

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 13, 2018** at the Warren County Municipal Center, Lake George, NY, the following members were:

PRESENT:	Matt Simpson	Chairman
	Dave O'Brien	Vice Chairman
	Joseph LaFiura	Secretary/Treasurer
	Craig Leggett	At Large Member
	Bruce Ferguson	
	Louis Tessier	
	Ginny Sullivan	
	Nicholas Caimano	
ABSENT:	None	
ALSO PRESENT:	Kara Lais, Esq.	FitzGerald Morris Baker Firth, PC
	Michael Brandi, Esq.	FitzGerald Morris Baker Firth PC
	Tami Blondo	Office Administrator
	Mike Wild	Warren County Board of Supervisors
	Tom Randle	Sun Community News
	James Griffith	

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

Approval of minutes:

Mr. LaFiura made a motion to approve the minutes of the July 23, 2018 Board Meeting minutes. Mr. Caimano seconded the motion and all voted in favor of the motion by voice vote.

Accounts Payable:

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

Unfinished Business:

Greenwich Preservation Group, LLC: Ms. Lais presented the proposed Resolution Approving the Project and Appointing Greenwich Preservation Group LLC As Agent and Authorization Executing and Delivery of Closing Documents to the Counties of Warren-Washington Industrial Development Agency to the Board for consideration. Ms. Lais indicated that the project is proceeding. The Village has taken a position that no environmental determination on the project will be done. This Agency previously adopted a Resolution approving the project subject to the environmental determination made by the Village. This Resolution sets out what was originally approved and amends the prior Resolution. Discussion was held regarding the benefit being provided to the Project and the PILOT abatement dollar amounts. After satisfactory explanation of same a Motion was by Mr. Ferguson and a second by Mr. LaFiura to approve the Resolution. By roll call vote, Motion was passed.

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)

(A Full Copy of the Resolution is Annexed Hereto at the End of the Minutes)

North Country Property Holdings: Ms. Lais presented the Resolution Authorizing the Sublease of the Project Facility from North Country Property Holdings LLC to Countryside Veterinary Practice, P.C. Ms. Lais explained that Dr. Keller had presented and explained to the Executive Committee on August 8, 2018 the project. Initially the facility was going to be for the North Country Veterinary Referral Center, PLLC but due to unforeseen circumstances that project did not work out and rather than have the project close and jobs be lost, Dr. Keller moved his private practice into the building. Dr. Keller indicated that he has been steadily increasing the specialty clinic business and increasing employment as well. After consideration, a Motion was made by Mr. Caimano and a second by Mr. O'Brien to approve the sublease. A roll call vote was taken and the Board approved the Resolution.

**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)

(A Full Copy of the Resolution is Annexed Hereto at the End of the Minutes)

Park Business:

Mr. O'Brien provided information on the current wetland situation. There is a project interested in purchasing eight lots and because of the wetlands it may impact that sale. A meeting is being scheduled to see if there can be any wetland mitigation or rezoning of wetlands. This could potentially have an impact on how we market the Park.

There is also a meeting being scheduled for August 27, 2018, regarding the infrastructure build out in the Park. Further information will be provided at the next Board meeting.

New Business:

Fort Hudson Residences: Ms. Lais presented the Resolution to Approve a Collateral Mortgage and Assignment of Rents and Leases with Glens Falls National Bank and Trust Company in regard to the Fort Hudson Nursing Center, Inc. renovations and improvements at 319 Broadway, Fort Edward, New York. There is no benefit from the IDA being given to the project such as mortgage tax exemption or sales tax exemption. Ms. Sullivan stated that she is on the loan approval committee and would therefore abstain from voting on the matter. Ms. Lais was asked if there was any liability to the Agency in signing authorizing the Collateral Mortgage. Ms. Lais indicated that the Agency has done this previously with no issues or concerns for other renovations undertaken by Fort Hudson Residences. Upon Motion by Mr. Leggett and a second by Mr. Caimano to approve the Resolution, a roll call vote was taken and approved the Resolution.

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

(A Full Copy of the Resolution is Annexed Hereto at the End of the Minutes)

Firetek Sprinkler Systems, LLC: Ms. Lais presented a Resolution Amending Resolution 18-08 relating to the Firetek Sprinkler Systems, LLC project appointing Okie Properties, LLC as Agent to the Board for consideration. Ms. Lais indicated that this is being done to change the Agent of the project, but not other actions are being taken. The project is still the same scope and is moving forward. A Motion was made by Mr. O'Brien and seconded by Mr. LaFiura to approve the amended Resolution. A roll call vote was taken and approved the Resolution.

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)

(A Full Copy of the Resolution is Annexed Hereto at the End of the Minutes)

Office Administrator Contract Renewal: Mr. Simpson indicated that it was time to review the contract for the Office Administrator position for Mrs. Blondo. Upon a Motion by Mr. O'Brien and a Second by Mr. LaFiura, the Board went in to Executive Session to discuss a personnel matter at 4:50 p.m. The Committee returned from

Executive Session at 4:53 p.m. A Motion was made by Mr. Caimano and a second by Mr. O'Brien to approve the contract for Mrs. Blondo with a \$2.00 per hour raise commencing on August 21, 2018. A roll call vote was taken and approved the motion.

Board Member Resignation: Chairman Simpson announced the Mr. Richard Moore submitted his resignation due to personal reasons from the Counties of Warren-Washington Industrial Development Agency and Warren-Washington Civic Development Corporation effective on August 7, 2018. Chairman Simpson indicated that Washington County Board of Supervisors is in the process of finding and recommending a replacement for Mr. Moore.

CFO/CEO Position: Chairman Simpson indicated that Mr. James Griffith had submitted his resume expressing interesting in the position. Mr. Griffith was present at the meeting and provided a brief overview of his experience and invited questions from the Board Members. Mr. Griffith was asked to return to the Executive/Park Committee meeting in September for a more formal interview process, to which he agreed. Chairman Simpson also stated that an additional candidate had contacted the agency and will be asked to also attend the September Executive/Park Committee meeting for further consideration. The Committee will then present to the full Board its recommendations.

New Board Member: Mr. O'Brien indicated that Mr. Wild had not yet been approved by the Washington County Board of Supervisors and asked that the record reflect that Mr. Wild does not have the authority to vote at this meeting. It was so noted and his votes were stricken from the record.

Educational Topic: Mike Brandi, Esq., presented to the Board a general overview on PILOTS, the PILOT process and the impact of PILOTS.

Adjournment: There being no further business, a motion was made by Mr. Ferguson and seconded by Mr. LaFiura to adjourn the meeting. The Chairman adjourned the meeting at 5:05 p.m.

10/17/18

Date


Joseph LaFiura, Secretary/Treasurer

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 17th day of Oct., 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.

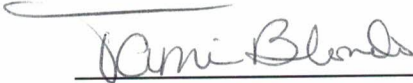
STATE OF NEW YORK)

) 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.

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 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.



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

[SEAL]