

2023 IDA/CDC Resolutions 14-23 through 23-26

14-23 Approval of Native Development Application

15-23 Approval of Prospect Mountain Venture, LLC. Mortgage Increase

16-23 Approval of Airport Industrial Park Lots to Mr. Colomb

17-23 Approval of Yankee Marine Group LLC Sales Tax Extension

18-23 Approval of Lead Agency Declaration for Canalside Energy Park

19-23 Approval of Native Development Project

20-23 Approval of ICC 4 West Main LLC Project Termination

21-23 Acceptance of CDC \$600,000 Grant

22-23 Approval of Intermunicipal Agreement

23-23 Approval of CDC Granting IDA \$600,000

23-24 Approval of Yankee Marine Group LLC Sales Tax Extension

23-25 Approval of Remarket Agent for Hiland Meadows Bonds

23-26 Approval of 78-80 Main Street LLC Sales Tax Increase and Extension

11-20-23 Approval of Canalside Negative Declaration

Adopted July 17, 2023  
Resolution 14-23

Introduced by Mr. Bruno  
who moved its adoption.

Seconded by Mr. Caimano

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

WHEREAS, Native Development Associates LLC, a limited liability company established pursuant to the laws of the State of New York, having an address of 8 Lupine Lane, Wilton, New York (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 manufacturing project (the "Project") to consist of: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 32 Native Drive in the Town of Queensbury, County of Warren, New York and being known as tax map parcel number 308.20-1-9.22 (the "Land"); (ii) the planning, design, construction and maintenance by the Company of an approximately 25,000 square foot facility to be leased to Specialty Sales LLC to operate the facility to manufacture and install footbath systems and supply proprietary reagents/solutions to commercial dairies in the Northeast (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, Section 859-a of the Act requires that prior to granting financial assistance of more than \$100,000.00 to any project, an Agency must (i) adopt a resolution describing the project and the financial assistance contemplated by the Agency with respect thereto, and (ii) hold a public hearing in the city, town or village where the project proposes to locate upon at least ten (10) days published notice and, at the same time, provide notice of such hearing to the Chief Executive Officer of each affected taxing jurisdiction within which the project is located; and

WHEREAS, the Agency is in the process of reviewing and considering the Company's Application requesting the Agency to provide financial assistance for the proposed Project (collectively the "Financial Assistance") in the form of (i) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in and incorporated into the Facility or used in the acquisition, construction or equipping of the Facility, (ii) an exemption for mortgage recording tax on eligible mortgages and (iii) a partial real property tax abatement through a payment in lieu of tax agreement (the "PILOT Agreement"), pursuant to which the Company would make payments in lieu of real property taxes to each affected tax jurisdiction (the "Affected Tax Jurisdictions"), all of which shall be consistent with the uniform tax exemption policy of the Agency; and

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

**NOW, THEREFORE, BE IT RESOLVED:**

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

- (a) Pursuant to the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and
- (b) The Agency has the authority to take the actions contemplated herein under the Act; and
- (c) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Warren and Washington Counties, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and
- (d) The Project will not result in the removal of a commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company; and
- (e) The Project is not considered to be a retail project as customers generally visit the project site for sales of goods or services.

2. The proposed financial assistance being contemplated by the Agency includes (i) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included within the Project or used in the acquisition, construction or equipping of the Project in the estimated amount of \$92,000.00 based on purchases in the amount of \$1,314,285.00; (ii) an exemption from mortgage recording tax for qualifying mortgages in the estimated amount of \$33,750.00 based on mortgages in the approximate amount of \$2,700,000.00; and (iii) a partial real property tax abatement through a PILOT Agreement, pursuant to which the Company would make payments in lieu of real property taxes to the Affected Tax Jurisdictions, for a term of 10 years with an 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. The PILOT has an estimated value of \$482,656.00, based on current figures and calculations prepared by the Agency. The estimated total project cost is \$3,631,207.00.

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

4. The Agency is hereby authorized to schedule and conduct a public hearing pursuant to Article 18-A of the General Municipal Law and at a date and time determined by the Chairman. The Agency hereby further authorizes the posting and publication of a Notice of Public Hearing for the Project in accordance with the Act and the Agency's policies and procedures.

Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson	x			
Ginny Sullivan			x	
Mike Wild	x			
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano	x			
Dave O'Brien			x	
Total	7	0	2	1

5. This resolution shall take effect immediately.

The foregoing resolution 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 17th day of July 2023.

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 17<sup>th</sup> day of July 2023.



Alie Weaver  
 Counties of Warren and Washington  
 Industrial Development Agency

[SEAL]

Adopted August 14, 2023  
Resolution 15-23

Introduced by Craig Leggett  
who moved its adoption.

Seconded by Dan Bruno

**RESOLUTION APPROVING OF AN ADDITIONAL MORTGAGE RECORDING TAX EXEMPTION  
FOR THE PROSPECT MOUNTAIN VENTURES LLC PROJECT**

WHEREAS, Prospect Mountain Ventures LLC (the “Company”), having an address of 18 State Route 149, Lake George, New York, is a limited liability company created pursuant to the Laws of the State of New York, and

WHEREAS, the Agency, on behalf of the Company, has undertaken a tourist destination project (the “Project”) consisting of (i) the acquisition by the Agency of a leasehold interest in certain real property located at 2200 State Route 9 in the Town of Lake George, County of Warren, New York (the “Land”); (ii) the planning, design, renovation, operation and maintenance by the Company of an approximately 50,000+/- square foot facility to be used by the Company as a boat showroom, boat storage 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, under the “Act”, the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project; and

WHEREAS, the Agency and the Company entered into a Lease Agreement and related documents all dated as of October 27, 2022 in regard to the Project and the Company is not in default of any of the terms thereof; and

WHEREAS, the Company is obtaining an additional loan from TD Bank in the amount of \$1,500,000 to complete the Project and is seeking an exemption from the mortgage recording tax; and

WHEREAS, the Company advises that the total project cost has increased to \$4,800,000 (from \$4,500,000); and

WHEREAS, the Agency has reviewed information needed to make a determination regarding the request of the Company.

NOW, THEREFORE, BE IT RESOLVED:

1. That it is in the best interest of the Agency for the Project to be completed; and
2. That the Agency, in accordance with its Uniform Tax Exemption Policy, hereby approves the mortgage recording tax exemption in an estimated amount of \$18,750.

3. That the Agency shall require the Company to pay for any legal fees or expenses incurred as a result of the granting of the request approved herein, including but not limited to any additional administrative fee that shall become due as a result of the increase of the total project cost; and

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

5. That this resolution shall take effect immediately.

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

Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson	x			
Ginny Sullivan	x			
Mark Smith				x
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano	x			
Dave O'Brien	x			
Total	8	0	0	2

The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Alie Weaver, Office Administrator 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 14th day of August 2023.

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 the 14th day of August 2023.



Alie Weaver  
Counties of Warren and Washington  
Industrial Development Agency

[SEAL]

Resolution No. 16-23  
Adopted September 18, 2023

Introduced by Mr. Dan Bruno  
who moved its adoption

Seconded by Mr. Mark Smith

**RESOLUTION OF THE COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT AGENCY APPROVING AND AUTHORIZING SALE OF PROPERTY**

**WHEREAS**, the Counties of Warren and Washington Industrial Development Agency (the "Agency") owns certain property in the Town of Kingsbury as shown on a Subdivision Plat entitled "Phase IIB & Phase II" Development, Warren-Washington Counties Industrial Park" made by Jarrett-Martin Engineers, PLLC, Van Dusen & Steves, Surveyors, dated January, 2006, and last revised on April 20, 2007, a copy of which was filed in the Washington County Clerk's Office on May 1, 2007, Drawer 31C-134 (the "Map"); and

**WHEREAS**, Daniel Colomb or his assigns, desires to purchase from the Agency the following Lots as shown on said Map (collectively referred to as the "Property"):

Lot #21	137.-2-1.22	6.6 acres	Ferguson Lane
Lot #22	137.-2-1.23	4.91 acres	Ferguson Lane
Lot #23	137.-2-1.24	2.3 acres	Ferguson Lane
Lot #24	137.-2-1.25	2.33 acres	Ferguson Lane
	137.-2-1.36	8.9 acres	Ferguson Lane

**WHEREAS**, pursuant to section 6(c) of the Agency's Disposition of Property Guidelines, the Property may be sold by negotiation if the disposal is intended to further the economic development interests of the Agency; and

**WHEREAS**, an appraisal was prepared for the parcels and said appraisal provided a fair market value of the parcels at Twenty Thousand Dollars (\$20,000.00); and

**WHEREAS**, after due deliberation thereon, the Agency has determined that the disposal of the Property at less than fair market value intends to further the economic development interests of the Agency, whereby (a) the Property has been on the market for over a decade with no meaningful interested purchasers and (b) the sale of the Property will return the Property to the tax rolls; and

**WHEREAS**, based on the foregoing, the Agency has determined that the sale of said Property, located in the Agency's Airport Industrial Park is in the economic development interests of the Counties of Warren and Washington and the Town of Kingsbury, is in accord with the public provisions of applicable federal, state and local laws and the Agency's Disposition of Property Guidelines, and will benefit the welfare and the economies of both Warren and Washington Counties and the Town of Kingsbury and the residents of those municipalities; and

**WHEREAS**, the Company intends to use the Property for agricultural purposes.

**NOW, THEREFORE**, it is hereby

**RESOLVED**, that the sale of the Property by the Agency constitutes a Type II action under the State Environmental Quality Review Act ("SEQRA") pursuant to the Type II List adopted by the Agency on March 17, 2003; therefore, no further SEQRA review is necessary.

**RESOLVED**, that:

1. The Agency agrees to sell the Property described above, consisting of approximately 25.05 acres of land on Ferguson Lane in the Town of Kingsbury, County of Washington to Daniel Colomb or his assigns (the "Purchaser") for the sum of Ten Thousand Dollars (\$10,000.00), for agricultural purposes, subject to the Purchaser's execution of a purchase and sale contract, and any addendums, for the Property; and it is further resolved that:

2. The Developer shall reimburse the Agency for its costs and expenses associated with the sale, inclusive of legal fees.

**RESOLVED**, that after due deliberation thereon and based on other similar uses in the Park and the proposed use of the property is compatible with other properties in the Park and the adjoining properties.

**RESOLVED**, that the Chairman, or Vice Chairman in his absence, is authorized to execute and deliver a contract of sale, license agreement, deed, and other such documents as will incorporate the terms set forth above, subject to the approval of the Agency's legal counsel as to form and content.

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

Member	Yes	No	Abstain	Absent
Craig Leggett		x		
Brian Campbell	x			
Tim Robinson				x
Ginny Sullivan	x			
Mark Smith	x			
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano				x
Dave O'Brien	x			
Total	6	1	0	3

The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Alie Weaver, Office Administrator for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 18th day of September 2023.

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 the 9th day of September 2023.

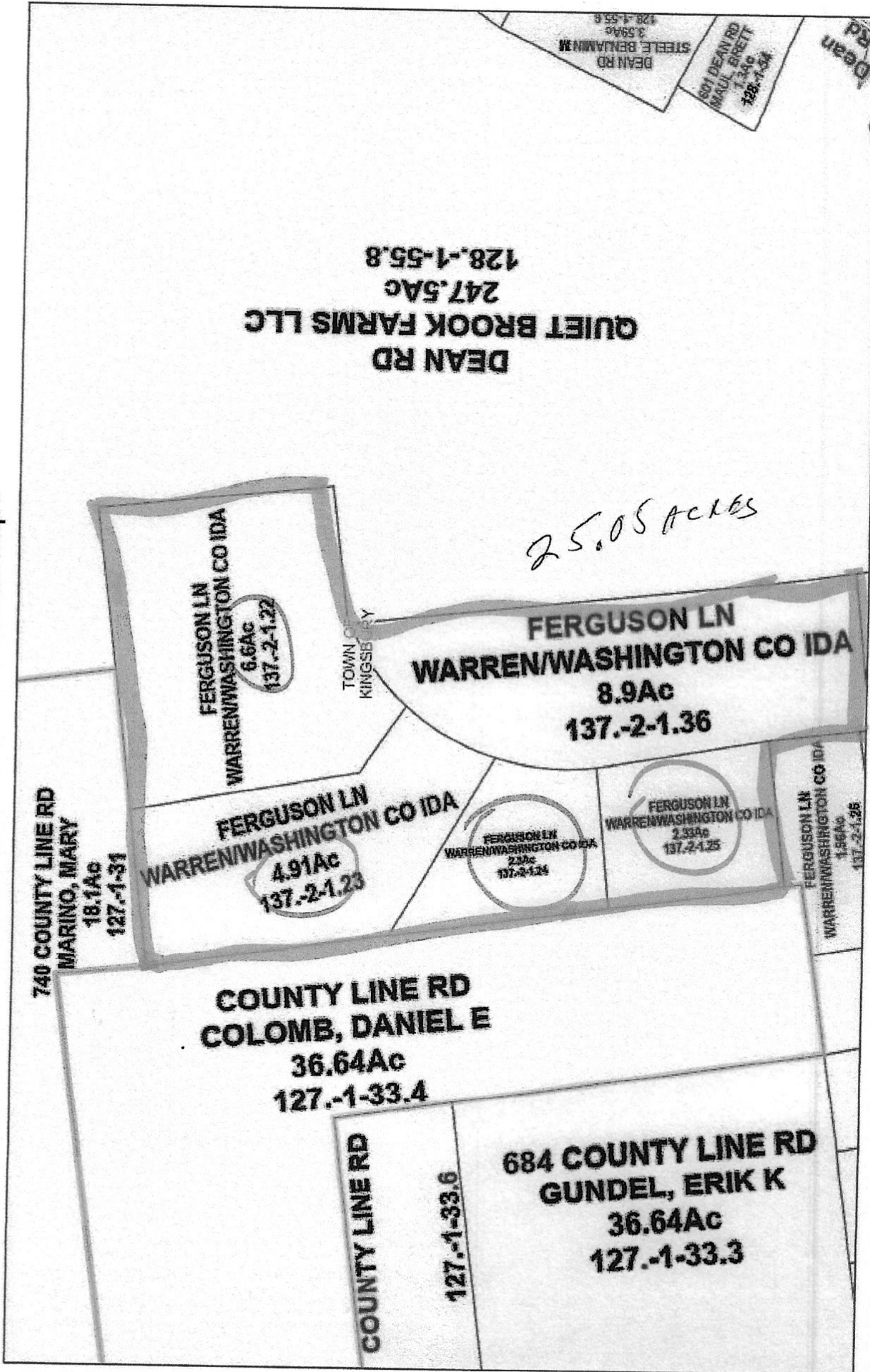


Alie Weaver  
Counties of Warren and Washington  
Industrial Development Agency



[SEAL]

Letter ANSI A Landscape



September 15, 2023



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**Counties of Warren and Washington Industrial Development Agency**

Resolution No. 17-23  
Adopted September 18, 2023

Introduced by Mr. Brian Campbell  
who moved its adoption.

Seconded by Mr. Craig Leggett

**RESOLUTION TAKING ACTION EXTENDING THE PROJECT COMPLETION DATE AND  
AUTHORIZATION FOR SALES TAX EXEMPTION TO YANKEE MARINE GROUP LLC, AS  
AGENT OF THE AGENCY, FOR THE PURPOSE OF CONSTRUCTING AND EQUIPPING THE  
PROJECT FACILITY**

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, Yankee Marine Group LLC (the “Company”), having an address of 3578 Lake Shore Drive, Lake George, New York is a limited liability company established pursuant to the laws of the State of New York; and

WHEREAS, the Agency, on behalf of the Company, has undertaken an industrial development project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 2217 Route 9N in the Town of Lake George, County of Warren, New York and being known as tax map parcel number 277.01-1-3 (the “Land”); (ii) the planning, design, construction, operation and maintenance by the Company of two (2) 100’ x 110’ rack storage buildings for the purpose of storing up to 160 boats indoors and an additional 110 boats in an outdoor area (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, under the “Act”, the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project; and

WHEREAS, by resolution duly adopted May 17, 2023, the Agency named the Company agent for the Agency to undertake and develop the Project; and issued an IDA Appointment of Project Operator or Agent (ST-60) and its Letter of Authorization for Sales Tax Exemption to the Company (the “Exemption” Letter); and

WHEREAS, said IDA Appointment of Project Operator or Agent ST-60 and Exemption Letter will expire on October 31, 2023; which is the original anticipated date for completion of construction; and

WHEREAS, the commencement of the construction of the project was delayed and the Company has requested that the Agency extend its authorization for sales tax exemption until the completion of construction or December 31, 2023, whichever date is earlier; and

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

NOW, THEREFORE BE IT RESOLVED:

1. That it is in the best interest of the Agency to complete the Project as described above; and
2. That the Agency hereby authorizes the extension of the completion date of the project and sales tax exemption for Yankee Marine Group LLC and all duly appointed third party agents to the earlier of (i) December 31, 2023, (ii) the completion of construction or (iii) the termination or suspension of this authorization to extend the sales tax exemption and authorizes that the extension be properly filed with the NYS Department of Taxation and Finance; and
3. That the Agency hereby approves of the amendments to any of the closing documents to effectuate this extension, as may be required and applicable; and
4. That the Agency hereby authorizes the Chairman to execute any and all documentation necessary to effectuate the terms of this resolution; and
5. That the Agency shall require the Company to pay for any legal fees or expenses incurred as a result of the granting of said extension; and
6. That this resolution shall take effect immediately.

Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson				x
Ginny Sullivan	x			
Mark Smith	x			
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano				x
Dave O'Brien	x			
Total	7	0	0	3

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   18   day of   September  , 2023.

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   18   day of   September  , 2023.



Alie Weaver  
Counties of Warren and Washington  
Industrial Development Agency

[SEAL]

**Counties of Warren and Washington Industrial Development Agency**

**Resolution 18-23**

**Adopted September 18, 2023**

**Introduced by Mr. Craig Leggett, who moved its adoption.**

**Seconded by Mr. Dan Bruno**

**COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT AGENCY (WWIDA) REQUEST TO ESTABLISH LEAD AGENCY STATUS FOR THE STATE ENVIRONMENTAL QUALITY REVIEW ACT FOR THE CANALSIDE ENERGY PARK – UTILITY IMPROVEMENTS**

WHEREAS, the WWIDA is working to advance the repurposing of the Canalside Energy Park located in the Town and Village of Fort Edward; and

WHEREAS, engineering plans have been advanced for planned utility improvements and the utility improvements include the extension of water and sewer services to the project site; and

WHEREAS, the Lake Champlain-Lake George Regional Planning Board is assisting the WWIDA to secure funding for the utility improvement from Empire State Development through the FAST NY Shovel Ready Program; and

WHEREAS, a Full Environmental Assessment Form has been prepared for the Canalside Energy Park Utility Improvements which provides a comprehensive evaluation of the possible environmental impacts of the project consistent with the requirements of the State Environmental Quality Review Act (SEQRA); and

WHEREAS, the WWIDA has reviewed the Part I Long Form Environmental Assessment Form (EAF) and determines the project to be an Unlisted Action, and desires to serve as SEQRA Lead Agency for the purpose of conducting a Coordinated Review.

NOW THEREFORE BE IT RESOLVED that the WWIDA requests SEQRA Lead Agency Status and authorized and directs the distribution of the Full EAF, the Lead Agency Notice, and accompanying materials to all involved and interested agencies, as presented at this meeting.

Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson				x
Ginny Sullivan	x			
Mark Smith	x			
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano				x
Dave O'Brien	x			
Total	7	0	0	3

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

This is to certify that I, Alie Weaver, Office Administrator for the Counties of Warren and Washington Industrial Development Agency, do hereby certify that the foregoing is a true and correct copy and the whole thereof of a Resolution duly adopted by the Counties of Warren and Washington Industrial Development Agency, Glens Falls, New York on the 18th day of September 2023.

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 the 18th day of September 2023.

*Alie Weaver*

\_\_\_\_\_  
Alie Weaver  
Counties of Warren and Washington  
Industrial Development Agency

[SEAL]

**Counties of Warren and Washington Industrial Development Agency**

Resolution No. 19-23  
Adopted October 4, 2023

Introduced by Mr. Nick Caimano  
who moved its adoption.

Seconded by Mr. Dan Bruno

**RESOLUTION TAKING ACTION TOWARD UNDERTAKING A CERTAIN PROJECT,  
AS DEFINED HEREIN, APPOINTING NATIVE DEVELOPMENT ASSOCIATES LLC  
(THE "COMPANY"), AS AGENT OF THE AGENCY FOR THE PURPOSE OF  
CONSTRUCTING AND EQUIPPING THE PROJECT FACILITY (AS DEFINED  
HEREIN) AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PROJECT  
AGREEMENT AND LEASE AGREEMENT AND RELATED DOCUMENTS, BY AND  
BETWEEN THE AGENCY AND THE COMPANY**

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, Native Development Associates LLC, a limited liability company established pursuant to the laws of the State of New York, having an address of 8 Lupine Lane, Wilton, New York (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 manufacturing project (the "Project") to consist of: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 32 Native Drive in the Town of Queensbury, County of Warren, New York and being known as tax map parcel number 308.20-1-9.22 (the "Land"); (ii) the planning, design, construction and maintenance by the Company of an approximately 25,000 square foot facility to be leased to Specialty Sales LLC to operate the facility to manufacture and install footbath systems and supply proprietary reagents/solutions to commercial dairies in the Northeast (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, under Article 18-A of the General Municipal Law (the "Act"), the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project, as the Act authorizes the Agency to promote, develop, encourage and assists projects such as this

Project and to advance job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

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

WHEREAS, the Company has agreed to indemnify the Agency against certain losses, claims, expenses, damages and liabilities which may arise in connection with the transactions contemplated by the lease of the Facility; and

WHEREAS, a lease agreement (the "Lease Agreement") with respect to the Project, along with certain financing documents, will be executed by and between the Company and the Agency; and

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

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

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

WHEREAS, the Agency conducted a public hearing on August 14, 2023 pursuant to Article 18-A of the New York State General Municipal Law (the "Law") before taking official action relating to the Project.

NOW, THEREFORE, BE IT RESOLVED:

SECTION 1. Findings. The Agency has reviewed the application 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 improve their standard of living; and (ii) will not result in the removal of an industrial or manufacturing plant of the Company from one area of the State to another area of the State 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;

(D) It is in the public interest for the Agency to undertake this commercial Project on behalf of the Company as this Project will promote employment opportunities and will prevent economic deterioration in the area. The Agency hereby makes this determination concerning the Project due to the Findings Statements, a copy of which is incorporated herein and attached hereto by reference;

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

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

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

(H) The Project is a "Unlisted Action" under SEQRA for which the Town of Queensbury Planning Board (the "Planning Board") has acted as lead agency. On or about September 19, 2023, the Planning Board reviewed the Project Site Plan Application submitted on behalf of the Company and approved said Site Plan, and issued its Negative Declaration finding that the Project will not have a significant impact on the environment; and (ii) the Agency has thoroughly reviewed the environmental assessment form, negative declaration and related supporting information presented to the Agency within the Company's Application for Assistance in order to determine whether the Project might have any potential significant adverse impacts upon the environment. After conducting this review, the Agency has determined that the acquisition, construction and equipping of the Project Facility are consistent with social, economic and other essential considerations and will not result in any significant adverse impacts on the environment. The Agency hereby ratifies the findings and Negative Declaration of the Town of Queensbury Planning Board. In doing so, the Agency satisfies the requirements of Part 617 of Title 6 of the New York Code of Rules and Regulations and no further SEQRA review is required for the Project; and

(I) This section is intentionally left blank.

(J) The Agency further determines that the Project will consist of a private investment of approximately \$3,631,207.00 and the Agency hereby determines this to be a Material Term, as defined in the Agency's Recapture of Benefits Policy, as amended from time to time, for the purposes of monitoring in accordance with the policies and procedures of the Agency; and

(K) Undertaking the Project will lead to the creation of eight (8) full time equivalent job opportunities for the inhabitants of the Counties of Warren and Washington and in the State of New York, the Agency hereby determines this to be a Material Term, as defined in the Agency's Recapture of Benefits Policy, as amended from time to time, in its determination to approve the Project and will require the Company to annually report its job numbers as required by law.

(L) Undertaking the Project will lead to the creation of approximately 20-25 construction jobs that the Company advised will be filled by construction companies employing people primarily in the Counties of Warren and Washington.

SECTION 2. Project Agreement. The proposed project agreement by and between the Agency and the Company (the "Project Agreement"), a copy of which is incorporated by reference and is approved as to substance and form. The proposed agreement outlines the Agency's and the Company's rights and duties with respect to the undertaking of the Project. Subject to such changes as the Chairman of the Agency, upon advice of counsel, may reasonably deem necessary, the Chairman is authorized to execute the Project Agreement. Execution shall be conclusive evidence that the Agency has approved the Project Agreement. Subject to the terms and provisions of the Project Agreement, the Agency shall: (1) acquire an interest in, construct and install the Project Facility and (2) lease the Project Facility to the Company pursuant to an agreement or agreements whereby the Company will obligate itself, among other things, to undertake the Project on behalf of the Agency.

SECTION 3. Company Appointed Agent of Agency.

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

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

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

(C) The Company is also authorized to appoint third party agents to undertake the Project and thereby make available to such third party agents an exemption from New York State sales and use taxes in connection with undertaking the Project. This provision is subject to the Company entering into an Agent Agreement with the Agency.

(D) The Agency hereby authorizes exemptions from State and local sales and use taxes for purchases and rentals related to the undertaking of the Project in an amount not to exceed Ninety Two Thousand Dollars (\$92,000.00), based on eligible Project costs of One

Million Three Hundred Fourteen Thousand Two Hundred Eighty Five Dollars (\$1,314,285.00); which exemption shall expire March 31, 2024.

(E) The Agency hereby approves of the Agent Agreement, a copy of which is incorporated herein by reference, with the Company which shall be subject to the termination and recapture of benefits policy of the Agency. The Agency further authorizes the execution and delivery of the Agent Agreement, the Chairman, and any additional documents relative thereto.

(F) The Agency hereby acknowledges and approves a mortgage tax exemption relating to the Project in an estimated amount of Thirty Three Thousand Seven Hundred Fifty Dollars (\$33,750.00), based on an estimated mortgage amount of Two Million Seven Hundred Thousand Dollars (\$2,700,000.00).

SECTION 4. Payment in Lieu of Tax (PILOT) Agreement. The Agency's approval is subject to the Company entering into a PILOT Agreement with the Agency whereby the Company agrees to make payments in lieu of taxes in any given year as if the Company were the owner of the Project and not the Agency. The Agency's approval is also subject to the Company agreeing to the terms of the Agency's Recapture of Benefits Policy.

The following PILOT schedule is consistent with the Agency's uniform policy is a partial real property tax abatement through a PILOT Agreement pursuant to which the Company would make payments in lieu of real property taxes to the Affected Tax Jurisdictions for a term of 10 years with an 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.

The total Base Value for the parcel shall be \$135,000.00 for the term of the PILOT.

At all times, including during the term of the PILOT Agreement, the Company shall be responsible for the full payment of water and sewer assessments, as may be applicable and any other special district assessments.

The estimated real property tax benefit during the term of the PILOT Agreement is \$482,656.00.

SECTION 5. 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 \$375.00 per hour for attorney's time and \$125.00 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 \$32,681.00 based upon an estimated Project cost of \$3,631,207.00 pursuant to the schedule set forth below and contained within the Company's Application for Financial Assistance:

Up to First \$10,000,000	0.90%
--------------------------	-------

Next \$10,000,000	0.65%
Next \$30,000,000	0.40%
Portion over \$50,000,000	0.25%

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

SECTION 6. 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 7. This section is intentionally left blank.

SECTION 8. Public Inspection. A copy of this resolution and a copy of the Company's Application for Assistance, together with all other application materials not protected under applicable Freedom of Information Laws, shall be placed on file in the office of the Agency. Such documents shall be available for public inspection during normal business hours.

SECTION 9. 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 need to undertake the Project and to effectuate the provisions of this Resolution.

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

SECTION 11. Public Hearing. A public hearing for this Project was duly authorized and held on August 14, 2023 in accordance with the provisions of Article 18-A of the General Municipal Law.

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

SECTION 13. Effective Date. This resolution shall 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.

Member	Yes	No	Abstain	Absent
Craig Leggett				x
Brian Campbell				x
Tim Robinson	x			
Ginny Sullivan			x	
Mark Smith	x			
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano	x			
Dave O'Brien	x			
Total	6	0	1	3

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 4th day of October, 2023.

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 4th day of October, 2023.



[SEAL]

Alie Weaver  
 Alie Weaver  
 Counties of Warren and Washington  
 Industrial Development Agency

Acknowledged and Agreed to

\_\_\_\_\_  
 By:  
 Title: \_\_\_\_\_ of Native Development Associates LLC

**Counties of Warren and Washington Industrial Development Agency**

**Resolution No. 20-23  
Adopted October 4, 2023**

Introduced by Mr. Tim Robinson  
who moved its adoption.

Seconded by Mr. Dan Bruno

**RESOLUTION APPROVING OF THE TERMINATION OF THE LEASE  
AGREEMENTS AND AMENDED AGREEMENT FOR PAYMENTS IN LIEU OF  
TAXES BY AND BETWEEN THE AGENCY AND ICC 4 WEST MAIN, LLC AND  
AUTHORIZING THE EXECUTION AND DELIVERY OF THE SAME**

**WHEREAS**, the Counties of Warren and Washington Industrial Development Agency (the "Agency") is a body corporate and politic and a public benefit corporation duly organized and existing under Chapter 555 of the Laws of 1976 of the State of New York pursuant to Title I of Article 18-A of the General Municipal Law of the State of New York, with its principal place of business at 5 Warren Street, Glens Falls, New York 12801; and

**WHEREAS**, ICC 4 Main West, LLC (the "Company") is a New York limited liability company (the "Company"); and

**WHEREAS**, the Agency and the Company entered into an Underlying Lease Agreement (the "Underlying Lease"), a Lease Agreement (the "Lease Agreement"), as of May 14, 2015 and an Amended Agreement For Payments in Lieu of Taxes (the "Amended PILOT"), as of June 15, 2015, to amend and replace a Payment in Lieu of Tax Agreement (the "PILOT"), dated as of May 14, 2015, in regard to a certain parcel of land (the "Property") located at 4 West Main Street, Village of Cambridge, Town of White Creek, County of Washington, State of New York 12801 (Tax Map # 255.20-5-20) in regard to a certain project (the "Project"), as more particularly defined therein; and

**WHEREAS**, pursuant to Section 11.1 the Company has the options to terminate the Lease Agreement prior to the termination date and the Agency shall convey all of its rights, title and interest in the land and the facility, as defined therein, to the Company; and

**WHEREAS**, on October 3, 2023 the Agency received written notification of its intent to early terminate the Lease Agreement; and

**WHEREAS**, the Company is not currently in default of any of the terms and provisions of the Underlying Lease, the Lease Agreement or the Amended PILOT.

**NOW, THEREFORE, BE IT RESOLVED**

1. That the Agency does hereby agree to the termination of said Underlying Lease Agreement

dated May 14, 2015 by and between the Agency and the Company and further agrees to terminate of record the Memorandum of Underlying Lease pursuant to Section 291-c of the Real Property Law dated May 14, 2015 and recorded in the Washington County Clerk's Office on May 21, 2015 as Instrument Number 2015-98364 (Book 3525/Page 140).

2. That the Agency does hereby agree to the termination of said Lease Agreement dated May 14, 2015 by and between the Agency and the Company and further agrees to terminate of record the Memorandum of Lease Agreement pursuant to Section 291-c of the Real Property Law dated May 14, 2015 and recorded in the Washington County Clerk's Office on May 21, 2015 as Instrument Number 2015-98363 (Book 3525/Page 132).
3. That the Agency does hereby agree to the termination of the Amended Agreement for Payments in Lieu of Taxes dated May June 15, 2015 which thereby amended and replaced the original PILOT Agreement dated May 14, 2015 by and between the Agency and the Company, conditioned upon receipt of full payment of any and all outstanding PILOT payments and water and sewer charges and assessments, if any.
4. That the Agency does hereby authorize the Chair of the Agency, or in the absence of the Chair, the Chief Executive Officer, upon advice and consent of Agency Counsel, to execute and deliver, on behalf of the Agency, the termination of the Underlying Lease and Lease Agreement, the termination of the Amended PILOT, NYS Forms TP-584, and any other documents necessary to consummate the transaction.
5. That the Company shall be responsible for any expenses relating to this transaction, including legal fees and County Clerk recording fees.
6. 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.

Member	Yes	No	Abstain	Absent
Craig Leggett				x
Brian Campbell				x
Tim Robinson	x			
Ginny Sullivan	x			
Mark Smith	x			
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano	x			
Dave O'Brien	x			
Total	7	0	0	3

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 4th day of October 2023.

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 4th day of October 2023.



Alie Weaver

Counties of Warren and Washington  
Industrial Development Agency

[SEAL]



Resolution No. 21-23  
Adopted October 16, 2023

Introduced by Mr. Nick Caimano  
who moved its adoption.  
Seconded by Mr. Brian Campbell

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

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

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

WHEREAS, the Agency has discussed the acceptance of a grant of Six Hundred Thousand Dollars (\$600,000.00) from the Corporation following the receipt by the Corporation of host benefit package from the CHPE, LLC to be used for any of the Agency's duly authorized functions and in furtherance of its corporate purposes pursuant to Article 18A of the General Municipal Law of the State of New York; Section 858 and specifically in connection with business development; and

WHEREAS, the Corporation has determined that it is in the best interests of the Counties and their respective residents to offer a grant in the amount of Six Hundred Thousand Dollars (\$600,000.00) to assist the Agency in connection with business development, in order to support the economic development projects and interests of the Agency and said grant is being made to the Agency by the Corporation and will be reflected in their respective budgets for fiscal year 2023; and

WHEREAS, it is the intention of this resolution to formalize the acceptance of the Six Hundred Thousand Dollars (\$600,000.00) grant from the Corporation as discussed herein.

NOW, THEREFORE, BE IT RESOLVED

1. That the Agency does hereby accept the grant of funds from the Corporation in the amount of Six Hundred Thousand Dollars (\$600,000.00) for the purpose of supporting business development.
2. That the Agency is hereby authorized to enter into a grant agreement with the Corporation with regard to said funds.

3. That said funds will be deposited in an account for the benefit of the Agency and for the purposes discussed herein.
4. That the Chairman, or the Vice Chairman, in the absence of the Chairman, is authorized and directed to execute and deliver said grant agreement with the Corporation in form and substance attached hereto upon the advice and consent of Counsel.
5. That this resolution shall take effect immediately.

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

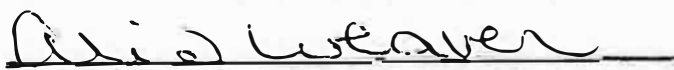
Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson	x			
Ginny Sullivan	x			
Mark Smith				x
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Calmano	x			
Dave O'Brien	x			
Total	8	0	0	2

The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Alie Weaver, Office Administrator 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 16th day of October 2023.

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 the 16th day of October 2023.

  
 Alie Weaver  
 Counties of Warren and Washington  
 Industrial Development Agency

[SEAL]

**Counties of Warren and Washington Industrial Development Agency**

Resolution 22-23

Adopted October 16, 2023

Introduced by Mr. Brian Campbell  
who moved its adoption.

Seconded by Mr. Dan Bruno

**RESOLUTION APPROVING OF AN INTERMUNICIPAL AGREEMENT  
CONCERNING THE DISSOLUTION OF THE KINGSBURY SEWER DISTRICT NO. 1  
AND THE EXTENSION OF WASHINGTON COUNTY SEWER DISTRICT NO. 1**

WHEREAS, the Agency is a party to an agreement dated December 17, 2001 and titled “Sewer Facility Ownership and Services Agreement of Kingsbury Sewer District Number One Town of Kingsbury, New York” by and between the Agency, the Town of Kingsbury, on behalf of a special district known as “Kingsbury Sewer District Number One” and the County of Washington, on behalf of a special district known as “Washington County Sewer District No. 1”; and

WHEREAS, a Map Plan and Report regarding the extension of the Washington County Sewer District No. 1 has been prepared; and

WHEREAS, a plan of dissolution dissolving the Kingsbury Sewer District No. 1 has been prepared; and

WHEREAS, an Intermunicipal Agreement by and between the Agency, the Town of Kingsbury, the Town of Queensbury, Warren County and Washington County has been prepared that restates the provisions of the above referenced agreement and approves of the dissolution of Kingsbury Sewer District No. 1 and the extension of the Washington County Sewer District No. 1.

NOW, THEREFORE BE IT RESOLVED THAT:

1. The Agency hereby approves of the Intermunicipal Agreement by and between the Agency, the Town of Kingsbury, the Town of Queensbury, Warren County and Washington County substantially in the same form as presented at this meeting.
2. The Agency hereby authorizes the (Vice) Chairman of the Agency to execute and deliver said Intermunicipal Agreement.
3. This Resolution shall take effect immediately.

Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson	x			
Ginny Sullivan	x			
Mark Smith				x
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano	x			
Dave O'Brien	x			
Total	8	0	0	2

STATE OF NEW YORK )

) SS:

COUNTY OF WARREN )

This is to certify that I, Alie Weaver, Office Administrator 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 16th day of October 2023.

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 the 16th day of October 2023.

Alie Weaver

Alie Weaver

Counties of Warren and Washington

Industrial Development Agency

[SEAL]

Resolution No. 23-23  
Adopted October 16, 2023

Introduced by Mr. Nick Caimano  
who moved its adoption.

Seconded by Mr. Juan Gonzales

**RESOLUTION FORMALIZING AND AUTHORIZING THE GRANT OF FUNDS TO  
THE COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT  
AGENCY**

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

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

WHEREAS, it is the intention of the Corporation to grant Six Hundred Thousand Dollars (\$600,000.00) to the Agency from the host benefit package received by the Corporation from CHPE, LLC which occurred on or about November 2, 2022, to be used for any of the Agency's duly authorized functions and in furtherance of its corporate purposes pursuant to Article 18A of the General Municipal Law of the State of New York; Section 858 and specifically in connection with business development; and

WHEREAS, the Corporation has determined that it is in the best interests of the Counties and their respective residents to offer a grant in the amount of Six Hundred Thousand Dollars (\$600,000.00) to assist the Agency in connection with business development and to support the economic development projects and interests of the Agency and said grant is being made to the Agency by the Corporation and will be reflected in their respective budgets for fiscal year 2023; and

WHEREAS, it is the intention of this resolution to formalize the offer and delivery of the Six Hundred Thousand Dollars (\$600,000.00) to grant to the Agency as discussed herein.

**NOW, THEREFORE, BE IT RESOLVED**

1. That the Corporation does hereby grant funds from the Corporation in the amount of Six Hundred Thousand Dollars (\$600,000.00) for the purpose of business development.
2. That the Corporation is hereby authorized to enter into a grant agreement with the Agency

with regard to said funds; and

3. That the Chairman, or the Vice Chairman, in the absence of the Chairman, is authorized and directed to execute and deliver said grant agreement with the Agency in form and substance attached hereto upon the advice and consent of Counsel.
4. That this resolution shall take effect immediately.

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

Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson	x			
Ginny Sullivan	x			
Mark Smith				x
Dan Bruno	x			
Juan Gonzales	x			
Mary King				x
Nick Caimano	x			
Dave O'Brien	x			
Total	8	0	0	2

The foregoing resolution was thereupon declared duly adopted.

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

This is to certify that I, Alie Weaver, Office Administrator 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 16th day of October 2023.

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 the 16th day of October 2023.



Alie Weaver  
Counties of Warren and Washington  
Industrial Development Agency

[SEAL]

**Counties of Warren and Washington Industrial Development Agency**

Resolution No. **23-24**  
Adopted November 20, 2023

Introduced by Ms. Ginny Sullivan  
who moved its adoption.  
Seconded by Mr. Juan Gonzales

**RESOLUTION TAKING ACTION EXTENDING THE PROJECT COMPLETION  
DATE AND AUTHORIZATION FOR SALES TAX EXEMPTION TO YANKEE  
MARINE GROUP LLC, AS AGENT OF THE AGENCY, FOR THE PURPOSE OF  
CONSTRUCTING AND EQUIPPING THE PROJECT FACILITY**

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, Yankee Marine Group LLC (the “Company”), having an address of 3578 Lake Shore Drive, Lake George, New York is a limited liability company established pursuant to the laws of the State of New York; and

WHEREAS, the Agency, on behalf of the Company, has undertaken an industrial development project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest in certain real property located at 2217 Route 9N in the Town of Lake George, County of Warren, New York and being known as tax map parcel number 277.01-1-3 (the “Land”); (ii) the planning, design, construction, operation and maintenance by the Company of two (2) 100’ x 110’ rack storage buildings for the purpose of storing up to 160 boats indoors and an additional 110 boats in an outdoor area (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, under the “Act”, the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project; and

WHEREAS, by resolution duly adopted May 17, 2023, the Agency named the Company agent for the Agency to undertake and develop the Project; and issued an IDA Appointment of Project Operator or Agent (ST-60) and its Letter of Authorization for Sales Tax Exemption to the Company (the “Exemption” Letter); and

WHEREAS, said IDA Appointment of Project Operator or Agent ST-60 and Exemption Letter expired on October 31, 2023; which was the original anticipated date for completion of construction; and

WHEREAS, this authorization and completion dates were extended by the Agency to December 31, 2023 on September 18, 2023; and

WHEREAS, the Company has requested that the Agency extend its authorization for sales tax exemption and project completion date to December 31, 2024; and

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

NOW, THEREFORE BE IT RESOLVED:

1. That it is in the best interest of the Agency to complete the Project as described above; and

2. That the Agency hereby authorizes the extension of the completion date of the project and sales tax exemption for Yankee Marine Group LLC and all duly appointed third party agents to the earlier of (i) December 31, 2024, (ii) the completion of construction or (iii) the termination or suspension of this authorization to extend the sales tax exemption and authorizes that the extension be properly filed with the NYS Department of Taxation and Finance; and

3. That the Agency hereby approves of the amendments to any of the closing documents to effectuate this extension, as may be required and applicable; and

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

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

6. That this resolution shall take effect immediately.

Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson	x			
Ginny Sullivan	x			
Mark Smith				x
Dan Bruno				x
Juan Gonzales	x			
Nick Caimano	x			
Dave O'Brien	x			
Total	7	0	0	2

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 20th day of November, 2023.

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 20th day of November, 2023.

Alie Weaver

Alie Weaver  
Counties of Warren and Washington  
Industrial Development Agency

[SEAL]

**RESOLUTION CONSENTING TO APPOINTMENT OF REMARKETING AGENT  
GLEN AT HILAND MEADOWS, INC. PROJECT**

A regular meeting of Counties of Warren and Washington Industrial Development Agency (the "Issuer") was convened in public session at the Warren County Municipal Building located at 1340 State Route 9 in the Town of Lake George, Warren County, New York on November 20, 2023, at 4:00 p.m., local time

The meeting was called to order by the (Vice) Chair of the Issuer and, upon roll being called, the following members of the Issuer were:

**PRESENT:**

David O'Brien	Chair
Craig Leggett	Vice Chair
Tim Robinson	Secretary/Treasurer
Nicholas Caimano	Member
Brian Campbell	Member
Ginny Sullivan	Member
Juan Gonzales	Member

**ABSENT:**

Mark Smith	Member
Dan Bruno	Member

**ISSUER STAFF PRESENT INCLUDED THE FOLLOWING:**

Chuck Barton	Chief Executive Officer
Kara I. Lais, Esq.	Agency Counsel
Alie Weaver	Office Administrator
A. Joseph Scott, III, Esq.	Bond Counsel

The following resolution was offered by Mr. Juan Gonzales, seconded by Mr. Tim Robinson, to wit:

Resolution No. 23-25

**RESOLUTION CONSENTING TO SUCCESSOR REMARKETING AGENT IN  
CONNECTION WITH THE GLEN AT HILAND MEADOWS, INC. PROJECT.**

WHEREAS, Counties of Warren and Washington Industrial Development Agency is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 862 of the 1971 Laws of New York, as amended, constituting Section 890-c of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring,

constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehouse and commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Issuer is authorized and empowered under the Act to issue its revenue bonds to finance the cost of the acquisition, construction and installation of one or more “projects” (as defined in the Act), to acquire, construct, reconstruct and install said projects or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to the trust indenture dated as of December 1, 2000 (the “Indenture”) between the Issuer and The Bank of New York Mellon, as trustee (as successor to The Bank of New York) (the “Trustee”), the Issuer issued its Civic Facility Revenue Bonds (The Glen at Hiland Meadows Project), Series 2000 in the original aggregate principal amount of \$18,405,000 (the “Bonds”) for the benefit of The Glen at Hiland Meadows, Inc. (the “Company”) in order to undertake the acquisition, construction and installation of an independent living facility to be located in the Town of Queensbury, Warren County, New York (the “Project”); and

WHEREAS, pursuant to the Indenture and a certain remarketing agreement dated as of December 1, 2000 (the “Remarketing Agreement”) by and between the Company and B.C. Ziegler and Company (the “Original Remarketing Agent”), the Company appointed the Original Remarketing Agent to act as remarketing agent for the Bonds; and

WHEREAS, as security for the Bonds, Manufacturers and Traders Trust Company (the “Bank”) issued an irrevocable direct pay letter of credit; and

WHEREAS, the Original Remarketing Agent has since been replaced with Manufacturers and Traders Trust Company (“M&T”); and

WHEREAS, pursuant to a request dated September 25, 2023 (the “Request”), which Request is attached hereto as Exhibit A, the Company is requesting consent of the Issuer to the appointment of Stern Brothers & Co. (“Stern”) as the successor remarketing agent for the Bonds; and

WHEREAS, the Issuer desires to provide its consent to the appointment of Stern as the successor remarketing agent pursuant to Section 3.04(a) of the Indenture; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations”, and collectively with the SEQR Act, “SEQRA”), it appears that the Request is not an “Action” under SEQRA and therefore is not subject to a SEQRA review by the Issuer;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Pursuant to SEQRA, the Request is not an “Action” under SEQRA and therefore is not subject to SEQRA review by the Issuer.

Section 2. Pursuant to Section 3.04(a) of the Indenture, the Bank has consented to Stern as the successor remarketing agent, as per the attached Exhibit B.

Section 3. The Issuer hereby consents to the appointment of Stern as the successor remarketing agent pursuant to Section 3.04(a) of the Indenture.

Section 4. Subject to (A) approval of the Request and any other documents to be executed by the Issuer in connection with the Request (collectively, the "Consent Documents"), by Issuer counsel and Bond Counsel, (B) compliance with the terms of the Indenture, (C) evidence of payment of any outstanding fees, monies owed or debt, (D) evidence of written direction by the Company of the appointment of Stern, and (E) receipt by the Chief Executive Officer of (1) the Issuer's administrative fee relating to the Request, if any, and (2) counsel's fee relating to the Request, the Issuer hereby authorizes the execution by the Issuer of the Consent Documents.

Section 5. Subject to the satisfaction of the conditions described in Section 4 hereof, the Chair (or Vice Chair) of the Issuer is hereby authorized to execute and deliver the Consent Documents to the Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Issuer is hereby authorized to affix the seal of the Issuer thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) to constitute conclusive evidence of such approval.

Section 6. The officers, employees and agents of the Issuer are hereby authorized and directed for and in the name and on behalf of the Issuer to do all acts and things required or provided for by the provisions of the Consent Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Issuer with all of the terms, covenants and provisions of the Consent Documents binding upon the Issuer.

Section 7. This Resolution shall take effect immediately.

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

David O'Brien	AYE
Craig Leggett	AYE
Tim Robinson	AYE
Dan Bruno	ABSENT
Nicholas Caimano	AYE
Brian Campbell	AYE
Ginny Sullivan	AYE
Mark Smith	ABSENT
Juan Gonzales	AYE

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of Counties of Warren and Washington Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on November 20, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Corporation had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Board of Directors present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 20th day of November, 2023.

*Olivia Weaver*  
Secretary

(SEAL)

## EXHIBIT A

### REQUEST

**From:** Don Clements <[Dclements@sternbrothers.com](mailto:Dclements@sternbrothers.com)>

**Sent:** Monday, September 25, 2023 12:54 PM

**To:** [aweaver@warren-washingtonida.com](mailto:aweaver@warren-washingtonida.com)

**Cc:** Hebert, Andrea <[Andrea.Hebert@sphp.com](mailto:Andrea.Hebert@sphp.com)>; Kristin A. Signor <[Kristin.Signor@sphp.com](mailto:Kristin.Signor@sphp.com)>; Metzger, Leigh <[lmetzger1@mtb.com](mailto:lmetzger1@mtb.com)>; Kercher, Stephanie <[skercher@mtb.com](mailto:skercher@mtb.com)>; Shatzkin, Rich <[rshatzkin@mtb.com](mailto:rshatzkin@mtb.com)>; Jesse Bever <[Jbever@sternbrothers.com](mailto:Jbever@sternbrothers.com)>; Bob Swanger <[Bswanger@sternbrothers.com](mailto:Bswanger@sternbrothers.com)>; Terry Finn <[Tfinn@sternbrothers.com](mailto:Tfinn@sternbrothers.com)>; Karen Warren <[Kwarren@sternbrothers.com](mailto:Kwarren@sternbrothers.com)>

**Subject:** Remarketing Agent Change for Warren-WashingtonIDA, Glen at Hiland Meadows Project

Ms. Weaver,

Thanks for chatting with me this morning. As we discussed, M&T Bank is exiting the remarketing agent portion of the VRDN business. They are still active in the Letter of Credit portion of that business line. M&T has resigned as the remarketing agent for the Counties of Warren and Washington Industrial Development Agency, Civic Facility Revenue Bonds, The Glen at Hiland Meadows Project, Series 2000, Cusip: 934651AA8.

I have reviewed the Trust Indenture and the Remarketing Agreement for the bond issue. The Trust Indenture outlines the process to be followed in this circumstance. The Glen at Hiland Meadows (the "Company") appoints the successor remarketing agent with the consent of the Bank and the Issuer. The Company has selected Stern Brothers & Co as the successor remarketing agent for the bond Issue.

Stern Brothers & Co has been in the remarketing agent business for over 30 years. We are active as underwriters of tax-exempt and taxable variable rate demand note and bond issues and close new deals regularly. In addition, we have assumed RA duties on over 200 issues over the years. This is a core business for the firm, we have a dedicated remarketing desk, and we dedicate firm capital and resources to the product line.

Per the Trust Indenture and the Remarketing Agreement:

- M&T delivered the attached resignation notice, "Exec 934651AA8 Glen@Hiland M&T resig", to the Company.
- The Company selected Stern as the replacement Remarketing Agent per the attached document, "Exec 934651AA8 Glen@Hiland Borrower Appt."
- M&T Bank must consent to the appointment of Stern as the successor Remarketing Agent. That consent is attached document, "Exec 934651AA8 Glen@Hiland M&T consent."
- I have attached the typical Issuer appointment document we provide for Issuers to execute. I have attached the Word document to make edits/updates you may require easier. Document name is "934651AA8 Glen@Hiland Issuer Consent."
- I have attached the Executed Stern Acceptance document we employ when assuming remarketing agent duties as well. Document name is "Exec 934651AA8 Glen@Hiland Stern Accept." Note: Stern does not charge any fees to assume RA duties and we assume all existing agreements and documents as if Stern had executed them.

I appreciate your review of the email and the attached documents. I would appreciate an email or call to discuss the process with you at your earliest convenience. I have copied the Company, M&T Bank team and the Stern transition team on this email.

Sincerely,

Donald S. Clements  
Senior Managing Director, CTO

---

Stern Brothers  
3104 Creekside Village Drive, Suite 404,  
Kennesaw, GA. 30144  
Office: 678.322.4851  
Cell: 913.710.0310  
[dclements@sternbrothers.com](mailto:dclements@sternbrothers.com)  
[www.sternbrothers.com](http://www.sternbrothers.com)



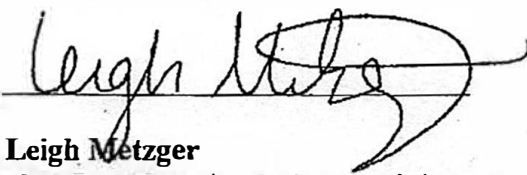
EXHIBIT B  
BANK CONSENT  
- SEE ATTACHED -

**\$18,405,000**  
**Counties of Warren and Washington Industrial Development Agency**  
**Civic Facility Revenue Bonds**  
**(The Glen at Hiland Meadows Project), Series 2000**  
**Cusip: 934651AA8**

**REQUEST TO BANK TO CONSENT TO THE APPOINTMENT OF SUCCESSOR**  
**REMARKETING AGENT**

The undersigned authorized signatory of the Manufacturers & Traders Trust (the "Bank"), acting at the request of the Glen at Hiland Meadows (the "Company"), pursuant to Section 3.04 of the Trust Indenture dated December 1, 2000, hereby consents to the appointment of Stern Brothers & Co. as Successor Remarketing agent.

**Manufacturers & Traders Trust**

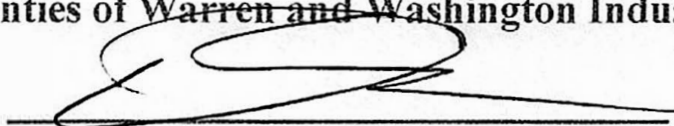
By   
Name: Leigh Metzger  
Title: Vice President / Relationship Manager  
Date: 9/7/2023

**\$18,405,000**  
**Counties of Warren and Washington Industrial Development Agency**  
**Civic Facility Revenue Bonds**  
**(The Glen at Hiland Meadows Project), Series 2000**  
**Cusip: 934651AA8**

**CONSENT OF AGENCY TO REPLACEMENT OF REMARKETING AGENT**

The undersigned authorized signatory of the Counties of Warren and Washington Industrial Development Agency (the "Issuer"), acting at the request of Glen at Hiland Meadows (the "Company"), pursuant to Section 3.04 of the Trust Indenture dated December 1, 2000, between the Issuer and Manufacturers and Traders Trust Company (the "Trustee") as Successor Trustee to The Bank of New York Mellon, hereby consents to the appointment of Stern Brothers & Co. as remarketing agent.

~~Counties of Warren and Washington Industrial Development Agency~~

By: 

**Name:** Dave O'Brien

**Title:** Chairman

**Date:** November 20, 2023

**Counties of Warren and Washington Industrial Development Agency**

Resolution No. **23-26**  
Adopted December 18, 2023

Introduced by Mr. Dan Bruno  
who moved its adoption.

Seconded by Mr. Tim Robinson

**RESOLUTION TAKING ACTION EXTENDING THE PROJECT COMPLETION  
DATE AND AUTHORIZATION FOR SALES TAX EXEMPTION TO 78-80 MAIN  
STREET LLC, AS AGENT OF THE AGENCY, FOR THE PURPOSE OF  
CONSTRUCTING AND EQUIPPING THE PROJECT FACILITY**

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, 78-80 Main Street LLC is a limited liability company established pursuant to the laws of the State of New York, having an address of 9 Mountainside Drive, Queensbury, New York (the "Company"); and

WHEREAS, the Agency, on behalf of the Company, has undertaken a project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in certain real properties located at 78 Main Street and 80 Main Street in the Town of Queensbury, County of Warren, New York and being known as tax map parcel numbers 309.10-1-24 and 309.10-1-25 (the "Land"); (ii) the planning, design, construction, operation and maintenance by the Company of an approximately 12,000+/- square foot facility which will be used by the Company for a mixed-use facility that will consist of retail and residential 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, under the "Act", the Legislature of the State of New York has granted the Agency the power and authority to undertake the Project; and

WHEREAS, by resolution duly adopted May 31, 2022, the Agency named the Company agent for the Agency to undertake and develop the Project; and issued an IDA Appointment of

Project Operator or Agent (ST-60) and its Letter of Authorization for Sales Tax Exemption to the Company (the "Exemption" Letter); and

WHEREAS, said IDA Appointment of Project Operator or Agent ST-60 and Exemption Letter will expire on December 31, 2023; which was the original anticipated date for completion of construction; and

WHEREAS, the Company has requested that the Agency extend its authorization for sales tax exemption until May 1, 2024, and has requested that the sales tax exemption authorization be increased to One Hundred Seventy-Five Thousand Dollars (\$175,000.00) (from \$105,000.00) based on expenditures of Two Million Five Hundred Thousand Dollars (\$2,500,000.00); and

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

NOW, THEREFORE BE IT RESOLVED:

1. That it is in the best interest of the Agency to complete the Project as described above; and
2. That the Agency hereby authorizes the extension of the completion date of the project and sales tax exemption for 78-80 Main Street LLC and all duly appointed third party agents to the earlier of (i) May 1, 2024, (ii) the completion of construction or (iii) the termination or suspension of this authorization to extend the sales tax exemption and authorizes that the extension be properly filed with the NYS Department of Taxation and Finance and hereby approves of an increase of the sales tax exemption amount to One Hundred Seventy Five Thousand Dollars (\$175,000.00) (based on expenditures of Two Million Five Hundred Thousand Dollars (\$2,500,000.00)); and
3. That the Agency hereby approves of the amendments to any of the closing documents to effectuate this extension, as may be required and applicable; and
4. That the Agency hereby authorizes the Chairman to execute any and all documentation necessary to effectuate the terms of this resolution; and
5. That the Agency shall require the Company to pay for any legal fees or expenses incurred as a result of the granting of said extension; and
6. That this resolution shall take effect immediately.

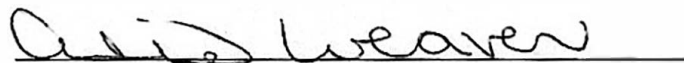
Member	Yes	No	Abstain	Absent
Craig Leggett	x			
Brian Campbell	x			
Tim Robinson	x			
Ginny Sullivan	x			
Mark Smith				x
Dan Bruno	x			
Juan Gonzales	x			
Nick Caimano	x			
Dave O'Brien	x			
Total	8	0	0	1

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 18th day of December, 2023.

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 18 day of December 2023.

  
 Alie Weaver  
 Counties of Warren and Washington  
 Industrial Development Agency

[SEAL]

**Counties of Warren and Washington Industrial Development Agency**

**Adopted November 20, 2023**

**Introduced by Mr. Juan Gonzales, who moved its adoption**

**Seconded by Mr. Brian Campbell**

**COUNTIES OF WARREN AND WASHINGTON INDUSTRIAL DEVELOPMENT AGENCY (WWIDA)  
ASSUME LEAD AGENCY FOR THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (SEQRA)  
FOR THE CANALSIDE ENERGY PARK -UTILITY IMPROVEMENTS & ADOPT SEQRA Negative  
Declaration**

WHEREAS, the WWIDA is working to advance the repurposing of the Canalside Energy Park located in the Town and Village of Ft Edward; and

WHEREAS engineering plans have been advanced for planned utility improvements. The utility improvements include the extension of water and sewer services to the project site; and

WHEREAS the Lake Champlain Lake George Regional Planning Board is assisting the WWIDA to secure funding for the utility improvement from Empire State Development through the FAST NY Shovel Ready Program; and

WHEREAS, a Full Environmental Assessment Form has been prepared for the Canalside Energy Park Utility Improvements, which provides a comprehensive evaluation of the possible environmental impacts of the project consistent with the requirements of the State Environmental Quality Review Act (SEQRA); and

WHEREAS, the WWIDA reviewed the Part I Long Form Environmental Assessment Form (EAF) and determined the project to be an Unlisted Action, circulated the EAF to Involved and Interested agencies, requesting lead agency status; and

WHEREAS, the WWIDA received no objections to its request for lead agency status, and more than 30 days have passed since circulation occurred.

NOW THEREFORE BE IT RESOLVED the WWIDA declares itself SEQRA Lead Agency; and

BE IT FURTHER Resolved, having reviewed Part I of the Full EAF and evaluated the project impacts with respect to SEQRA criteria and as listed on Part II of the EAF, the WWIDA finds the project will not have any significant adverse environmental impacts and hereby adopts a SEQRA Negative Declaration.

BE IT FURTHER Resolved, the WWIDA authorizes any required filing of the EAF and Negative Declaration distribution of documents to the Village of Ft Edward and involved and interested agencies.

