the "Planning Board") has acted as lead agency. On or about January 16, 2018, the Planning Board reviewed the Project Site Plan Application submitted on behalf of the Company and approved said Site Plans, and issued its Negative Declaration that the Project will not have a significant impact on the environment; and (ii) the Agency has thoroughly reviewed the environmental assessment form, negative declaration and related supporting information presented to the Agency within the Company's Application for Assistance in order to determine whether the Project might have any potential significant adverse impacts upon the environment. After conducting this review, the Agency has determined that the acquisition, construction and equipping of the Project Facility are consistent with social, economic and other essential considerations and will not result in any significant adverse impacts on the environment. The Agency hereby ratifies the findings and Negative Declaration of the Town of Queensbury Planning Board. In doing so, the Agency satisfies the requirements of Part 617 of Title 6 of the New York Code of Rules and Regulations and no further SEQRA review is required for the Project;

(H) 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; and

(I) Intentionally left blank

(J) The Agency further determines that the Project consists of a private investment estimated at \$1,022,000.00; and

(K) The Agency hereby finds that the for this Project the private investment, as more specifically described in subsection (J) herein, and the creation of jobs, as more specifically described in subsection (C) herein, shall be considered Material Terms for the purposes of monitoring in accordance with the policies and procedures of the Agency.

SECTION 2. Description of Project.

Subject to the conditions set forth herein and in Lease Agreement to be entered into with the Agency, 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 3. 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 any and all appropriate municipal approvals needed prior to commencement of construction, and to advance such funds as may be necessary to accomplish these goals. The Company shall complete the Project Facility within eighteen (18) months from the commencement thereof. The failure of the Company to complete the project within eighteen (18) months shall be considered a "significant change in the use of the facility" as set forth in the Agency's Recapture of Benefits Policy, as amended from time to

time.

(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.

(D) The Agency hereby approves of the execution of an Agent Agreement authorizing exemptions from the sales and use taxes for purchases and rentals related to the undertaking of the project in an amount not to exceed forty thousand six hundred dollars (\$40,600.00), based on eligible project costs of five hundred and eighty thousand dollars (\$580,000.00), which exemption will expire on December 31, 2019.

SECTION 4. §144 Election. Not Applicable.

SECTION 5. Insurance. The Company shall deliver to the Agency a certificate of insurance, complying with the requirements as required by the Agency, and indicating that:

(a) The Company maintains insurance with respect to the Facility providing the coverage against the risks and for such amounts as are customarily insured against by businesses of like size and type, paying, as the same become due and payable, all premiums with respect thereto, and mandated by the Agency, including, but not necessarily limited to the following:

(i) Insurance protecting the interests of the Company and the Agency against loss or damage to the Project Facility by fire, lightning and other casualties normally insured against with a uniform standard extended coverage endorsement, such insurance at all times to be in an amount not less than the total cash replacement value of the Project Facility, as determined by a recognized appraiser or insurer selected by the Company; provided, however, that the Company may, insure all or a portion of the Project Facility under a blanket insurance policy or policies covering not only the Project Facility or portions thereof but other property. The parties agree that for purposes of this Project the Company will be responsible for providing builders risk insurance.

(ii) Workers' compensation insurance, disability benefits insurance, and each other form of insurance which the Company is required by law to provide, covering loss resulting from injury, sickness, disability or death of employees of the Company who are located at or assigned to the Project Facility and for all contractors and subcontracts.

(iii) Insurance protecting the Company and the Agency against loss or losses from liabilities imposed by law or assumed in any written contract and arising from personal injury and death or damage to the Property of others caused

by any accident or occurrence, with a single combined limit of not less than \$2,000,000.00 per accident or occurrence on account of personal injury, including death resulting therefrom, and damage to the Property of others, excluding liability imposed upon the Company by any applicable workers' compensation law; and a blanket excess liability policy in the amount not less than \$5,000,000.00 protecting the Company and the Agency against any loss or liability or damage for personal injury, death or Property damage.

(iv) If applicable and if it is determined that the Project Facility is located within an area identified by the Secretary of Housing and Urban Development as having special flood hazards, insurance against loss by floods in an amount not less than \$1,000,000.00 or to the maximum limit of coverage made available, whichever is less.

(v) Other insurance coverage required by any Governmental Authority in connection with any Requirement.

(b) all policies evidencing such insurance,

(i) name the Company and the Agency as insureds, as their interests may appear, and

(ii) provide for at least thirty (30) days' written notice to the Agency prior to cancellation, lapse, reduction in policy limits or material change in coverage thereof.

SECTION 6. 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 7. 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 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 8. Administrative and Legal Fees. The Company will pay all costs incurred by the Agency, including but not limited to attorney's fees, which arise out of Company's application for Financial Assistance, whether or not such assistance is ultimately issued. Agency's attorney's fees will be calculated at a time rate of \$275.00 per hour for attorney's time and \$105.00 per hour for senior legal assistant's time, plus disbursements. Upon closing of all of the Project documents, the Company will pay to the Agency an administrative fee (the "Administrative Fee") of \$7,665.00 based upon an estimated Project cost of \$1,022,000.00

pursuant to the schedule set forth below and contained within the Company's Application for Financial Assistance:

| | |
|--------------------------------------|----------------------|
| First \$10 Million of Project Costs: | $\frac{3}{4}$ of 1% |
| Next \$10 Million of Project Costs: | $\frac{1}{2}$ of 1% |
| Next \$10 Million of Project Costs: | $\frac{1}{4}$ of 1 % |
| Above \$30 Million of Project Costs: | $\frac{1}{8}$ of 1%. |

Following the completion of the Project Facility, the Company shall confirm, in writing, the actual Project cost. In the event that the total Project cost exceeds the estimate provided herein, the Agency may require the payment of the difference that would otherwise be due pursuant to the above-schedule.

The Company shall deliver a \$10,000 security deposit to the Agency prior to but no later than the execution of the Agent Agreement.

SECTION 9. 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, Agent Agreement and accompanying NYS forms, financing documents, 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 10. Authorized Representatives. (A) The Chairman or the Chief Executive Officer is hereby authorized to execute and deliver the Closing Documents. If required, the signature of the Chairman or Chief Executive Officer 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 Chief Executive Officer 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 11. Further Assistance. 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. 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 12. Filing of Documents. Originals of all Closing Documents for the Project shall be filed and maintained in the office of the Agency.

SECTION 13. 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 14. Effective Date. This resolution shall take effect immediately, once in a final format.

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


| | |
|-------------------|-----|
| Matthew Simpson | Yes |
| Dave O'Brien | Yes |
| Joseph LaFiura | Yes |
| Craig Leggett | Yes |
| Bruce Ferguson | Yes |
| Louis Tessier | Yes |
| Richie Moore | Yes |
| Virginia Sullivan | Yes |
| Nicholas Caimano | Yes |

The foregoing Resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 18th day of June, 2018.

In witness whereof, I have hereunto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 18th day of June, 2018.



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

[SEAL]

Resolution No. 18-09
Adopted June 18, 2018

Introduced by Nicholas Caimano
who moved its adoption.

Seconded by Richard Moore

**RESOLUTION APPROVING OF TERMINATION OF THE LEASE AGREEMENTS
AND PAYMENT IN LIEU OF TAX AGREEMENT IN CONNECTION WITH THE
KENNY AND DITTRICH AMHERST, LLC PROJECT AND AUTHORIZING THE
EXECUTION AND DELIVERY OF THE SAME**

WHEREAS, the Counties of Warren and Washington Industrial Development Agency (the “Agency”) is a body corporate and politic and a public benefit corporation duly organized and existing under Section 890-c of the General Municipal Law of the State of New York, with its principal place of business at 5 Warren Street, Glens Falls, New York 12801; and

WHEREAS, on April 10, 2015, the Agency entered into an underlying lease agreement (the “Underlying Lease Agreement”) with Kenny Dittrich Amherst, LLC, a New York limited liability company with offices located at 365 Canada Street, Lake George, New York (the “Company”) with respect to the property known as 365 Canada Street, Village of Lake George, Town of Lake George, County of Warren, State of New York and referred to as tax map parcel number 251.14-2-3 (the “Premises”); a Memorandum of said Underlying Lease Agreement was recorded in the Warren County Clerk’s Office on April 13, 2015 in Liber 5140 Page 78; and

WHEREAS, on April 10, 2015, the Agency entered into a lease agreement (the “Lease Agreement”) with the Company with respect to the Premises; a memorandum of said Lease Agreement was recorded in the Warren County Clerk’s Office on April 13, 2015 in Liber 5140 Page 85; and

WHEREAS, on April 10, 2015, the Agency was entered into an Agreement with the Company for Payments in Lieu of Taxes (the “PILOT Agreement”) with respect to the Premises; and

WHEREAS, all payments due and payable under the PILOT, if any, have been paid as of the date hereof and there are currently no outstanding water/sewer charges or assessments; and

WHEREAS, there are currently no events of defaults arising out of the lease or sublease agreements; and

WHEREAS, the PILOT Agreement has ended pursuant to its terms.

NOW, THEREFORE, BE IT RESOLVED

1. That the Agency does hereby agree to the termination of both the Underlying Lease and the Lease as more particularly described herein.
2. That the Agency does hereby agree to the termination of the PILOT Agreement, as more particularly described herein.
4. That the Agency does hereby authorize the Chairman of the Agency, or in the absence of the Chairman, the Executor Director, upon advice and consent of Agency Counsel, to execute and deliver, on behalf of the Agency, the terminations as approved herein and any other documents necessary to consummate the transaction.
5. This Resolution shall take effect immediately.

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

| | |
|-------------------|-----|
| Matthew Simpson | Yes |
| Dave O'Brien | Yes |
| Joseph LaFiura | Yes |
| Craig Leggett | Yes |
| Bruce Ferguson | Yes |
| Louis Tessier | Yes |
| Richard Moore | Yes |
| Virginia Sullivan | Yes |
| Nicholas Caimano | Yes |

The foregoing Resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 18th day of June, 2018.

In witness whereof, I have hereunto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 18th day of June, 2018.



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

[SEAL]

Resolution No. 18-10

Introduced by Mr. Bruce Ferguson
who moved its adoption.

Seconded by Mr. Joseph LaFiura

RESOLUTION APPROVING A CERTAIN PROJECT, AS DEFINED HEREIN, APPOINTING GREENWICH PRESERVATION GROUP, 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 CLOSING DOCUMENTS BY AND BETWEEN THE AGENCY AND GREENWICH PRESERVATION GROUP, LLC, AND AMENDING AND SUPERCEDING CERTAIN TERMS OF RESOLUTION 17-09

(PROJECT NO. 5202-18-02)

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, Greenwich Preservation Group, LLC, a limited liability company established pursuant to the laws of the State of New York, having an address of 54 Main Street, Greenwich, New York 12834 (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 project (the "Project") to consist of: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 54 and 73 Main Street in the Village and Town of Greenwich, County of Washington, New York (the "Land", being more particularly described as tax parcel number 237.5-8-23 and 237.5-4-32); (ii) the planning, design, construction, operation and maintenance by the Company of a multi-use facility to include a restaurant and craft distillery retail space and office space (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land and the Improvements, the "Facility"); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"), all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, the 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); 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 Project is an "Action" under SEQR Act for which the Agency shall act as lead agency; and

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

WHEREAS, the Chairman of the Washington County Board of Supervisors approved the Inducement Resolution on October 2, 2017; and

WHEREAS, the Chairman of the Warren County Board of Supervisors approved the Inducement Resolution in accordance with Resolution No. 338 of 2017 of the Warren County Board of Supervisors adopted October 20, 2017.

WHEREAS, the Agency conducted a public hearing on August 27, 2017 pursuant to Article 18-A of the Act before taking official action relating to the Project; and

WHEREAS, the Company will agree 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.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. Findings. The Agency has reviewed the application 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 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 (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; and (iii) will lead to the creation of at least twenty four (24) full time equivalent job opportunities and thirteen (13) part-time equivalent job opportunities within the next two (2) years for the inhabitants of the Counties of Warren and Washington and in the State of New York;

(D) The location of the project is 54 and 73 Main Street in the Village and Town of Greenwich, County of Washington, New York. 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 Greenwich and/or the Village of Greenwich and all regional and local land use plans for the area in which the Facility shall be located;

(F) The Facility and the operations of the Company 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, the Village of Greenwich or the Town of Greenwich; and

(G) (i) The Planning Board of the Village of Greenwich (the "Planning Board") was previously designated as lead agency for the purposes of compliance with the "State Environmental Quality Review Act" or "SEQRA" and 6 NYCRR Part 617, §§ 617.2(b) and 617.3(g). The Planning Board subsequently determined that no review of the project was necessary and therefore the Planning Board was not taking any "action" under SEQRA.

(ii) The Agency hereby determines that the project is an action under SEQRA” and 6 NYCRR Part 617, §§ 617.2(b) and 617.3(g) and that the Agency shall act as lead agency. To the extent this clause is in conflict with any provision contained in prior Resolution 17-09, this clause shall be deemed to supersede such provision.

(iii) The Agency has determined that the Project is a “Type II” under SEQRA and 6 NYCRR Part 617, § 617.5(c)(2) for which the Agency has acted as lead agency and that as such, no further review is required. 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;

(H) 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; and

(I) The Agency hereby finds that the predominant purpose of the project would be to make available goods or services which would not, but for the project, be reasonably accessible to the residents of the city, town, or village within which the proposed project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services; and

(J) The Agency further determines that the Project consists of a private investment estimated at \$695,000.00 and the use of grant funds in the amount of \$795,000.00; and

(K) The Agency hereby finds that the for this Project the private investment, as more specifically described in subsection (J) herein, and the creation of jobs, as more specifically described in subsection (C) herein, shall be considered Material Terms for the purposes of monitoring in accordance with the policies and procedures of the Agency.

SECTION 2. Description of Project.

Subject to the conditions set forth herein and in Lease Agreement to be entered into with the Agency, 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 3. 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 any and all appropriate municipal approvals needed prior to commencement of construction, and to advance such funds as may be necessary to accomplish these goals. The Company shall complete the Project Facility within eighteen (18) months from the commencement thereof. The failure of the Company to complete the project within eighteen (18) months shall be considered a "significant change in the use of the facility" as set forth in the Agency's Recapture of Benefits Policy, as amended from time to time.

(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.

(D) The Agency hereby approves of the execution of an Agent Agreement authorizing exemptions from the sales and use taxes for purchases and rentals related to the undertaking of the project in an amount not to exceed \$51,408.00 based on eligible project costs of \$1,086,000.00 which exemption will expire on December 31, 2019.

SECTION 4. §144 Election. Not Applicable.

SECTION 5. Insurance. The Company shall deliver to the Agency a certificate of insurance, complying with the requirements as required by the Agency, and indicating that:

(a) The Company maintains insurance with respect to the Facility providing the coverage against the risks and for such amounts as are customarily insured against by businesses of like size and type, paying, as the same become due and payable, all premiums with respect thereto, and mandated by the Agency, including, but not necessarily limited to the following:

(i) Insurance protecting the interests of the Company and the Agency against loss or damage to the Project Facility by fire, lightning and other casualties normally insured against with a uniform standard extended coverage endorsement, such insurance at all times to be in an amount not less than the total cash replacement value of the Project Facility, as determined by a recognized

appraiser or insurer selected by the Company; provided, however, that the Company may, insure all or a portion of the Project Facility under a blanket insurance policy or policies covering not only the Project Facility or portions thereof but other property. The parties agree that for purposes of this Project the Company will be responsible for providing builders risk insurance.

(ii) Workers' compensation insurance, disability benefits insurance, and each other form of insurance which the Company is required by law to provide, covering loss resulting from injury, sickness, disability or death of employees of the Company who are located at or assigned to the Project Facility and for all contractors and subcontracts.

(iii) Insurance protecting the Company and the Agency against loss or losses from liabilities imposed by law or assumed in any written contract and arising from personal injury and death or damage to the Property of others caused by any accident or occurrence, with a single combined limit of not less than \$2,000,000.00 per accident or occurrence on account of personal injury, including death resulting therefrom, and damage to the Property of others, excluding liability imposed upon the Company by any applicable workers' compensation law; and a blanket excess liability policy in the amount not less than \$5,000,000.00 protecting the Company and the Agency against any loss or liability or damage for personal injury, death or Property damage.

(iv) If applicable and if it is determined that the Project Facility is located within an area identified by the Secretary of Housing and Urban Development as having special flood hazards, insurance against loss by floods in an amount not less than \$1,000,000.00 or to the maximum limit of coverage made available, whichever is less.

(v) Other insurance coverage required by any Governmental Authority in connection with any Requirement.

(b) all policies evidencing such insurance,

(i) name the Company and the Agency as insureds, as their interests may appear, and

(ii) provide for at least thirty (30) days' written notice to the Agency prior to cancellation, lapse, reduction in policy limits or material change in coverage thereof.

SECTION 6. 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. The Agency authorizes the execution and delivery of 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 7. Payment in Lieu of Tax (PILOT) Agreement. The Agreement for Payments in Lieu of Taxes (the "PILOT Agreement"), is hereby approved, subject to approval as to content by the Chairman and the Agency's counsel and shall be in compliance and in accordance the Agency's Uniform Tax Exemption Policy. The PILOT Agreement shall be for a term of ten (10) years. The PILOT payment schedule shall be as follows: Years 1-5: base assessed value plus 50.00% of the increased assessed valuation attributable to improvements made to the Project Facility and Years 6-10: base assessed value plus 75.00% of increased assessed valuation attributable to improvements made to the Project Facility.

SECTION 8. Administrative and Legal Fees. The Company will pay all costs incurred by the Agency, including but not limited to attorney's fees, which arise out of Company's application for Financial Assistance, whether or not such assistance is ultimately issued. Agency's attorney's fees will be calculated at a time rate of \$275.00 per hour for attorney's time and \$105.00 per hour for senior legal assistant's time, plus disbursements. Upon closing of all of the Project documents, the Company will pay to the Agency an administrative fee (the "Administrative Fee") of \$8,145.00 based upon an estimated Project cost of \$1,086,000.00 pursuant to the schedule set forth below and contained within the Company's Application for Financial Assistance:

| | |
|--------------------------------------|----------------------|
| First \$10 Million of Project Costs: | $\frac{3}{4}$ of 1% |
| Next \$10 Million of Project Costs: | $\frac{1}{2}$ of 1% |
| Next \$10 Million of Project Costs: | $\frac{1}{4}$ of 1 % |
| Above \$30 Million of Project Costs: | $\frac{1}{8}$ of 1%. |

Following the completion of the Project Facility, the Company shall confirm, in writing, the actual Project cost. In the event that the total Project cost exceeds the estimate provided herein, the Agency may require the payment of the difference that would otherwise be due pursuant to the above-schedule.

The Agency acknowledges that the Company has delivered a \$10,000.00 security deposit to the Agency.

SECTION 9. 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, Agent Agreement and accompanying NYS forms, financing documents, 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 10. Authorized Representatives. (A) The Chairman or the Chief Executive

Officer is hereby authorized to execute and deliver the Closing Documents. If required, the signature of the Chairman or Chief Executive Officer 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 Chief Executive Officer 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 11. Further Assistance. 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. 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 12. Filing of Documents. Originals of all Closing Documents for the Project shall be filed and maintained in the office of the Agency.

SECTION 13. Public Inspection. A copy of this resolution and the Closing Documents, when finalized, shall be placed on file in the office of the Agency, where they shall be available for public inspection during business hours.


SECTION 14. Effective Date. This resolution shall take effect immediately, once in a final format.

| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|----------------|-------------|-------------|----------------|---------------|
| Matt Simpson | X | | | |
| Dave O'Brien | X | | | |
| Joe LaFiura | X | | | |
| Craig Leggett | X | | | |
| Bruce Ferguson | X | | | |
| Ginny Sullivan | X | | | |
| Louis Tessier | X | | | |
| Nick Caimano | X | | | |
| | | | | |
| TOTALS | 8 | | | |

The foregoing resolution was thereupon declared duly adopted.

I, Matthew Simpson, Chairman of the Counties of Warren and Washington Counties Industrial Development Agency, hereby certify that I have compared the foregoing resolution with the original resolution, adopted by the Counties of Warren and Washington Industrial Development Agency, at a duly called and held meeting of said Agency on the 13th day of August, 2018, and the same is a true and correct transcript therefrom and the whole thereof.

Witness my hand and official seal
this ____ day of ____, 2018


Matthew Simpson, Chairman

Acknowledged and Agreed to

By:
Title:
Greenwich Preservation Group, LLC

Resolution No. 18-11
Adopted August 13, 2018

Introduced by Mr. Nick Caimano
Who moved its adoption.
Seconded by Mr. Dave O'Brien

**RESOLUTION AUTHORIZING THE SUBLEASE OF THE PROJECT FACILITY
LOCATED AT 454 COUNTY LINE ROAD, KINGSBURY, NEW YORK, FROM NORTH
COUNTRY PROPERTY HOLDINGS, LLC., TO COUNTRYSIDE VETERINARY
PRACTICE, P.C.**

(PROJECT NO. 5202-14-02A)

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 **NORTH COUNTRY PROPERTY HOLDINGS, LLC** (the "Company") and **NORTH COUNTRY VETERINARY REFERRAL CENTER, PLLC** (the "Center") had agreed to undertake a project (the "Project") consisting of (i) the acquisition of an interest in a certain commercial parcel or parcels of land located at 454 County Line Road in the Town of Kingsbury, County of Washington, State of New York (the "Land"); (ii) the reconstruction, renovation and equipping of an existing 11,990+/- square foot office facility for use as a specialized veterinary care facility and related doctors' offices (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, and 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 April 21, 2014 and amended May 19, 2014 (the "Inducement Resolution"), took official action under the Act toward undertaking the Project; and

WHEREAS, the Agency entered into a lease agreement with the Company dated August 12, 2014 (the "Lease Agreement"); and

WHEREAS, Section 12.10 of the lease agreement provides that upon advance written notice to the Agency and the provision of a signed sublease and proof of requisite insurance, the Company may sublease the Project Facility; and

WHEREAS, the Company has provided to the agency such prerequisites as required by Section 12.10 of the Lease Agreement and has requested permission to sublease the project facility to Countryside Veterinary Practice, P.C., a New York professional corporation with offices at 454 County Line Road, Hudson Falls, New York; and

WHEREAS, the agency finds that the approval of such sublease is in the best interests of the Agency and will be in furtherance of the Agency's purposes under the General Municipal Law.

NOW, THEREFORE, BE IT RESOLVED:

That the Agency, pursuant to Section 12.10 of the Lease Agreement, hereby approves of and grants permission for the Company to enter into a sublease with Countryside Veterinary Practice, P.C. provided that such sublease shall be in a form approved by Agency counsel.

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


| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|----------------|------|------|---------|--------|
| Matt Simpson | X | | | |
| Dave O'Brien | X | | | |
| Joe LaFiura | X | | | |
| Craig Leggett | X | | | |
| Bruce Ferguson | X | | | |
| Ginny Sullivan | X | | | |
| Louis Tessier | X | | | |
| Nick Caimano | X | | | |
| | | | | |
| TOTALS | 8 | | | |

The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 13th day of August, 2018.

In witness whereof, I have hereto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 13th day of August, 2018.



Tami Blondo
Counties of Warren and Washington
Industrial Development Agency

[SEAL]

Resolution No. 18-12

Introduced by Mr. Craig Leggett
who moved its adoption.

Seconded by Mr. Nick Caimano

RESOLUTION APPROVING A COLLATERAL MORTGAGE AND ASSIGNMENT OF RENTS AND LEASES WITH GLENS FALLS NATIONAL BANK AND TRUST COMPANY IN CONNECTION WITH FORT HUDSON NURSING CENTER, INC. AND AUTHORIZING EXECUTION AND DELIVERY OF THE SAME

WHEREAS, the Counties of Warren and Washington Industrial Development Agency (the "Agency") is a body corporate and politic duly organized and existing under 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, on February 25, 2000 the Agency previously approved a certain bond transaction in relation to the construction of certain buildings at 333 Broadway, Fort Edward, New York, by Fort Hudson Nursing Center, Inc. (the "Company"), which transaction resulted in the Agency holding title to 333 Broadway, Fort Edward, New York; and

WHEREAS, in order to finance a \$4,557,000.00 renovation of a building located at 319 Broadway, the Company is seeking financing from Glens Falls National Bank and Trust Company in the amount of \$4,557,000.00; and

WHEREAS, Glens Falls National Bank and Trust company is requiring the Company to provide a collateral mortgage and collateral assignment of rents and leases for the property located at 333 Broadway, Fort Edward, New York, as additional security for the financing of the renovation of 319 Broadway, Fort Edward, New York. Consequently, the Company will be required to execute a mortgage on the property known at 333 Broadway, Fort Edward, New York, in which the Agency has title; and

WHEREAS, the Company has requested that the Agency execute a collateral mortgage and assignment of rents and leases in favor of Glens Falls National Bank and Trust Company in connection with 333 Broadway, Fort Edward, New York; and

WHEREAS, the Company is not in default of any of the terms of its agreements with the Agency which relate to its previous bond transaction.

NOW, THEREFORE, BE IT RESOLVED

1. That the Agency does hereby approve of the execution of a collateral mortgage and a collateral assignment of rents and leases from Fort Hudson Nursing Center, Inc. to Glens Falls National Bank in connection with the property known as 333 Broadway, Fort Edward, New York, and further determines that said collateral mortgage shall not be entitled to a mortgage tax exemption from the Agency upon filing in the Washington County Clerk's Office as it does not relate to the original project with the Agency.

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

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

4. This Resolution shall take effect immediately.

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

| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|----------------|----------|----------|----------|----------|
| Matt Simpson | X | | | |
| Dave O'Brien | X | | | |
| Joe LaFiura | X | | | |
| Craig Leggett | X | | | |
| Bruce Ferguson | X | | | |
| Ginny Sullivan | | | X | |
| Louis Tessier | X | | | |
| Nick Caimano | X | | | |
| | | | | |
| TOTALS | 7 | 0 | 1 | 0 |


STATE OF NEW YORK)

) SS:

COUNTY OF WARREN)

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 13th day of August, 2018.

In witness whereof, I have hereto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 13th day of August, 2018.


Tami Blondo
Counties of Warren and Washington
Industrial Development Agency

[SEAL]

Resolution No. 18-13

Introduced by Mr. Nick Caimano
who moved its adoption.

Seconded by Mr. Dave O'Brien

RESOLUTION AMENDING RESOLUTION NO. 18- 08 RELATING TO THE FIRETEK SPRINKLER SYSTEMS, LLC PROJECT AND APPOINTING OKIE PROPERTIES, 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 CLOSING DOCUMENTS BY AND BETWEEN THE AGENCY AND FIRETEK SPRINKLER SYSTEMS, LLC., AND OKIE PROPERTIES, LLC.

(PROJECT NO. 5202-18-01)

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, on June 18, 2018, the Agency adopted Resolution 18-08 appointing Firetek Sprinkler Systems, LLC (the "Company"), as agent to undertake a project (the "Project") to consist of: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 75 Carey Road in the Town of Queensbury, County of Warren, New York (the "Land", being more particularly described as tax parcel number 308.20-1-3.3); (ii) the planning, design, construction, operation and maintenance by the Company of an approximately 12,000+/- square foot facility of which approximately 3,000+/- square feet will be used by the Company for the fabrication of sprinkler systems and office operations and the remaining 9,000+/- square feet will be used as available lease space for other eligible projects (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land and the Improvements, the "Facility"); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"), all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, the Land is owned by Okie Properties, LLC., a New York limited liability company with offices located at 58 Hudson River Road, Waterford, New York, 12189, and the Company has entered into a lease with Okie Properties, LLC.

NOW, THEREFORE, BE IT RESOLVED:

The Agency hereby approves the entering into of documents necessary for the closing of the

project with Okie Properties, LLC., including but not limited to the Underlying Lease, the Lease Agreement, the Agreement for Payments in Lieu of Taxes, Agent Agreement and accompanying NYS forms, financing documents, and all other certificates or documents to be delivered or executed and delivered by the Agency (hereinafter collectively referred to as the "Closing Documents"), subject to approval as to content by the Chairman and the Agency's counsel.

| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|----------------|----------|------|---------|--------|
| Matt Simpson | X | | | |
| Dave O'Brien | X | | | |
| Joe LaFiura | X | | | |
| Craig Leggett | X | | | |
| Bruce Ferguson | X | | | |
| Ginny Sullivan | X | | | |
| Louis Tessier | X | | | |
| Nick Caimano | X | | | |
| Mike Wild | X | | | |
| TOTALS | 8 | | | |

The foregoing resolution was thereupon declared duly adopted.

[illegible]

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 13th day of August, 2018.

In witness whereof, I have hereunto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 13th day of August, 2018.

Ami Blondo

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

[SEAL]

Resolution No. 18-14
Adopted November 19, 2018

Introduced by Mr. O'Brien
who moved its adoption.

Seconded by Mr. Ferguson

**RESOLUTION APPROVING A MORTGAGE AND ASSIGNMENT OF RENTS AND LEASES
WITH BERKSHIRE BANK IN CONNECTION WITH ICC4 WEST MAIN, LLC AND
AUTHORIZING EXECUTION AND DELIVERY OF THE SAME**

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

WHEREAS, the Agency approved a "Project" to be undertaken at 4 West Main Street in the Village of Cambridge, Town of White Creek, County of Washington by ICC4 West Main, LLC (the "Company"), as described in the Closing Resolution; and

WHEREAS, on May 14, 2015, the Agency entered into a Lease Agreement and Leaseback Agreement with the Company in connection with the Project; and

WHEREAS, in order to refinance an existing mortgage on 4 West Main Street, the Company is seeking a loan from Berkshire Bank. in an estimated amount of \$4,400,000.00 and, consequently, the Company will be required to execute a first position mortgage on the property known at 4 West Main Street in the Village of Cambridge, Town of White Creek, County of Washington, in which the Agency has a leasehold interest; and

WHEREAS, the Company has requested that the Agency execute a mortgage, assignment of rents and leases or, in the alternative, an assignment of the existing mortgage and assignment of rents and leases in favor of Berkshire Bank, in connection with 4 West Main Street in the Village of Cambridge, Town of White Creek, County of Washington; and

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

NOW, THEREFORE, BE IT RESOLVED

1. That the Agency does hereby approve of the execution of a mortgage and an assignment of rents and leases or, in the alternative, an assignment of the existing mortgage and assignment of rents and leases in favor of Berkshire Bank in an estimated amount of \$4,400,000.00 and further determines that said mortgage shall not be entitled to a mortgage tax exemption from the Agency upon filing in the Washington County Clerk's Office as it does not relate to the Project nor is it an expansion of the ICC4 West Main, LLC Project.

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

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

4. This Resolution shall take effect immediately.

| VOTING: | AYES | NAYS | ABSTAIN | ABSENT |
|------------------|------|------|---------|--------|
| Matt Simpson | X | | | |
| Dave O'Brien | X | | | |
| Joe LaFiura | X | | | |
| Craig Leggett | | | | X |
| Bruce Ferguson | X | | | |
| Ginny Sullivan | X | | | |
| Nick Caimano | X | | | |
| Mike Wild | X | | | |
| Travis Whitehead | X | | | |
| Brian Campbell | X | | | |
| TOTALS | 9 | | | 1 |

The foregoing resolution was thereupon declared duly adopted.

STATE OF NEW YORK)

) SS:

COUNTY OF WARREN)

This is to certify that I, Tami Blondo, Records Management Officer for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 19th day of November, 2018.

In witness whereof, I have hereto set my hand and affixed the official seal of the Counties of Warren and Washington Industrial Development Agency on this 19th day of November, 2018.



Tami Blondo
Counties of Warren and Washington
Industrial Development Agency

[SEAL]