

**SARATOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING**

**July 20, 2015 – 8:08 a.m.**

**Village of Victory Village Hall, Victory, NY**

**PRESENT:** Members: Chairman Raymond F. Callanan, Mary Beth Hynes-Walsh, Arthur Johnson, Glenn Rockwood, Rodney Sutton, and Michael Mooney.

**STAFF & GUESTS:** Richard Ferguson, CEO; Lawrence D. Benton, Consultant to the IDA; Jack Murray, CFO; Michael Valentine, Administrative Assistant; Michael J. Toohey, Esq., Counsel to the Agency; James A. Carminucci, Esq., Bond Counsel; Dennis Brobston, SEDC; Thomas Lane and Ariel Dunster of Global Foundries; Greg Connors, The Pike Companies for Global Foundries; Shannon Fournier and Denise Williams, Harmony Group; Thomas Roohan and Richard Dunn of the Luther Forest Technology Campus EDC; Steve Williams, *The Daily Gazette*, and Lori Eddy.

**ABSENT:** Charles Hanehan, Member.

Chairman Callanan called the meeting to order at 8:08 a.m.

**APPROVAL OF MINUTES:**

Chairman Callanan asked if there were any additions or corrections to the June 8, 2015 minutes. There being none, Chairman Callanan asked for a motion to approve the minutes. A motion was made by Mr. Sutton to approve the minutes and it was seconded by Mr. Rockwood. All were in favor and the minutes were approved.

Chairman Callanan asked if there were any additions or corrections to the June 23, 2015 minutes. There being none, Chairman Callanan asked for a motion to approve the minutes. A motion was made by Ms. Hynes-Walsh to approve the minutes and it was seconded by Mr. Johnson. All were in favor and the minutes were approved.

**RIVERVIEW REALTY, LLC. APPROVING RESOLUTION:**

Chairman Callanan stated that the public hearing for Riverview Realty, LLC has been concluded and asked if there are any additional comments on this application. Mr. Sutton asked the applicant if granted approval, when would this project begin. Ms. Williams answered that the project would begin within 6 months of securing financing, noting that there will be some demolition and prep work prior to that. She stated they are desirous to start the project as well. Mr. Sutton asked if contractor and sub-contractors are in place. Ms. Williams stated the project had been put back out to bid. Ms. Williams stated this is the last component to getting started. Chairman Callanan asked if there were any other questions.

As the Board had already sufficiently discussed the application prepared and presented on behalf of Riverview Realty, LLC. and as there were no additional questions or comments on the application, a motion was made by Mr. Sutton to approve the inducement resolution as prepared by bond counsel. The motion was seconded by Mr. Johnson.

A roll call vote was taken on **Resolution # 1275 (attached)** with the following results.

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Mooney, Mr. Sutton and Chairman Callanan.  
NOES: none  
ADOPTED: 6-0

**GLOBAL FOUNDRIES US, INC. Application:**

Chairman Callanan introduced an amendment to the applications previously submitted by Global Foundries for Fab. 8.1 and the TDC (Technology Development Center). Chairman Callanan asked Mr. Brobston to speak regarding the application. Mr. Brobston then introduced Mr. Tom Lane of Global Foundries to discuss the amendment of the applications. Mr. Lane discussed that this application is a combination of the two projects that the IDA had approved in 2011 and in 2013 (first for the Fab 8.1 manufacturing project and then for construction of the TDC). Global Foundries has experienced additional costs in these projects. For business purposes Global Foundries has chosen to repurpose the TDC for more operations and production, moreso than R&D. This re-purposement has / will incur additional costs. Mr. Lane stated what they are requesting today is approval of sales tax exemption for the construction materials on the project.

Mr. Lane then discussed that one of the positive benefits of the original IDA approvals and the resulting economic development is that the projects have resulted in a total of 2,544 employees by the end of 2014. Through June 30, 2015, the Company has 2,886 employees in total. He stated that one of the concerns originally voiced in the press was that Global was not hiring local people to the degree desired, that they were hiring individuals from the semi-conductor industry out of our area. As well, he indicated that locally there wasn't much of a base for the engineering talent they needed. He stated that this issue is improving. He stated that he is happy to report he has hired a tax specialist who is a Ballston Spa resident and a graduate of Ballston Spa High School. We continue, he added, to add New York State jobs for local employment here and we are now hiring local engineers. In this case, we would definitely need the IDA approval to expand and continue job growth in the area, he stated. The Company is looking to expand to well over 3,000 jobs. As well, they have approximately 400 contract workers (not construction) that may come on as full-time employees.

Mr. Lane detailed that with the construction project that they have here today, they are going to have 1,500 additional construction contract workers at the Fab 8.1 & TDC. He stated that we have approximately 5,000 people coming to our complex earning a paycheck, not only from Global Foundries, but from other area businesses which are expanding in the area as well. We are looking to continue to expand and this IDA application, when approved, is going to be a positive sign for economic development in Saratoga County. Mr. Lane asked if there were any questions. Chairman Callanan asked Mr. Lane if the funds in this application would complete the construction at 8.1 and TDC. Mr. Lane answered yes. Mr. Johnson asked if this was associated with both construction materials and tools. Mr. Lane answered it was generally for building materials for which they are seeking the sales tax exemption. Mr. Brobston spoke, noting that the additional sales tax exemption sought is a total of \$82,740,000, but because Global Foundries is part of the Empire Zone they would already be receiving directly from NYS the 4% portion of the 7% Saratoga County tax rate. The remaining 3%-portion of the 7% county tax rate equates to \$35,465,000. By its amended application Global Foundries is asking for IDA approval of this exempted amount. Mr. Lane reiterated that they are already getting the other 4% from the state. Discussion continued regarding the original employment status and how they have exceeded the projected job numbers. Chairman Callanan asked Mr. Carminucci if a public hearing would be required for this application. Mr. Carminucci stated that a public hearing would be needed in both

Stillwater and Malta. Chairman Callanan stated that the motion before the Board is to accept the application and set public hearings in the towns of Malta and Stillwater for August 10, 2015.

After further discussion, Chairman Callanan asked for a motion to hold a public hearing in the town of Stillwater Town Hall at 8:00 a.m. and a public hearing in the town of Malta Town Hall to be held at 8:45 on August 10, 2015. The motion was made by Ms. Hynes-Walsh and it was seconded by Mr. Mooney.

#### **RESOLUTION #1276**

RESOLVED THAT the Saratoga County IDA has decided to accept the application of Global Foundries US, Inc., and does hereby set a public hearing at the Town of Stillwater Town Hall on August 10, 2015 at 8:00 a.m. and in the Town of Malta Town Hall on August 10, 2015 at 8:45 a.m. to review the application of Global Foundries 8.1 and TDC.

The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Mooney, Mr. Sutton and Chairman Callanan.

NOES: None

ADOPTED: 6-0

#### **SEDC REQUEST FEE SPLIT FOR GLOBAL FOUNDRIES FAB 8.2:**

Mr. Ferguson then asked Chairman Callanan if the agenda item for the SEDC Fee Split for Global Foundries 8.2 could be moved up in the interest of time. Mr. Ferguson stated that in July Mr. Brobston sent a letter to Chairman Callanan regarding the original fee that was generated for the Fab 8.2 IDA application. There was an initial \$250,000 payment that was made to the IDA and SEDC is requesting that it receive the \$50,000 which represents their portion of the fee split per the Agreement between the two agencies. Mr. Ferguson then asked Mr. Brobston to speak on this item. Mr. Brobston stated that they didn't realize that following Agency approval of the application in 2013 that there was a fee paid by Global as a "placeholder" for Fab 8.2. At that time it was acknowledged by Global Foundries that if the project did not go forward, there would not be a request by the Company to refund the \$250,000 payment. Mr. Brobston asked if his agency could be paid the \$50,000 fee split out of the \$250,000 paid, since it is considered non-refundable, and that the additional \$3.6 million dollars of the remaining IDA administrative fee would be paid if the project goes forward. SEDC would have no share in that payment, he acknowledged. Chairman Callanan restated that what SEDC was looking for, then, is its \$50,000 fee up front. The Chairman then asked if there was any documentation that this is a non-refundable fee. Mr. Lane from Global Foundries stated that we are not looking to get that money back. Based on business needs, if 8.2 does not progress forward, Global Foundries is not looking to get the initial \$250,000 fee back. Mr. Ferguson asked if that is something that could be memorialized in an agreement. Mr. Toohy suggested that be done. Mr. Toohy further stated that the representations are valid but something should be written that states precisely the \$250,000 fee paid in 2013 fee is acknowledged by Global as a non-refundable fee and what it is to be applied against. Chairman Callanan asked if Mr. Lane could generate that. Mr. Lane stated he would forward that to the Board. Chairman Callanan stated that once received, it will be considered by the Board.

### **HISTORIC HUDSON HOOSICK PARTNERSHIP:**

Supervisor Bill Peck, Town of Northumberland, spoke representing the Historic Hudson Hoosick Partnership (HHHP). He stated they are seeking partnership with the IDA for the contractual expense of Saratoga Associates' design work associated with construction of the Visitors Center. Mr. Peck asked for the IDA's assistance with this project and stated he would answer any questions. Chairman Callanan stated this deals with the Visitors Center in Schuylerville and the IDA's involvement for the contracting for the professional engineering design services. Mr. Peck explained that the Visitors Center for the Partnership is to be constructed at the location of the old Saratoga Town Hall. The Visitors Center is going to be built in an historic fashion and used as an educational capacity. The Visitors Center will be operated through the Partnership and involve the participation of communities along the rivers in Saratoga, Washington and Rensselaer counties and will be good for tourism and the local economies. Mr. Johnson stated that at the Saratoga County Board of Supervisors' meeting tomorrow they will likely be approving funding through a loan in the amount of \$200,000. Mr. Peck stated that what the County is planning is a \$200,000 revolving loan fund to have the money up front to get reimbursed from the State. Mr. Valentine stated that it is important to note that it is crucial to have this funding up front as capital to start the construction process as the Partnership has no initial source of capital and grants being sought are payable on a reimbursement basis. Mr. Peck stated from a timeline point of view, it is important as they need to get Saratoga Associates moving on the design work so we know their precise lumber needs, as it will be coming from County forests. Construction is anticipated to start in the spring or early summer of 2016.

Mr. Toohey stated he believed the funding being requested for this project has previously been approved. Mr. Valentine asserted that in May the Board did approve funding which involved contracting directly with the Saratoga Associates, not with the Partnership or any municipality. There will be a relationship between Saratoga Associates and the IDA that would be beneficial to the group. Mr. Valentine stated that at this time the Agency needs the contract from Saratoga Associates. Chairman Callanan asked that Mr. Peck would have Saratoga Associates submit a contract to Mr. Valentine for review by the CEO and he prior to acceptance by the entire Board. Mr. Peck thanked the Board for their time.

### **LUTHER FOREST TECHNOLOGY CAMPUS: RESTRICTED / DESIGNATED FUNDS:**

Mr. Ferguson then discussed with the Board the setting aside of Agency funds in a designated account which can grow to assist future economic development within the Luther Forest Technology Campus (LFTC). He noted that a statement regarding the purpose and intent of that fund has been drafted for consideration and Mr. Benton would like to make some statements regarding this. Mr. Benton stated that Mr. Ferguson knows I am very supportive of this concept. Historically, this Agency provided the initial seed money for development of the Luther Forest as far back as 2001. There are a number of examples of benefits in the IDA/Luther Forest/Global relationship. At this point in time, there is a convergence of several positive things happening, most importantly the Town of Malta is seriously considering an update to the zoning within the LFTC to expand the list of approved technology and business uses that can locate there. Secondly, it appears that the town is willing to remove the prohibition against the IDA to grant tax incentives for new companies to locate in the Campus. Tax incentives are used everywhere in the world, he stated, and it is an absolutely necessary tool for future industrial development in LFTC.

Additionally, Saratoga County has been negotiating with the Luther Forest Technology Campus EDC, which is a private not-for-profit group that runs the park, to take over the roads, to adopt the roads into the county road system. That is going to be a major influence toward development in the Campus because it provides for a very powerful and responsible owner that is able to take care of the roads.

Thirdly, the LFTC EDC itself, which is really a volunteer Board, has put its financial house back in order. They have done a lot of things to increase their revenues and reduce expenditures. They are going to be a major player in development of the Campus. Going back several years, this IDA discussed working with the Luther Forest EDC regarding the purchase of Area 4. This purchase would do a couple of positive things, Mr. Benton explained. It would allow the IDA to invest its money within the strict confines of the opinions issued by the offices of NYS's ABO and Attorney General, meaning that as an owner of property the Agency would be able to make whatever investments are required. The IDA clearly has the legislated authority to buy property, improve property, and then sell property. Working with the new zoning that should be in place shortly, we are on the threshold of an era for Saratoga County and the region where this 1,300-acre technology campus is going to be a major draw for new high technology companies to build onto what Global has already invested. He would urge the Board to set up a fund now to send a message that Saratoga County IDA is going to make a major investment of its money in this park. He believes others will follow.

Ms. Hynes-Walsh questioned what would result if the IDA put money into a restricted fund and then Malta did not go through with the proposed zoning changes. Would we then be stuck at that point, she asked? Mr. Benton stated the IDA could initially create and then terminate the restricted fund based upon circumstances. Ms. Hynes-Walsh agreed this idea followed what the IDA mission was. She thinks a lot of it hinges on what Malta does with its zoning. Mr. Benton stated it sends a positive message to Malta. Mr. Toohey stated that he had no problem with the concept, but its creation should be contingent on the action of the Malta Board. Otherwise, he noted, it may be harder to reverse the action. Discussion continued regarding the creation of the designated fund. Mr. Benton stated that without Malta amending the zoning, he would not be suggesting this at all. Some action today he thinks would be beneficial. What the Board should approve is creation of a restricted fund, further the Agency's negotiations with the Luther Forest EDC on the purchase of Area 4, and discussion of potential sources of funds for the account. Mr. Benton stated the initial and continuing source of funds would be repayment of the LFTC EDC has with SCIDA. The Agency just received a \$100,000 payment plus interest, and that would be a starting source. An additional source of funds could be fees collected within the Luther Forest Campus. At the moment only Global could be such a source of funds. Mr. Murray stated that the fund could be created but not necessarily funded with an initial money deposit.

Mr. Roohan, Chairman of Luther Forest Technology Campus EDC, then spoke regarding the PUD amendment which has been worked on for almost a year. They have completed the SEQR Statement of Findings. That has gone to the Town of Malta for approval first. They needed to go to the Town of Malta first, then the Town of Stillwater. In order to save money, not necessarily time, they went to Malta first. He is very confident they will get approved. A lot of the approval process is the scheduling of time. They have also agreed to construct another connector road to and within the Campus. They have spent a lot of time on their PUD approval which if approved will open up the ability for different businesses to locate in the Campus, including retail, hotels, research, development, etc. Mr. Roohan has received a lot of input and feedback from prospective purchasers. The EDC is very excited and have made great strides to move forward. Mr. Sutton questioned if an aggressive marketing campaign would be initiated. Mr. Roohan stated yes, in short, but there are a number of pretty exciting things they are working on that he could not share at this time. Chairman Callanan stated that he thinks this Board is a

partner with the Luther Forest Technology Campus, and we have done that over the years. Once the changes to the PUD have been made that will trigger actions on the part of the Board that will be very beneficial to Luther Forest. Mr. Roohan agreed and noted \$650,000 note from the IDA which they started with as an example of that partnership. Last year they paid \$50,000 against the principal of that loan and the IDA was kind enough to reduce the interest rate. This year they paid principal of \$100,000 and \$4,200 in interest. Mr. Roohan stated that they appreciate the IDA support and flexibility and the adjusted payment schedule so they could meet their obligations.

Mr. Rockwood asked Mr. Roohan how, if the IDA were to proceed with the land acquisition, the purchase would affect the State and LFTC. Mr. Roohan stated that the State is the EDC's bank. They have a contract and mortgage with NYS and the state would review the proposed purchase contract, and then decide to release the property from the mortgage. Mr. Rockwood then asked about distribution of sale proceeds. Mr. Roohan stated the proceeds from the sale of Area 4 would be apportioned with 2/3 going to the State EDC to pay down on their mortgage and the remaining funds would be used by the Luther Forest Technology Campus EDC for their operating expenses.

Chairman Callanan asked if there was a motion was to be made at this time. Mr. Toohey stated that the Board could entertain a motion to create the account, but you don't have to fund it by authorizing its creation today. You could approve the concept that has been proposed here today which could be used to go forward subject to the passage of the PUD in the Town of Malta. Chairman Callanan stated the motion would be the Board would authorize the establishment of the restricted fund based on the approvals of the changes to the PUD at a later date. Mr. Johnson questioned whether a resolution was drafted providing for the \$100,000 from the LFTC as an initial funding. This would have to be changed. Mr. Benton stated it was more a statement of intent and purpose, not a resolution. The Agency's vote today simply references that as a potential fund source and provides the additional clarity at this time that the account is being established with no money dedicated, pending final action on the town zoning issue. Ms. Hynes-Walsh made the motion, as Chairman Callanan stated, to establish a non-funded restricted / designated fund for the Luther Forest Technology Campus. The motion was seconded by Mr. Mooney. All were in favor and the motion was approved.

**MUNTER/GIP: Utility Easement:**

Mr. Valentine stated he had received a request from John Munter for the IDA to assist him with a required sign-off on an easement for a guidewire for a power pole within the Grande Industrial Park. Mr. Valentine explained that Mr. Munter was going to get the information to Mr. Toohey. Mr. Toohey stated he did speak with Mr. Munter. What they are looking for is a simple easement for the property. They were asked to get a sign-off on PeroxyChem's property and their lender. If they get that, subject to approval of language of the easement, they would ask for a resolution by the Board allowing the Chairman or any other officer to sign that. It is the responsibility primarily of Proxy Chem, secondary responsibility of their lender, to sign off when we get that. A motion was made by Mr. Mooney to allow, subject to the approval of language, the Chairman or any other officer to sign an easement for Munter/GIP, and it was seconded by Ms. Hynes-Walsh.

**RESOLUTION #1277**

RESOLVED THAT the Saratoga County IDA does hereby authorize, subject to approval of the language, the Chairman or any other officer to sign an easement for Munter/GIP for the benefit of PeroxyChem. The results of the roll call vote were as follows:

AYES: Ms. Hynes-Walsh, Mr. Johnson, Mr. Rockwood, Mr. Mooney, Mr. Sutton and Chairman Callanan.

NOES: None

ADOPTED: 6-0

**LUTHER FOREST TECHNOLOGY CAMPUS EDC: Memorandum of Understanding**

Mr. Roohan spoke regarding the update of the PUD and key items. They are working to have the PILOT program accessible. They have adjusted and expanded the permitted uses. They have adjusted the noise thresholds to be equal to that of other towns, and development fees have been set per square foot versus fees to be negotiated. He reiterated the information regarding the Empire State Development Corporation (ESDC) being their bank and trying to be a good partner. He stated they have had a number of meetings with the County Economic Development Committee regarding the roads, and are in process with the New York State Dept. of Transportation. Mr. Roohan stated that the ESDC has consistently asked what are they doing locally. Being here today is a good example of what LFTCEDC is doing. The Board asked Mr. Roohan how the price for the lot under consideration was arrived at. Mr. Roohan stated they felt it was a fair price considering the amount of acreage and location, and that an appraisal was completed for the LFTC. It was agreed that the board and staff would review the Memorandum of Understanding.

Chairman Callanan asked if there was any further discussion. As there was no further business, the meeting was adjourned on a motion made by Mr. Sutton, seconded by Mr. Johnson, with all voting in favor.

Respectfully submitted,

Lori A. Eddy

ATTACHMENTS:

A regular meeting of the County of Saratoga Industrial Development Agency was convened in public session at the Victory Village Hall, in the Village of Victory, Town of Saratoga, New York on July 20, 2015 at 8:00 o'clock a.m., local time following the close of a public hearing.

The meeting was called to order by the Chairman and, upon roll being called, the following were:

PRESENT:

Raymond F. Callanan	Chairman
Glenn Rockwood	Vice Chairman and Treasurer
Rodney Sutton	Secretary
Arthur Johnson	Member
Michael Mooney	Assistant Treasurer and Assistant Secretary
Mary Beth Hynes	Member

ABSENT: Charles Hanehan Member

ALSO PRESENT:

Richard Ferguson	Chief Executive Officer
Michael Valentine	Senior Planner to the IDA
John Murray	Chief Financial Officer
Michael J. Toohey, Esq.	Counsel to the Agency
James A. Carminucci, Esq.	Lemery Greisler LLC

The following resolution was offered by Mr. Sutton, seconded by Mr. Johnson, to wit:

RESOLUTION #1275

RESOLUTION GRANTING PRELIMINARY APPROVAL TOWARD THE PROVIDING OF FINANCIAL ASSISTANCE BY THE COUNTY OF SARATOGA INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO A PROJECT CONSISTING OF THE ACQUISITION, RECONSTRUCTION, AND INSTALLATION OF A 220,000 SQUARE FOOT RESIDENTIAL RENTAL FACILITY LOCATED AT 42 GATES AVENUE IN THE VILLAGE OF VICTORY, TOWN OF SARATOGA, SARATOGA COUNTY, NEW YORK, UPON APPLICATION OF RIVERVIEW REALTY, LLC AT A TOTAL PROJECT COST OF \$26,056,000 AND MAKING A DETERMINATION UNDER THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SAID PROJECT.

WHEREAS, the County of Saratoga Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of the State of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of the State of New York, as amended (the "Enabling Act"), and Chapter 855 of the 1971 Laws of the State of New York, as amended, constituting Section 890-h 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 industrial,

manufacturing, warehousing, commercial, research and recreation 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 Agency is authorized and empowered under the Act to acquire, construct and install “projects” (as defined in the Act), 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, Riverview Realty LLC, an New York limited liability company having an address of 90 State Street, Albany, New York 12207 (the “Applicant”), has requested that the Agency undertake a project (the “Project”) consisting of (a) the acquisition of an interest in an approximately 6.57 acre parcel of land located at 42 Gates Avenue in the Village of Victory, Town of Saratoga, Saratoga County, New York (the “Land”), (b) the reconstruction thereon of an approximately 220,000 square foot building (the “Facility”) to constitute 98 residential rental units together with a pre-school, and (c) the acquisition and installation therein of certain machinery and equipment (the “Equipment” and together with the Land and the Facility, the “Project Facility”), (B) the lease (with the obligation to purchase) or the sale of the Project Facility to the Applicant or such other person as may be designated by the Applicant and agreed upon by the Agency ; and (C) the granting of “Financial Assistance” (as such term is defined in the Act) with respect thereto in the form of exemptions from state and local sales tax and mortgage recording tax and real property taxes; and

WHEREAS, the Applicant has estimated that the total cost of the Project will equal approximately \$26,056,000; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Applicant that the undertaking of the Project will be an inducement to the Applicant to undertake the Project in Saratoga County, New York; and

WHEREAS, the Agency desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Saratoga County, New York by undertaking the Project in Saratoga County, New York; and

WHEREAS, immediately prior to the consideration of this Resolution, a public hearing with respect to the Project was conducted by the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of the State of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act”), the Agency is required to make a determination with respect to the environmental impact of any “Action” (as defined by the SEQR Act) to be taken by the Agency and the approval of the Project constitutes such an “Action”; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF SARATOGA INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

SECTION 1. Based upon the representations made by the Applicant to the Agency, the Agency hereby makes the following findings and determinations with respect to the project:

A. The Project constitutes a “project” within the meaning of the Act; and

B. The undertaking by the Agency of the acquisition, construction and installation of the Project Facility pursuant to the Act, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Saratoga County, New York and the State of New York, improve their standard of living and thereby serve the public purposes of the Act; and

C. The completion of the Project will not result in the removal of a facility or plant of the Applicant or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Applicant or any other proposed occupant of the Project Facility located in the State except to the extent the foregoing is reasonably necessary to discourage the Applicant or said occupant from removing such other plant or facility outside the State of New York or is reasonably necessary to preserve the competitive position of the Applicant or said occupant in its respective industry.

SECTION 2. Based upon a review of the Environmental Assessment Form relating to the Project and submitted by the Applicant together with the minutes and record of the Village of Victory Planning Board relating to the Project, the Agency hereby determines that the Project constitutes an “Unlisted Action” (as such term is defined by the SEQR Act) which would not have a significant effect upon the environment (hereinafter the “Initial Determination”). The Chairman shall take all action required by the SEQR Act to cause such Initial Determination to become final in accordance with the terms and provisions of the SEQR Act, including the filing of this Resolution in the office of the Agency to be made available for public inspection during business hours.

SECTION 3. Subject to the conditions set forth in Section 3 of this Resolution, the Agency will (A) acquire, reconstruct and install the Project Facility, or cause the Project Facility to be acquired, reconstructed and installed, (B) lease (with the obligation to purchase) or sell the Project Facility to the Applicant or its designee pursuant to a lease agreement or an installment sale agreement (hereinafter, the “Agreement”) between the Agency and the Applicant, and (C) if requested by the Applicant, authorize by future resolution the execution and delivery of a mortgage on its interest in the Project Facility to secure a borrowing by the Applicant to finance all or a portion of the costs of the Project.

SECTION 4. The undertaking of the Project, as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the Agency that all requirements of the SEQR Act that relate to the Project have been fulfilled; (B) agreement between the Applicant and the Agency as to payment by the Applicant of payments in lieu of taxes with respect to the Project Facility as described on Exhibit “A” attached hereto, together with the administrative fee of the Agency with respect to the Project; and (C) the following additional conditions: (1) satisfactory review of the financial statements of the Applicant by the Treasurer of the Agency, (2) that the Applicant procure all necessary federal, state and local approvals and permits with respect to the reconstruction and operation of the Project Facility, (3) that prior to closing the Applicant terminate the existing Article 7 proceeding relating to the Facility and (4) satisfaction by the Agency with the requirements of the Act.

SECTION 5. The officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

SECTION 6. The officers, agents and employees of the Agency are hereby directed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Project.

SECTION 7. Lemery Greisler LLC is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Applicant, to work with the Applicant and others to prepare, for submission to the Agency, all documents necessary to affect the undertaking of the Project.

SECTION 8. The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

SECTION 9. This Resolution shall take effect immediately and shall remain in effect until the earlier of (1) the execution and delivery of the Agreement at which time all provisions and conditions hereof shall be deemed merged into such Agreement and (2) the date which is two (2) years from the date hereof. This Resolution is intended to replace and supersede Resolution # 1210 adopted by the Agency on January 13, 2014 and relating to the Project.

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

Raymond F. Callanan	VOTING AYE
Glenn Rockwood	VOTING AYE
Rodney Sutton	VOTING AYE
Charles Hanehan	ABSENT
Michael Mooney	VOTING AYE
Arthur Johnson	VOTING AYE
Mary Beth Hynes	VOTING AYE

The foregoing Resolution was thereupon declared duly adopted.

TERMS OF PILOT

PILOT Year	Amount Due
1	100% of then current assessment multiplied by then current tax rates
2	100% of then current assessment multiplied by then current tax rates
3	\$45,000
4	\$45,000
5	\$45,000
6	\$45,000
7	\$45,000
8	50% of then current assessment multiplied by then current tax rates
9	70% of then current assessment multiplied by then current tax rates
10	90% of then current assessment multiplied by then current tax rates
11 and thereafter if Project still owned by Agency	100% of then current assessment multiplied by then current tax rates