

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

5 Warren Street, Suite 210

Glens Falls, New York 12801

Tel. (518) 792-1312

The August Board Meeting for Warren Washington Industrial Development Agency was held on Monday, August 15, 2022 at the Washington County Municipal Building and via Zoom at 4:00 pm. The following were:

PRESENT:	Dave O'Brien	Chair
	Nick Caimano	Member
	Craig Leggett	Vice Chair
	Dan Bruno	Park Chair
	Chuck Barton	Member
	Juan Gonzales	Member
	Ginny Sullivan	Member
	Mike Wild	Member

ABSENT:	Brian Campbell	Member
	Mary King	Member

The following were also present:

Kara Lais, Esq.	FitzGerald Morris Baker Firth, PC
Michael Ostrander	Executive Director
Tim Robinson	WWIDA/WWCDC CFO
Terrence Nolan	New Leaf Energy
Carson Weinand	Sr. Business Developer, CVE Solar

Minutes were taken by:	Alie Weaver	Office Administrator
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July Minutes: Mr. Caimano made a motion to approve the July board meeting minutes and Mr. Barton seconded. All voted in favor by voice vote.

Accounts Payables and Financial Analysis: Mr. Bruno made a motion to approve the July payables and Mr. Wild seconded. All voted in favor by roll call vote.

Mr. Robinson reviewed the balance sheet and annual comparison income statement with the Board Members. There were no question or comments.

Executive Director Report: Mr. Ostrander stated the following:

- Grasshopper Gardens will be returning to the Canalside Energy Park to clear additional vegetation
- Met with the new president of the ARCC, Tricia Rogers
- Met with the CEO of Quick Response regarding a future potential expansion
- Gave a tour of the Canalside Energy Park to representatives of the State Department and the Northern Border Regional Commission
- Met with ADK Artesian Water and Cambridge Pacific to discuss potential expansion plans
- Toured Nettle Meadow Farm and met with the owner to discuss their future plans

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- Met with Adirondack Economic Development Corporation representative and referred a couple of potential businesses to them
- On-going communication with Behan Marketing regarding client testimonials
- Noted that Adirondack Winery's grand opening will be held tomorrow at 4:00 PM

ONGOING BUSINESS

Delineation Update – Mr. O'Brien stated that the USACE is behind on their review of the area in question on Lots 4 & 5 as well as their determination on the balance of the Airport Industrial Park's redelineation.

Canalside Energy Park – Mr. Bruno stated that a meeting was held on August 3rd with Labella to discuss the possible development alternatives for wastewater mitigation. He stated that Labella is currently researching four different neighborhoods to possibly obtain the required 400,000 gallons of mitigation and they will be supplying a memo report of their findings.

Mr. Bruno also stated that the Vice President of a company in Ontario that develops high density polyethylene pipe met with himself and representatives from CBRE to discuss site possibilities in the Canalside Energy Park.

TDI Update – Mr. O'Brien stated that TDI is expected to start construction in September.

CHPE Laydown Yards – Mr. O'Brien shared a map of the areas that CHPE is interested in leasing for equipment and material storage located in the Canalside Energy Park. He stated that they propose to lease those ten acres for a three-year duration starting in October at \$1,200 per acre per month.

There was discussion regarding the three-year commitment where these areas would not be available to sell and the length of time for water and sewer to be available in the Park.

By-Law Changes – Mr. O'Brien stated that the By-Law changes were sent to the Board Members ten days prior to this meeting for review. There being no questions or comments, Mr. Bruno made a motion to adopt the By-Law changes and Mr. Gonzales seconded. The motion passed with all voting in favor but Mr. Barton, who abstained.

NEW BUSINESS

Election of Secretary/Treasurer – Mr. O'Brien stated that Mr. Campbell volunteered to act as interim Secretary/Treasurer for the remainder of the year. Mr. Caimano nominated Mr. Campbell for this position and Mr. Bruno seconded. There being no other nominations or comments, the motion passed unanimously by voice vote.

Morcon Resolution – Mr. O'Brien presented a supplemental resolution of the previous preliminary inducement resolution approving the Morcon application for assistance. He stated that this supplemental resolution is for the purpose of their financing. He noted that final approval will take place after the Town Planning Board approval.

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Mr. Caimano made a motion to approve the resolution and Mr. Barton seconded. All voted in favor with Mr. Bruno abstaining by roll call vote and the motion carried.

Independent Auditor – Mrs. Weaver stated that RFP's will need to be sent out to independent auditors to perform their services for the IDA and CDC for years 2022-2024 and asked the members to send her any companies that should receive an RFP for consideration.

Borrego – Terrance Nolan stated that Borrego Solar is now New Leaf Energy. He stated that they are interested in a solar lease with the IDA on approximately twenty acres of wetland-covered lots in the Airport Industrial Park. He noted that the Army Corps of Engineers permits solar panels in regulate wetlands.

Mr. Nolan stated that the non-binding letter of intent covers the proposed terms of the lease and noted that it has been submitted to the IDA for review. He shared an updated layout proposal with the Board Members regarding the parcels of interest.

After some discussion on wetland areas within the park, screening, and road access, it was decided to schedule a future meeting with Mr. Bruno, Mr. O'Brien, and Mr. Nolan to discuss specifics.

CVE Solar – Carson Weinand stated that CVE is set to purchase land located south of the airport in Queensbury for a 5 mega-watt project. He noted that the Town SEQR, negative declaration, site plan approval and special use permit approvals have been received. He also noted that the project has been cleared with the FAA and Avigation Easement.

Mr. Weinand stated that this project is a community solar project, which allows 1,000 local residences eligible for a 10% discount on their utility bill.

After some discussion on land ownership concerns and Queensbury School's opt-out position, Mr. Caimano made a motion to accept the application for assistance and Mr. Gonzales seconded. The vote was not carried with the following roll call vote:

Member	Yes	No	Abstain	Absent
Craig Leggett			x	
Brian Campbell				x
Chuck Barton	x			
Ginny Sullivan	x			
Mike Wild			x	
Dan Bruno			x	
Juan Gonzales	x			
Mary King				x
Nick Caimano	x			
Dave O'Brien	x			
Total	5	0	3	2

Executive Session – Mr. Caimano made a motion to go into Executive Session to discuss contract negotiations and personnel matters. Mr. Bruno seconded and all voted in favor by voice vote.

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Post Executive Session - Mr. Bruno made a motion to leave the Executive Session and re-open the public meeting and Mr. Gonzales seconded. All voting in favor by voice vote.

Loan Resolution – Mr. Bruno made a motion to approve the loan commitment letter and authorize the \$4,500 processing fee. Mr. Caimano seconded and the motion passed with all voting favor but Ms. Sullivan, who abstained.

Ostrander Agreement – Mr. Caimano made a motion to approve the agreement with Mr. Ostrander and Mr. Bruno seconded. All voted in favor by roll call vote.

CEO Compensation Package – Mr. Bruno made a motion to approve the CEO Compensation Package and Mr. Gonzales seconded. All voted in favor by roll call vote with Mr. Barton abstaining.

Adjournment – There being no further business to discuss, Mr. O'Brien adjourned the IDA August Board meeting at 5:20 pm.

WWIDA **Profit & Loss Prev Year Comparison** **January through July 2022**

08/03/2022

	Jan - Jul 22	Jan - Jul 21	\$ Change	% Change
Ordinary Income/Expense				
Income				
Nonoperating revenue				
Donations - Land	10,500,000.00	469,882.00	10,030,118.00	2,134.6%
Investment Earnings				
2401 - Interest Income				
2401.1 - Interest Income CDs	-0.03	-386.89	386.86	99.99%
2401 - Interest Income - Other	88.78	73.30	15.48	21.12%
Total 2401 - Interest Income	88.75	-313.59	402.34	128.3%
Total Investment Earnings	88.75	-313.59	402.34	128.3%
2675 - Lot Sales				
Sale of Land	45,500.00	0.00	45,500.00	100.0%
Total 2675 - Lot Sales	45,500.00	0.00	45,500.00	100.0%
Total Nonoperating revenue	10,545,588.75	469,568.41	10,076,020.34	2,145.81%
Operating Revenue				
Charges for Services				
2116 - Application Fees	4,500.00	3,000.00	1,500.00	50.0%
2116.1 - Project Fees - Existing	7,128.52	5,250.00	1,878.52	35.78%
2116.2 - Project Fees - New	261,733.20	218,464.67	43,268.53	19.81%
Total Charges for Services	273,361.72	226,714.67	46,647.05	20.58%
Grant Revenue - National Grid	86,597.00	0.00	86,597.00	100.0%
Grant Revenue - USDA	0.00	12,627.25	-12,627.25	-100.0%
Other Operating Revenue				
2770 - Project - Legal Reimb 3.4	1,700.00	3,352.34	-1,652.34	-49.29%
2770.2 - Misc Income - operating	0.00	0.00	0.00	0.0%
Total Other Operating Revenue	1,700.00	3,352.34	-1,652.34	-49.29%
Total Operating Revenue	361,658.72	242,694.26	118,964.46	49.02%
Total Income	10,907,247.47	712,262.67	10,194,984.80	1,431.35%

	Jan - Jul 22	Jan - Jul 21	\$ Change	% Change
Gross Profit	10,907,247.47	712,262.67	10,194,984.80	1,431.35%
Expense				
Nonoperating Expenses				
107 - Airport Industrial Park				
Property/Sewer/Water Taxes AIP	11,437.34	7,123.18	4,314.16	60.57%
107 - Airport Industrial Park - Other	0.00	14.00	-14.00	-100.0%
Total 107 - Airport Industrial Park	<u>11,437.34</u>	<u>7,137.18</u>	<u>4,300.16</u>	<u>60.25%</u>
Total Nonoperating Expenses	11,437.34	7,137.18	4,300.16	60.25%
Operating Expenses				
Other operating expenses				
Miscellaneous	-0.10	0.00	-0.10	-100.0%
1910.4 - Insurance				
Liability/Commercial Insurance	4,558.00	0.00	4,558.00	100.0%
Public Officials Liability	1,719.29	1,719.29	0.00	0.0%
Workers' Comp Insurance	88.55	264.92	-176.37	-66.58%
Total 1910.4 - Insurance	<u>6,365.84</u>	<u>1,984.21</u>	<u>4,381.63</u>	<u>220.83%</u>
2675.1 - Sale of Lots				
Land conveyance	386.00	0.00	386.00	100.0%
Legal Exp. for Lot Sales 3.4	0.00	0.00	0.00	0.0%
Total 2675.1 - Sale of Lots	<u>386.00</u>	<u>0.00</u>	<u>386.00</u>	<u>100.0%</u>
6460.4 - Contractual Services				
Advertising	6,721.00	712.57	6,008.43	843.21%
Computer & Website Related	1,581.88	776.75	805.13	103.65%
Dues	1,085.00	0.00	1,085.00	100.0%
Rent	7,000.00	4,600.00	2,400.00	52.17%
Subscriptions	791.82	453.96	337.86	74.43%
Telephone and Internet	1,210.43	1,200.74	9.69	0.81%
6460.4 - Contractual Services - Other	<u>4,361.63</u>	<u>3,180.60</u>	<u>1,181.03</u>	<u>37.13%</u>
Total 6460.4 - Contractual Services	<u>22,751.76</u>	<u>10,924.62</u>	<u>11,827.14</u>	<u>108.26%</u>
Total Other operating expenses	29,503.50	12,908.83	16,594.67	128.55%
Professional service contracts				
Accounting	12,100.00	11,900.00	200.00	1.68%

	Jan - Jul 22	Jan - Jul 21	\$ Change	% Change
Engineering-Phase II & Wells	0.00	3,600.00	-3,600.00	-100.0%
Engineering - Phase I & General	12,095.50	-34,218.89	46,314.39	135.35%
Legal				
Fees for Project 3.4 billing	92,523.04	26,973.49	65,549.55	243.02%
Total Legal	92,523.04	26,973.49	65,549.55	243.02%
Total Professional service contracts	116,718.54	8,254.60	108,463.94	1,313.98%
Reimbursable Prof. Svc Contract	0.00	49,380.00	-49,380.00	-100.0%
6460.45 · Staff Payroll - WWIDA	59,752.34	19,161.23	40,591.11	211.84%
6460.5 · Supplies and Materials				
Misc Office Expenses				
Bank Fees	102.47	0.00	102.47	100.0%
Misc Office Expenses - Other	220.00	0.00	220.00	100.0%
Total Misc Office Expenses	322.47	0.00	322.47	100.0%
Office Supplies	1,261.21	1,661.79	-400.58	-24.11%
Postage	299.23	136.35	162.88	119.46%
Total 6460.5 · Supplies and Materials	1,882.91	1,798.14	84.77	4.71%
9000 · Employee Benefits				
Medicare - Company	881.52	176.86	704.66	398.43%
Social Security - Company	3,645.25	1,099.69	2,545.56	231.48%
Unemployment Insurance	124.76	384.09	-259.33	-67.52%
VEHICLE ALLOWANCE	2,300.00	250.00	2,050.00	820.0%
Total 9000 · Employee Benefits	6,951.53	1,910.64	5,040.89	263.83%
Operating Expenses - Other	0.00	0.00	0.00	0.0%
Total Operating Expenses	214,808.82	93,413.44	121,395.38	129.96%
10000 · Dewatering Facility				
10005 · Sales/Misc Income	-2,094.08	0.00	-2,094.08	-100.0%
10100 · Dewatering Expenses				
10110 · Dues & Subscriptions	25.00	0.00	25.00	100.0%
10115 · Dewatering Insurance	10,838.46	1,888.35	8,950.11	473.97%
10125 · Land & Building Maintenance	24,704.18	142,915.00	-118,210.82	-82.71%
10130 · Dewatering Taxes	3,000.00	0.00	3,000.00	100.0%
10135 · Dewatering Gas & Electric	6,540.07	181.68	6,358.39	3,499.77%

	Jan - Jul 22	Jan - Jul 21	\$ Change	% Change
Total 10100 - Dewatering Expenses	45,107.71	144,985.03	-99,877.32	-68.89%
10000 - Dewatering Facility - Other	41.55	0.00	41.55	100.0%
Total 10000 - Dewatering Facility	43,055.18	144,985.03	-101,929.85	-70.3%
6460.47 - Staff Telephone Allowance	320.00	40.00	280.00	700.0%
66900 - Reconciliation Discrepancies	-0.03	0.02	-0.05	-250.0%
Total Expense	269,621.31	245,575.67	24,045.64	9.79%
Net Ordinary Income	10,637,626.16	466,687.00	10,170,939.16	2,179.39%
Net Income	10,637,626.16	466,687.00	10,170,939.16	2,179.39%

08/03/22

WWIDA

Balance Sheet

As of July 31, 2022

	Jul 31, 22	Jul 31, 21
ASSETS		
Current Assets		
Checking/Savings		
200 · Cash	1,017,879.22	223,698.20
220 · Checking GFNB 0736	0.10	0.00
250 · Certificates of Deposit	-99.60	479,713.00
Total Checking/Savings	1,017,779.72	703,411.20
Accounts Receivable		
380A · Accounts Receivable	-4,575.00	2,740.44
380B · Accounts Receivable - PILOTS	11,189.94	0.01
Total Accounts Receivable	6,614.94	2,740.45
Other Current Assets		
200A · Undeposited Funds	-11,189.93	0.00
210 · Petty Cash	55.10	143.10
381 · Insurance Receivable	3,876.93	3,654.46
480 · Prepaid Insurance	4,265.03	2,335.03
Total Other Current Assets	-2,992.87	6,132.59
Total Current Assets	1,021,401.79	712,284.24
Fixed Assets		
101 · Land	1,126,948.09	1,023,649.09
102 · Land-Canalside Energy Park	10,500,000.00	0.00
104 · Machinery and Equipment	9,197.74	10,806.74
114 · Accumulated Depreciation	-9,197.99	-9,197.99
Total Fixed Assets	11,626,947.84	1,025,257.84
TOTAL ASSETS	12,648,349.63	1,737,542.08
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
600 · Accounts Payable	-353.92	26,098.57
Total Accounts Payable	-353.92	26,098.57
Other Current Liabilities		
602 · Payroll Liabilities	2,253.99	1,331.01
615 · Customers' Deposit	0.00	17,419.82
631 · Due to other governments	14,744.54	-5,143.96
Total Other Current Liabilities	16,998.53	13,606.87
Total Current Liabilities	16,644.61	39,705.44
Total Liabilities	16,644.61	39,705.44
Equity		
924 · Net Assets - Unrestricted	1,994,078.86	1,231,149.64
Net Income	10,637,626.16	466,687.00
Total Equity	12,631,705.02	1,697,836.64
TOTAL LIABILITIES & EQUITY	12,648,349.63	1,737,542.08

**BY-LAWS
OF
COUNTIES OF WARREN AND WASHINGTON
INDUSTRIAL DEVELOPMENT AGENCY**

**ARTICLE I
THE AGENCY**

Section 1. Name. The name of the Agency shall be "Counties of Warren and Washington Industrial Development Agency."

Section 2. Seal of Agency. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

Section 3. Office of Agency. The office of the Agency shall be located in the County of Washington or in the County of Warren, New York, at such place as the Agency may from time to time designate by resolution.

**ARTICLE II
OFFICERS**

Section 1. Officers. The officers of the Agency shall be a Chair, a Vice Chair, a Secretary, a Treasurer, Chief Executive Officer and Chief Financial Officer.

The positions of Secretary and Treasurer may be combined. No officer, except for the CEO, who if serving as an employee of the Agency shall receive compensation from the Agency for their services as an officer.

Section 2. Chair. The Chair shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency, the Chair shall sign all agreements,

contracts, deeds, and any other instruments of the Agency. At each meeting the Chair shall submit such recommendations and information as he may consider proper concerning the business, affairs and policies of the Agency. The Chair shall have the authority to appoint special committees when needed to carry out the Agency's business. All committees shall have members from both counties. The Chair shall be responsible for ensuring the enforcement of the policies and procedures of the Agency and shall be responsible to ensure that the directives of the Agency are carried out. The Chair shall be responsible for the oversight of the daily activities of the Chief Executive Officer, the Administrator, Executive Director and other employees of the Agency. The Chair, or his or her designee, shall be the spokesperson of the Agency.

Section 3. Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair; and in the case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Agency shall appoint a new Chair.

Section 4. Secretary. The Secretary of the Agency shall keep in safe custody the Corporate seal of the Agency and shall have the power to affix such corporate seal to all instruments and documents authorized to be executed by the Agency. When a facsimile corporate seal is authorized to be used, the Secretary of the Agency shall have the power to approve the manner and fashion of such facsimile and authorize such minor variations as are expedient to implement the process by which such facsimile is created.

Section 5. Treasurer. The Treasurer of the Agency Except as otherwise

authorized by resolution of the Board, the Treasurer of the Agency (or the Chair in his absence) shall sign all checks for the payment of money of the Agency; and shall pay out and disburse such moneys under the direction of the Board. Except as otherwise authorized by resolution of the Board, all such checks over the amount of Six Hundred Dollars shall be countersigned by the Chair or Vice Chair of the Agency.

Section 6. Chief Executive Officer. The Chief Executive Officer shall be appointed by the Chair and shall not be a Member. The Chief Executive Officer shall perform such duties as the Agency may prescribe or designate and any that are required by law.

Section 7. Chief Financial Officer. The Chief Financial Officer shall be appointed by the Chair and shall not be a Member. The Chief Financial Officer shall perform such duties as the Agency may prescribe or designate and any that are required by law.

Section 8. Additional Duties. The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the by-laws of the Agency, or by the rules and regulations of the Agency.

Section 9. Election of Officers. All officers of the Agency shall be elected at the annual meeting of the Agency from among the members of the Agency, and shall hold office for one year or until their successors are elected.

Section 10. Vacancies. Should any office become vacant, the Agency shall elect successor from among its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

ARTICLE III STAFF

Section 1. Chief Executive Officer. Under the day-to-day supervision by the Chair, the Chief Executive will be responsible for managing all aspects of the WWIDA. The CEO will make recommendations to the IDA Board, possess the ability to represent the IDA to local organizations and businesses and be a representative of economic development in Warren and Washington County through appearances locally, regionally, and nationally when necessary. The CEO will be responsible for working with the board to develop a long-term vision and direction of the board. The CEO will be responsible for marketing and outreach to businesses and individuals as well as economic organizations and agencies in Warren and Washington County. The CEO must be able to work with the WWIDA Administrator, Staff and Counsel to ensure necessary reports are filed with the NYS Authorities Budget Office, have human resources skills and the ability to work well with others.

Section 2. Administration. An Administrator may be appointed by the Agency, and shall have general supervision over the administration of the business affairs of the Agency (including compliance with all government laws, rules and regulations), subject to the direction of the Agency. The Administrator shall be charged with the management

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and business affairs of all projects of the Agency. In the alternative, the Agency may contract with another organization to provide the administration of the business affairs of the Agency (including compliance with all government laws, rules and regulations), and the management of Agency projects.

Section 32. Economic Development. An Executive Director may be appointed by the Agency. The Executive Director will be responsible for Economic Development activities of the Agency. The list of duties is as follows:

- Plan and implement the economic development activities for Warren-Washington Industrial Development Agency by proposing strategies to achieve goals and objectives set forth by the Board of Directors
- Monitor state, local and federal legislation, and regulations, especially relating to economic development to ensure compliance with regulatory requirements and be well versed in financing and grant programs
- Prepare and maintain electronic database on utilities, taxes, zoning, transportation, community services, financing tools, etc. and respond to requests for information about economic development activities or opportunities
- Assist in the creation and analysis of tax incentive financing districts, business incentive programs and cooperative economic development agreements
- Responsible for establishing, maintaining and coordinating working relationships with federal, state, county and regional agencies involved in economic development and workforce education and training
- Provide necessary public relations appearances to promote a positive image of Warren-Washington Industrial Development Agency and lead effective marketing efforts of the owned industrial parks and in other the prime locations of the County's business parks
- May include coordination of real estate services associated with business retention, expansion and relocation
- Prepares information for dissemination to potential business clients, including economic, statistical, financial, population, growth, demographic and other information
- Assist potential new businesses in site analysis, including demographic, tax, fee, development or related information

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Section 4. Personnel. The Agency may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions as prescribed by the New York State Industrial Development Agency Act, as amended, and all other laws of the State of New York applicable thereto. The selection and compensation of all personnel shall be determined by the Agency subject to the laws of the State of New York.

ARTICLE IV

MEMBERS

Section 1. The Members shall meet the following requirements:

a. All Members appointed shall not currently be or in the past two (2) years have been employed by the Agency or an affiliate in an executive capacity.

b. All Members appointed shall not currently be or in the past two (2) years have been employed by an entity that received remuneration valued at more than Fifteen Thousand Dollars (\$15,000.00) for goods and services provided to the Agency or received any form of financial assistance valued as more than Fifteen Thousand Dollars (\$15,000.00) from the Agency.

c. All Members appointed shall not be a relative of an executive officer or employee in an executive position of the Agency or an affiliate.

d. No Members appointed shall be or in the past two (2) years have been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Agency or an affiliate.

Section 2. No Member shall serve as the Chief Executive Officer, or Chief Financial Officer, or hold any other equivalent position while also serving as a Member.

Section 3. Member Responsibilities.

a. Upon the affirmative vote of the majority Members, the Members shall be responsible for ethical management and policy establishment of the Agency.

b. The Members shall be responsible for understanding, reviewing and monitoring the implementation of fundamental financial and management controls and operational decisions of the Agency.

c. Within one (1) year of his appointment to the Agency, each Member must participate in New York State approved training regarding their legal, fiduciary, financial and ethical responsibilities as a Member of the Agency. All Members must participate in continuing training as may be required to remain informed of the best practices and regulatory and statutory changes relating to effective oversight of management and financial activities of the Agency.

Section 4. Loan Prohibited. The Agency is prohibited from and the Agency shall not approve any extension or maintenance of credit, the arrangement for the extension of

credit, or the renewal; of an extension of credit in the form of a personal loan to or for any member, officer or staff. As stated in the Agency's Code of Ethics, members and officers are prohibited from accepting the same.

ARTICLE V MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Agency shall be held during the first three months of every year at the regular meeting place of the Agency. The Chair shall designate the date and time of the Annual Meeting and shall give all members written notice at least ten (10) days in advance; if mailed, the date of mailing shall be considered the date of notice for the purpose of this section.

Section 2. Regular Meetings. Regular meetings of the Agency may be held without notice at such times and places as from time to time may be determined in advance by resolution of the Agency.

Section 3. Special Meetings. The Chair of the Agency may, when he deems it desirable (and shall, upon the written request of two members of the Agency) call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency at least two days prior to the date of such meetings, or may be mailed to the business or home address of each member of the Agency at least three days prior to the date of such meeting. A Waiver of notice may be signed by any member failing to receive proper notice. At such special meeting no business shall be considered other than as designated in the call, but if all the members of the Agency are present at a special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

Section 4. Quorum. At all meetings of the Agency, six members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

Section 5. Order of Business. At the regular meetings of the Agency the following shall be the order of business:

1. Roll Call.
2. Reading and approval of the minutes of the previous meeting.
3. Bills and communications.
4. Financial Report.
5. Reports of Committees.
6. Executive Director Report
7. Unfinished business.
8. New business.
9. Adjournment.

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Agency.

Section 6. Manner of Voting. The vote of six members of the Agency shall be sufficient to pass any matter before the Agency. The voting to amend these By-laws and the voting on all matters requiring the expenditure of money, the issuance of bonds, the granting of tax breaks, affecting the rights of a person or affecting real property shall be

by a roll call vote. In the case of appointments or election of officers, the vote may be by secret ballot at the discretion of the Chair.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of all elected officers. In the event that one individual serves as both Secretary and Treasurer, the Chair shall appoint two (2) members at large, one member from each County, to serve on the Executive Committee. In the event that the offices of Secretary and Treasurer are held by different people, then the Chair shall appoint one (1) member at large to serve on the Executive Committee. The members at large shall be Members of the Agency. The Chair shall call Executive Committee meetings and shall preside at all Executive Committee meetings. The Executive Committee shall review applications for financing and other matters, and will make recommendations to the Agency on those matters. In order to achieve balance the Chair shall ensure that in case of an odd number of members from each county on the Executive Committee, the Chair shall ensure that the at large members are alternated by county on annual basis so that overall balanced representation is maintained.

Section 2. Nominating Committee. The Executive Committee shall serve as the Nominating Committee. The Nominating Committee shall make recommendations as to the officers to be elected at the Annual Meeting. Written notice of the recommendations of the Nominating Committee shall be given to each member at least ten (10) days in

advance of the Annual Meeting; if mailed, the date of mailing shall be considered the date of notice for the purpose of this section. A Waiver of Notice may be signed by any member failing to receive proper notice.

Section 3. Industrial Park Committee. The Executive Committee shall serve as the Industrial Park Committee. The Industrial Park Committee shall oversee the Agency's Industrial Park, and any expansions thereof, and shall make recommendations and reports to the Agency on a regular basis. The Industrial Park Committee shall elect its own Chair. The Industrial Park Committee shall also serve as the Board of Review called for in the Declaration of Covenants and Restrictions governing the Agency's Industrial Park.

Section 4. Audit and Finance Committee. The Chair shall appoint an Audit and Finance Committee comprised of independent members who are, to the extent practicable, familiar with corporate financial and accounting purposes. The Audit and Finance Committee is established for the purpose of providing recommendations to the Agency on the hiring of a certified independent accounting firm, establishing the compensation to be paid to the certified independent accounting firm, providing direct oversight of the performance of the independent annual audit performed by the certified independent accounting firm, and overseeing the Agency's finances. In the event that a member of the Audit and Finance Committee is unavailable, the Agency Chair shall serve as an alternate member.

Section 5. Governance Committee. The Chair shall appoint a Governance Committee comprised of independent members for the purpose of keeping the Agency informed of current best governance practices, reviewing corporate governance trends, updating the corporation's governance principles, and advising appointing authorities on the skills and experiences required of prospective Members.

ARTICLE VII

AMENDMENTS

Section 1. Amendments to By-laws. The By-laws of the Agency shall be amended only with the approval of at least a majority vote of all of the members of the Agency at a regular meeting or a special meeting; but no such amendment shall be adopted unless at least ten (10) days written notice thereof has been previously given to all members of the Agency; if mailed, the date of mailing shall be considered the date of notice for the purpose of this section. A Waiver of Notice may be signed by any member failing to receive proper notice.

By-laws Amended: as of September 25, 2006, and approved ministerial changes as of May 21, 2012 and July 18, 2016, and amended Article V, Section 4 on March 19, 2018, as amended ~~January 21~~ December 20, 2021.



250 Glen Street • PO Box 307
Glens Falls, NY 12801
(518) 793-4121 • gfnational.com

August 11, 2022

David O'Brien, Chair
Counties of Warren and
Washington Industrial Development Agency
5 Warren Street
Glens Falls, N.Y. 12801

Dear David:

I am pleased to inform you that Glens Falls National Bank and Trust Company (the "Bank") has approved your request for financing as indicated below.

The credit facility will include the basic terms and conditions set forth below. The following terms and conditions are not intended to be exhaustive, since final documentation of the credit facilities will require further discussions and approval by the Bank and Borrower's legal counsel.

GENERAL TERMS

Borrower: Counties of Warren and Washington Industrial Development Agency

Guarantors: None

Purpose: Pay past due real estate taxes on real estate in Fort Edward, N.Y.

Amount: Up to \$600,000 commercial time note

Rate: A variable rate of interest equal to the Highest Wall Street Journal Prime Rate plus 1.00%. The interest rate shall increase or decrease accordingly, on the first day of the month following a change in the Prime Rate.

The Wall Street Journal's Prime Rate is defined as the highest prime rate as published in the Wall Street Journal on the last day of each calendar month. Each change in the interest rate on the Credit Line Note shall take effect on the first day of the month following said change in the Wall Street Journal's Prime Rate.

Term: 3 Months, with one 3 month extension

Commitment Fee: A non-refundable commitment fee of \$4,500 will be due and payable upon acceptance of this commitment.

Application Fee: A non-refundable application fee of \$3,000 will be due and payable upon acceptance of this commitment and to be applied towards closing costs. (Satisfied)

Payments: Monthly interest only payments for the first 3 months followed by a final payment of interest and principal in an amount sufficient to pay the loan in full at maturity or upon IDA receipt of payment from CHPE. Interest shall be computed on the basis of a year consisting of 360 days and paid for actual days elapsed.

ACH Transfer: Throughout the term of the Loan, Borrower agrees to make payments to the Bank by automatic transfer and/or debit through the automated clearinghouse funds ("ACH") system. At closing Borrower will execute and deliver the Bank's standard ACH form for the Loan.

Collateral: An Unfiled Mortgage and Negative Pledge on the real property located at Lock 8 Way, Fort Edward, New York. Tax Map Number's 163-2-20.1 and 163.15-1-4.

An unfiled Assignment of Rents and Leases associated with the property: An assignment of all the Borrower's right, title and interest in and to all leases now or hereafter in existence, together with all rents to be paid thereunder.

A first security interest in all Borrower's assets, fixtures, equipment, leasehold improvements, chattel paper and articles of personal property located at or used in the operation of the subject real property whether now owned or hereafter acquired.

**Prepayment
Penalty:** None.

Late Payments: Payments made after ten (10) days from the due date shall be subject to a \$25 late charge. In the event of a default (as defined in the loan documents), the interest rate shall be increased to 16% per annum during the period of default.

OTHER TERMS AND CONDITIONS

**Financial
Conditions:** None.

Conditions: Receipt of "financial commitments" from Blackstone will be provided to the Bank to the extent practicable prior to closing.

Receipt and satisfactory review of a borrowing resolution from the borrower authorizing the proposed borrowing and listing the individual(s) authorized to sign the loan documents prior to closing.

Copy of organizational documents prior to closing

A satisfactory stub search of the property prior to closing

Fees associated with the filing of the mortgage will be collected at closing and held in escrow, to be returned upon completion of the project.

The Borrower will maintain a primary deposit account with the Bank for the term of the loan.

No additional liens or encumbrances are to be placed on the collateral, unless with the express written consent by the Bank.

The Bank reserves the right to establish an escrow account for real estate taxes and insurance.

Ownership in any of the properties referenced herein may be transferred only with the Bank's written approval.

Shareholder/Membership interests in the borrower or guarantors will not change, through merger, sale or otherwise, without written consent of the Bank.

Subject to other terms, covenants and conditions to be determined by Bank.

Commitment Letter
Counties of warren and Washington
Industrial Development Agency

Adverse

Change:

The Bank may terminate this Commitment if, except as may be otherwise provided herein, (a) the loan, or any other feature of the loan transaction has been or is misrepresented by Borrower in the loan application, or otherwise (b) any material adverse change shall occur with respect to the premises, the improvements, Borrower, any guarantor or indemnitor, or any other person or entity (including lessees) connected with the loan or any collateral for the loan or other source of repayment of the loan at any time prior to the closing of this loan, (c) any part of the premises shall have been taken in condemnation or other like proceeding, or any such proceeding is pending at the time of closing, or (d) Borrower, any guarantor or indemnitor, or any other person or entity (including lessees) connected with the loan or any collateral for the loan or other source of repayment of the loan shall be insolvent or involved in any arrangement, bankruptcy, reorganization or insolvency proceeding.

Expenses:

Borrower will pay all reasonable fees and expenses associated with the credit arrangement, including but not limited to UCC filing fees. If the credit arrangement does not close for any reason other than an action taken by the Bank in bad faith, the Borrower will pay any reasonable fees and expenses already incurred.

Survival of

Commitment:

The terms of this Commitment survive the closing of the loan and the execution and delivery of the Loan Documents. In the event of any inconsistency or conflict between any provisions of this Commitment and other Loan Documents, the provisions of the other Loan Documents prevail and apply.

Confidentiality: The terms of this Commitment may not be disclosed to any other party without the prior written consent of the Bank in each instance.

This Commitment is conditioned on the closing of the loan not later than 60 days from the date hereof, and the obligation of the Bank to close the loan terminates on that date. In no event shall the Bank be required to close the loan after such date, nor will the Bank be obligated to refund any fees paid pursuant to this Commitment.

If you are in agreement with the terms outlined above, please sign and return this letter to me within ten (10) days from the date hereof after which this Commitment shall be considered withdrawn and shall be of no further force and effect. A copy is enclosed for your file.

Commitment Letter
Counties of warren and Washington
Industrial Development Agency

Thank you for utilizing Glens Falls National Bank and Trust Company for your financing needs. Should you have any questions or comments, please feel free to contact your closing coordinator, Connie Colvin at 518-415-4467 or ccolvin@arrowbank.com.

Sincerely,

Mark B. Galough

Mark B. Galough
Vice President

AGREED AND ACCEPTED:
Borrower: Counties of Warren and
Washington Industrial Development Agency

By: Authorized Signer

Title _____

Date _____

Please indicate below if you are being represented by an attorney for this transaction by including their name and contact information.

Attorney's name: _____

Telephone #: _____

cc: Ed Fitzgerald, GFNB Counsel

Counties of Warren and Washington Industrial Development Agency

Resolution No. _____
Adopted August 15, 2022

Introduced by _____
who moved its adoption.

Seconded by _____

**RESOLUTION SUPPLEMENTING THE PRELIMINARY INDUCEMENTS
RESOLUTION CONCERNING THE MORCON, INC. (THE "COMPANY") PROJECT**

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, Morcon, Inc., a business corporation established pursuant to the laws of the State of New York, having an address of 62 Owl Kill Road, Eagle Bridge, New York 12057 (the "Company") has requested that the Agency provide financial assistance in the form of a partial real property tax abatement, a mortgage recording tax exemption and a sales tax abatement regarding a certain project (the "Project") to consist of: (A)(1) the acquisition of an interest or interests in a parcel of land located at 62 Owl Kill Road, in the Town of Cambridge, Washington County, New York (the "Land"), together with the existing building located on the Land and known as the Morcon, Inc. Corporate Headquarters and Manufacturing Site (the "Facility"); (2) the reconstruction and renovation of the Facility in three phases including (a) the construction of an approximately 40,000 square foot expansion for material storage and distribution at the Facility (the "First Expansion"), (b) the construction of an approximately 15,000 square foot expansion for reshoring of paper production at the Facility (the "Second Expansion," and collectively with the First Expansion, the "Expansions"), and (c) the installation of an updated sprinkler system and water storage system to service the completed Facility and Expansions (the "Water System," and collectively with the Expansions, the "Additions"), and (3) the acquisition and installation thereon and therein of various machinery and equipment (the "Equipment") (the Land, the Facility, the Equipment and the Additions hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute, when complete, a manufacturing facility containing approximately 70,000 square feet of space to be owned and operated by the Company for the purpose of converting towel, tissue, and napkin products and other directly or indirectly related activities; (B) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including exemption from certain sales taxes, deed transfer taxes, mortgage recording taxes and real property taxes (collectively with the Obligations, the "Financial Assistance"); and (C) the entering into a 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, on July 18, 2022, the Agency adopted a preliminary inducement resolution (the "Inducement Resolution") authorizing the Project following full compliance with the "State Environmental Quality Review Act" or "SEQRA"); and

WHEREAS, the Agency conducted a public hearing on August 11, 2022 pursuant to Article 18-A of the New York State General Municipal Law (the "Law") before taking official action relating to the Project; and

WHEREAS, the Agency desire to supplement the Inducement Resolution to specify the Financial Assistance, as defined in the Inducement Resolution, being granted to the Company upon satisfaction of the conditions set forth therein.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. The Agency hereby supplements and amends Section 2(E) as follows:

"(E) provide the Financial Assistance with respect to the Project, in accordance with the Agency's uniform tax exemption policy, including (1) exemption from mortgage recording taxes with respect to qualifying mortgage and documents recorded by the Agency with respect to the Project in the office of the County Clerk of Washington County, New York in the estimated amount of \$118,750.00, based on an estimated mortgage amount of \$9,500,000.00; (2) exemption from sales tax relating to the acquisition, reconstruction, renovation and installation of the Project Facility in an amount not to exceed \$743,750.00, based on eligible Project costs of \$10,625,000.00; (3) exemption from deed transfer taxes on real estate transfers to and from the Agency with respect to the Project; and (4) exemption from real estate taxes (but not including assessments and special ad valorem levies) relating to the Project Facility, subject to the obligation of the Company to make payment in lieu of taxes ("PILOT") with respect to the Project Facility based on a PILOT schedule having a term of 10 years with a 100% exemption of real property taxes on the value of the improvements for years 1 through 5 and a 50% exemption of real property taxes on the value of the improvements for years 6 through 10 and an estimated real property tax benefit of \$2,858,480."

SECTION 2. This resolution shall take effect immediately.

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

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

This is to certify that I, Alie Weaver, 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 ____ day of _____, 2022.

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 ____ day of _____, 2022.

[SEAL]

Alie Weaver
Counties of Warren and Washington
Industrial Development Agency

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

The undersigned, as the Secretary of the Counties of Warren and Washington Industrial Development Agency (the "Agency"), a public benefit corporation organized and existing pursuant to the laws of the State of New York, hereby certifies as follows:

1. Attached hereto as **Exhibit "A"** is a true and correct copy of the resolutions adopted by the Agency at a duly held meeting of the Agency (the "Resolutions"), which Resolutions have not been amended, modified, repealed or rescinded and remain in full force and effect.
2. Attached hereto as **Exhibit "B"** is a true and correct copy of Chapter 862 of the Laws of 1971 of the State of New York; Section 890-c of the General Municipal Law.
3. Attached hereto as **Exhibit "C"** is a true and correct copy of the Bylaws of the Agency as amended through the date hereof.
4. No proceeding for the liquidation or dissolution of the Agency has been commenced or to my knowledge threatened.
5. David O'Brien, Chairman is authorized to execute documents, instruments and certificates in furtherance of the purposes of the Resolutions.

Signed as of August ___, 2022

_____, Secretary

EXHIBIT "A"
RESOLUTION

Adopted August 15, 2022

Introduced by _____
who moved its adoption.

Seconded by _____

WHEREAS, the Agency is the owner of real property located at Tow Path Lane and 470 Lock 8 Way in the Town of Fort Edward, County of Washington, State of New York and being tax map parcel numbers 163.15-1-4 and 163.-2-20.1, respectively (the "Property"); and

WHEREAS, the Property is subject to a real property tax lien in the estimated amount of \$1,218,554.00; and

WHEREAS, the Agency has the authority pursuant to General Municipal Law section 858 to borrow funds to further its purposes in advancing the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency has determined that it is in the best interests of the Agency and the residents of the Counties of Warren and Washington to satisfy this lien to preserve the Agency's rights and ownership to the Property to further its purposes; and

WHEREAS, the Agency has received and reviewed a Preliminary Term Sheet dated July 13, 2022 from Glens Falls National Bank and Trust Company offering the Agency a non-revolving Time Note in an amount not to exceed \$600,000.00 for the purpose of paying the outstanding real property tax lien on the Property, upon the terms and conditions set forth therein, a copy of which is attached hereto and incorporated herein by reference.

NOW, THEREFORE, BE IT

RESOLVED, that the Counties of Warren and Washington Industrial Development Agency (the "Agency") makes, executes and delivers to Glens Falls National Bank & Trust Agency (the "Lender"), at this time and from time to time hereafter, any and all notes and/or other instruments as are necessary to evidence any loan, extensions of credit or other financial accommodations as set forth in the Lender's Commitment Letter dated August 11, 2022 in a loan amount not to exceed \$600,000.00 and to be secured by an unfiled mortgage on the Property; and it is

RESOLVED FURTHER, that to accomplish the foregoing, David O'Brien, Chairman of the Agency (an "Authorized Signatory") be, and hereby is, authorized and directed:

1. to make, execute and deliver for, and on behalf of, the Agency any such agreement or agreements, and such other instruments, documents and papers (without limitation) security agreements, mortgages, guarantees, pledges, assignments and other instruments for the transfer of title, in such form or forms, and containing such terms, provisions and conditions as may be approved by such Authorized Signatory as an officer of the Agency executing the same, the execution to be conclusive evidence of the Authorized Signatory's approval and the approval of the undersigned members; and

2. to perform any and all other acts, including (without limitation) the delivery of collateral, and other papers which may be required to carry into effect the intent of these Resolutions and/or such agreement(s) made and/or instruments, documents and papers so executed; and it is

RESOLVED FURTHER, that any and all acts, instruments and other writings heretofore or hereafter performed and/or executed and delivered by an Authorized Signatory, pursuant to the several foregoing Resolutions, for and on behalf and in the name of the Agency, in connection with the transactions contemplated thereby, be, and the same hereby are, in all respects ratified, affirmed and approved; and it is

RESOLVED FURTHER, that the foregoing resolutions shall remain in full force and effect and may be relied upon by the Lender until a copy of a subsequent resolution or resolutions revoking or amending the same, duly certified by the proper officers of the Agency, shall be delivered to a principal officer of the Lender, and any action taken by the Lender prior to the actual receipt of such resolution or resolutions by the Lender shall be binding on the Agency irrespective of when such resolution or resolutions may have been adopted.

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

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

This is to certify that I, Alie Weaver, 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 ____ day of August, 2022.

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 ____ day of _____, 2022.

Alie Weaver
Counties of Warren and Washington
Industrial Development Agency

{Seal}

EXHIBIT "B"

CHAPTER 862 OF THE LAWS OF 1971

EXHIBIT "C"

BYLAWS

WWIDA CHPE Areas

Legend

Feeder Canal Trail, Township Parking Area

Grain Elevator

WWIDA CHPE Area 6 (6.0 Acres)

WWIDA CHPE Area 7

WWIDA CHPE Area 5

30,000 CY Fill Pile

WWIDA CPHE Area 1 (4.3 Acres)

SMS Rail Office Trailer

WWIDA CHPE Area 4 (1.5 Acres) - WWIDA CHPE Area 2 (0.7 Acre) - WWIDA Security Gate

WWIDA CHPE Area 3 (0.45 Acre)

Google Earth

800 ft

East St

**Ion COUNTIES OF WARREN AND WASHINGTON
INDUSTRIAL DEVELOPMENT AGENCY (WWIDA)**

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

Telephone/Fax (518) 792-1312
website: www.warren-washingtonida.com

1. Salary at a per annum rate of \$125,000
2. Health and Dental Insurance with a split of 80% to be paid by the agency and 20% by the individual. This will be reviewed with you to ensure the appropriate coverage.
3. A car allowance of \$ 500 per month
4. Personal time off totaling 240 hours per year and will be used in accordance with the Agency's Personal Time Off Policy