

COUNTIES OF WARREN AND WASHINGTON
INDUSTRIAL DEVELOPMENT AGENCY

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

Telephone: (518) 792-1312

At the Board Meeting of the Counties of Warren and Washington Industrial Development Agency held on **August 22, 2017** at the Warren County Municipal Center in Lake George, NY, the following members were:

<i>PRESENT:</i>	Bud Taylor	Chairman
	Bruce Ferguson	Vice & Park Chairman/Contract. Officer
	Joseph LaFiura	Secretary/Treasurer
	Matt Simpson	At Large Member
	Lou Tessier	
	Dave O'Brien	
	Craig Leggett	
	Richard F. Moore	

ABSENT: John W. Weber

<i>ALSO PRESENT:</i>	Robert Morris, Esq.	FitzGerald Morris Baker Firth, PC
	Ted Bearor	Green Preservation Group Rep
	Deborah Mineconzo	Office Administrator
	Tami Blondo	Office Administrator

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

Approval of minutes:

Mr. O'Brien made a motion to approve the minutes of the July 26, 2017 Board Meeting minutes. Mr. Simpson seconded the motion and all voted in favor of the motion by voice vote.

Accounts Payable:

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

Unfinished Business:

Aviation Hospitality LLC-Closing:

Mr. Morris stated closing was had and agency fee was paid together with reimbursement of legal fees. The project is ready to go. The check was received for \$103,491.00 at the recent closing of Aviation Hospitality LLC.

Ray Terminals LLC – Closing:

Financing has not been completed to date. The full closing has not yet been completed. The sales tax form was given to Ray Terminals, LLC. The Agency collected twenty-five percent of our fees from Ray Terminals, LLC. Construction is scheduled to start in the Fall. Once the project closes the sales tax

exemption will no longer be in place.

Park Business:

Forestry Status:

Mr. Ferguson reported timber management in Phase II of the Park is going out to bid in September. This may or may not be worthwhile, but will be explored. This is to open up the property. A road is being created so that this work can be completed.

Precision Stone:

Mr. Ferguson stated that the site plan has been approved for Precision Stone in Phase I. Changes to storm water was a concern but have been resolved by Tom Jarrett and ready for approval. A question was raised about the storage which Tom Jarrett will address. Robert Morris indicated that the Park Committee has authority to approve this project.

Lot #3:

Mr. Ferguson mentioned interest by a towing company in Lot #3. Concern was voiced about the storage of vehicles and towing equipment but they were advised that they could appear before the board and lay out the plans to address these concerns.

New Business:

Green Preservation Group – Inducement Resolution:

Ted Bearor explained the project in detail. Robert Morris, Esq., explained the criteria required for the retail project to move forward. The project does not meet the criteria of a tourism destination or a highly distressed area. The project does however meet the criteria to make goods and services available that are not readily available to the residents of the Village and Town of Greenwich as the facility will have a 120 seat restaurant with a banquet facility, and a distillery. The Board worked with Deanna Derway to see if the project would meet the criteria of a highly distressed area and it would not as it is not in a former Empire Zone and it doesn't meet the unemployment requirements to be highly distressed. Under Section 862 of General Municipal Law in order to qualify as a tourism destination it must be in a location that is likely to attract a significant number of visitors from the economic development region as established by Section 230 of the Economic Development Law. Our economic development area includes Warren, Washington, Rensselaer, Saratoga, Green and Albany counties. It is unlikely that the project is going to attract outside that area. Therefore the tourism destination has been eliminated as an option. The only choice left is that the project predominantly is to make available goods and services not readily available to the residents of the Village and Town of Greenwich.

Mr. Morris indicated that the Resolution before you cites that the reason for approving the project is that the goods and services are not readily available to the residents of the Village and Town of Greenwich. That is the decision you have before you today as to whether you feel the project is providing goods and services that are not available to residents of the Village and Town of Greenwich. David O'Brien stated that he felt the Board should support the project as it meets the criteria. Bruce Ferguson indicated that the Mayor and Town Supervisor were very supportive of the project moving forward. Bud Taylor stated that he felt the project was a great economic development for Greenwich. Robert Morris, Esq., also indicated that he explained to the Village and Town how the PILOT program worked and that they voiced support of the PILOT.

A motion was made by Bruce Ferguson to move for further discussion. A second was made by Joe LaFiura. Chairman asked for further discussion, none being had a roll call vote was made. All voted in favor by roll call vote.

Resolution No. 17-09

Adopted August 22, 2017

Introduced by Bruce Ferguson
who moved its adoption.

Seconded by Joseph LaFiura

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

(Full Resolution at End of Document)

New Office Administrator:

A motion was made by Mr. Simpson and seconded by Mr. LaFiura to approve the hiring of Tami-Jo Blondo at a rate of \$18.00 per hour by roll call vote.

Educational Topic:

This will be part of the Bond Resolution discussion on Silver Bay Association.

Adjournment:

The Chairman adjourned the meeting at 4:20 p.m.

Date

Joseph LaFiura, Secretary/Treasurer

Counties of Warren and Washington Industrial Development Agency

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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, Greenwich Preservation Group, LLC (the "Company"), having an address of 54 Main Street, Greenwich, New York 12834, is a limited liability company created pursuant to the Laws of the State of New York; and

WHEREAS, 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, New York and being referred to as tax parcel numbers 237.5-8-23 and 237.5-4-32, respectively (the "Land"); (ii) the construction, renovation and equipping of a multi-use facility to include a restaurant and craft distillery retail space and office space (the "Facility"); (iii) the acquisition and installation therein of certain furnishings and fixtures (the "Equipment" together with the Land and the Facility, collectively the "Project Facility") to be used in connection with the contemplated uses; and (iv) the lease of the Project Facility to the Company, all pursuant to Title 1 of Article 18-A of the General Municipal Law of the State of New York, Chapter 862 of the Laws of 1971 of the State of New York (collectively, the "Act"), as amended; and

WHEREAS, under Article 18-A of the General Municipal Law (the "Act"), the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project, as the Act authorizes the Agency to promote, develop, encourage and assists projects such as this Project and to advance job opportunities, health general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Project will require the Agency and the Company to enter into an agreement whereby the Company will acquire, by lease, and construct the Project Facility and the Agency will lease the Project Facility to the Company; and

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

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

WHEREAS, the Agency conducted a public hearing on August 21, 2017 pursuant to Article 18-A of the New York State General Municipal Law (the “Law”) before taking official action relating to the Project.

NOW, THEREFORE, BE IT RESOLVED:

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

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

(B) Undertaking the Project will advance the Agency’s public purposes by leading to the creation of at least twenty four (24) private sector full time and thirteen (13) private sector part time job opportunities within the next two (2) years for the inhabitants of the Counties of Warren and Washington, New York and the State of New York. In addition, the project will lead to the creation of at least twenty five (25) construction jobs. The Project will also promote the health, prosperity, and economic welfare of the inhabitants of the Counties of Warren and Washington and the State of New York and improve their standards of living; and

(C) (i) The Project is an “Unlisted Action” under SEQRA for which the Village of Greenwich Planning Board (the “Planning Board”) will act as lead agency; and

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

(E) The completion of the Project will not result in the removal of a commercial, industrial or manufacturing plant of the Company from one area of the State of New York to another area of the State of New York. Further, the completion of the Project will not result in any loss of jobs and all existing jobs, if any, 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

(F) Pursuant to section 862 of the General Municipal Law, the Agency has determined that the Project is a retail project but that the Project makes available goods and services which would not, but for the Project, be reasonably accessible to the residents of the Village of Greenwich and the Town of Greenwich because of a lack of reasonably accessible retail trade facilities offering such goods and services; and

(G) The Agency further determines that the Project will result in an increased tax basis for the

Project location since the Land is currently assessed at \$276,500.00 and the project consists of a \$695,000.00 private investment and the use of grant funds in the amount of \$795,000.00.

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

SECTION 2. *This section is intentionally left blank.*

SECTION 3. Description of Project.

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

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

SECTION 4. Company Appointed Agent of Agency.

- (A) The Company is hereby appointed the true and lawful agents of the Agency to:
 - (1) construct and install the Project Facility;
 - (2) make, execute, acknowledge, and deliver all contracts, orders, receipts, instructions, and writings needed to complete the Project; and
 - (3) do all other things requisite and proper for the completion of the Project.
- (B) The Company is authorized to proceed with the acquisition, construction and installation of the Project Facility, subject to receiving appropriate municipal approvals needed prior to commencement of construction, and to advance such funds as may be necessary to accomplish these goals.
- (C) The Company is also authorized to appoint third party agents to undertake the Project and thereby make available to such third party agents an exemption from New York State sales and use taxes in connection with undertaking the Project. This provision is subject to the Company entering into an Agent Agreement with the Agency.
- (D) The Agency hereby approves of the Agent Agreement, a copy of which is incorporated herein by reference, with the Company which shall be subject to the termination and recapture of benefits policy of the Agency and the Agency further authorizes the Chairman to execute the Agent Agreement and any additional documents relative thereto.

SECTION 5. §144 Election. Not Applicable.

SECTION 6. Bond Counsel. Not Applicable.

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

documents needed to undertake the Project.

SECTION 8. Payment in Lieu of Tax (PILOT) Agreement. The Agency's approval is subject to the Company entering into a PILOT Agreement with the Agency whereby the Company agrees to make payments in lieu of taxes in an amount pursuant to the Agency's Uniform Tax Abatement Policy, or pursuant to a schedule that is otherwise agreed upon by the Agency and the Company, 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, as it may be amended from time to time.

SECTION 9. 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 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 Company is required by law to provide, covering loss resulting from injury, sickness, disability or death of employees of 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 9. 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 the Project documents, the Company will pay to the Agency an administrative fee based upon an estimated Project cost pursuant to the schedule set forth below and contained within the Company's Application for Financial Assistance:

First \$10 Million of Project Costs:	¾ of 1%
Next \$10 Million of Project Costs:	½ of 1%
Next \$10 Million of Project Costs:	¼ of 1%
Above \$30 Million of Project Costs:	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.

SECTION 10. Public Inspection. A copy of this resolution and a copy of the Company's Application for Assistance, together with all other application materials not protected under applicable Freedom of Information Laws, shall be placed on file in the office of the Agency. Such documents shall be available for public inspection during normal business hours.

SECTION 11. Distribution of Resolution. The Chairman of the Agency is hereby authorized to distribute copies of this resolution to the Company and all other persons requesting it.

SECTION 12. Public Hearing. A public hearing for this Project was duly authorized and held on August 21, 2017 in accordance with the provisions of Article 18-A of the General Municipal Law.

SECTION 13. Retail Facility Contingency. At least one third of the total project costs for the Project will be used for the development of a retail facility. Pursuant to Section 862 of the General Municipal Law, financial assistance from the Agency is prohibited for retail projects unless one of the following exceptions applies: (A) a tourism destination project; (B) a project located in a highly distressed area; and/or (C) a project that provides a good or service to the area that otherwise would not be reasonably accessible to the residents of the Village and Town of Greenwich because of a lack of reasonably accessible retail trade facilities offering such goods or services. The Project meets (C), as described herein, since the Project provides goods or services to the area that otherwise would not be reasonably accessible to the residents of the Village and Town of Greenwich because of a lack of reasonably accessible retail trade facilities offering such goods or services. This resolution is contingent upon the approval of the Chief Executive Officers of the Counties of Warren and Washington pursuant to Section 862(2)(c) of the General Municipal Law.

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

SECTION 15. Effective Date. This resolution shall not take effect until the Company delivers to the Agency of a fully executed Preliminary Agreement, as defined herein, together with a \$10,000.00 security deposit.

The question of the adoption of the foregoing resolution was duly put to a vote by roll call and was thereupon declared duly adopted.

VOTING:	AYES	NAYS	ABSTAIN	ABSENT
Harold G. Taylor	1			
Bruce A. Ferguson	1			
Joseph P. LaFiura	1			
Louis Tessier	1			
Dave O'Brien	1			
John W. Weber				1
Matthew Simpson	1			
Craig Leggett	1			
Richard F. Moore	1			
TOTALS	8	0	0	1

Confirmed by:

 Ronald Conover, Chairman of the
 Warren County Board of Supervisors
 Date: _____

 Robert A. Henke, Chairman of the
 Washington County Board of Supervisors
 Date: _____

Acknowledged and Agreed to

 Greenwich Preservation Group, LLC
 By Ted Bearor, President