

SARATOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING
December 29, 2016 – 8:07 a.m.
Town of Northumberland Town Hall
17 Catherine Street, Gansevoort, NY 12831

PRESENT: Members: Chairman Rod Sutton, Phil Klein, Andrea DiDomenico, and Arthur Johnson.

STAFF & GUESTS: Richard Ferguson, CEO, Michael J. Toohey, Esq., Counsel to the Agency; James A. Carminucci, Esq., Bond Counsel; Michael Valentine, Administrative Assistant; Denis Brobston, SEDC; Brian Carmer, Stone Bridge Iron & Steel, Inc.; and Lori Eddy, Secretary.

ABSENT: Mary Beth Hynes-Walsh, Glenn Rockwood, Michael Mooney.

Chairman Sutton called the meeting to order @ 8:07 a.m.

Chairman Sutton stated we have before us an application from Stone Bridge. Does anyone on the Board have any questions or thoughts or comments about the applicant. Mr. Johnson stated he thinks it is a good project, a local business and he thought we should move forward with it. Ms. DiDomenico stated she thought the same. It looks like a great project for the community. Mr. Sutton asked if anyone had any further comments.

Chairman Sutton stated we have before us an application for a 10 year PILOT which will be a 10 year manufacturing PILOT that will have a tax benefit of what he believes is \$27,000 and a sales tax benefit of \$232,000 and the PILOT of about \$1.8 million dollars. The tax benefit is about \$259,000, is that correct? Mr. Brobston stated sales and mortgage tax is \$259,000 and then we add a PILOT in. Bottom line savings is around \$943,000. Chairman Sutton thanked Mr. Brobston for that clarification.

Mr. Carminucci stated that he wanted to point out there were a few requested changes to the resolution, which he sent around. We typically provide in section three that one of the requirements is a review of financial statements. Mr. Ferguson pointed that out. He wanted to add that in section three. In section six, Mr. Toohey asked him to also clarify an addition to the applicant being responsible to pay the cost of his firm, they are also responsible to pay the cost of counsel to the Agency and that change would be in section six. Mr. Toohey stated that the other aspect of this that he wants to make sure is clear between the public notice and what we are saying is that the PILOT that is being requested is a full 10 year PILOT on the improvements that are going to be made on the property. Mr. Valentine stated he asked Mr. Brobston about that. As they understand the demolition is going to take the place of some existing buildings prior to the construction or during. He asked Mr. Brobston to check for the purposes of when the PILOT comes up, what do we use for an assessed value knowing that may change with the demolition of some buildings on site. Our basis for the PILOT is going to be on the land only and those buildings existing. That is not what to do with what we will adopt today but what we will take care of later in the process of establishing the PILOT.

Chairman Sutton then asked for a motion to approve the application before the IDA for Stone Bridge Iron and Steel, Inc. A motion was made by Ms. DiDomenico and it was seconded by Mr. Johnson to approve the application.

A roll call vote was taken on Resolution # 1351 (attached) with the following results:

AYES: Mr. Johnson, Mr. Klein, Ms. DiDomenico, and Chairman Sutton.

NOES: None.

ADOPTED: 4-0

Chairman Sutton stated we have a short agenda today. The next topic is an update on the proposed purchase of property at Luther Forest Technology Campus. As you probably know, over the last 18 months or so the IDA has had a verbal agreement with Luther Forest to purchase property in the Park. It is considered Pod 8. We have had discussions with Luther Forest over the past 18 months to purchase a parcel of land at approximately \$40,000 an acre. Once we started to do our due diligence on the property, it was discovered there was very little, if any, infrastructure available to us.

We sought to find a solution to make the property a viable piece of property for a turn-key operation or possibly sell the property that might be of value to a developer or a number of developers. In the past year, our sub-committee of Mr. Johnson, Mr. Rockwood, Counsel Mike Toohey and our CEO, Mr. Ferguson have been in discussions with a private developer that is looking at properties that has leasing privileges within the Luther Forest Park. Now what we are doing is looking at the possibility of purchasing property within that leased property. It is about 125 acres. We are looking at about probably anywhere between 15-20 acres to possibly purchase to help jump start the development of Luther Forest. The reason he wants to bring this up now is that we want to instruct Mr. Ferguson to go further and do our own due diligence and find out what the price per acre might be.

We have already ordered appraisals of those properties to see if the financing is appropriate to what we were thinking about when we were thinking about purchasing the Pod 8 property from Luther Forest. We have had two or three appraisals. We have had an appraisal from the entity of the MRFA Group, which is a collection of developers that are looking to develop a parcel of about 120 acres within Luther Forest Park. What we are looking at now is to ask Mr. Ferguson to further evaluate the feasibility and possibility of purchasing the properties at a rate that would be suitable to our budget.

Chairman Sutton stated he just wanted to keep everyone up to date. We have had a number of meetings over the last eight months and what we would like to do is kind of wrap this up and make some kind of decision and hopefully by the first quarter of 2017. Once we get our information together and Mr. Ferguson could share that with us then we would like to sit down with Counsel and see if we could set up a letter of understanding or memo of understanding as to what direction the IDA should go in.

Mr. Klein stated he just wanted to make sure he remembered this correctly. Is this the property we discussed approximately 8 months ago or something like that and it is a piece of property that has a slope at the end of it. Mr. Ferguson stated this is a different property. It is closer to the center of the Park. It is known as area 7. What is being offered to us is approximately 20 acres. He has driven past the property, it looks flat. He has not walked it. He has only driven past it and seen the current developers for sale sign on it.

Mr. Toohey stated the parcel you are talking about was diagonally across the street from where we are talking about. In that it was further away from where infrastructure would logically be connected, the concept at that point was that if we take one of the lots that is furthest away and bring infrastructure to that then everything along the way may have the benefit of that. This parcel is literally across an intersecting street from it and would be better just because of the engineering concepts with regard to infrastructure getting to it and what is continued to have the benefit of having infrastructure at that

intersection so if somebody wants to develop it they don't have to bring it from the other side of the Park. They've got a connection across the street. What we would attempt to do is make sure that the zoning for this is big enough to attract everybody or to service everybody that is in the area while we are only going to pay for that which we would really need for our own site. That is the distinction that we are trying to make here. He believes we have the right to buy and sell land, which is what we are in the process of doing right now. And in doing that, he thinks we have the right to bring infrastructure. He doesn't know if we have the right to give infrastructure away to everybody else in the world. But if somebody else is going to pay for that incremental increase, then it is not IDA money that is being used for that purpose. That is the balance we are trying to figure out.

Mr. Klein questioned if it was more saleable? Mr. Toohey stated yes, more saleable, more useable. All of those things you would look at for the purpose of this really being an incentive to help the development of this major project in the center of the portion of the County that we all service. So, it seemed a good choice of a parcel. Mr. Klein questioned how big is the total parcel acre wise? Mr. Ferguson stated the parcel we are looking at is 20 acres. To date, we have commissioned a utilities report that the LA Group provided to us and we also commissioned a new appraisal on this specific parcel of land. We have those two. What we would like to do to make sure that we pass muster from all scrutiny from our New York State regulators is to have a second appraisal and second utilities report done so that we have two that we can compare.

Chairman Sutton stated we have had the opportunity to speak to the Supervisors of the Town of Malta and the Town of Stillwater that are affected by the Luther Forest Park. They are very enthusiastic about the project at hand. As he has said, we have a number of meetings over the past seven or eight months and he thinks we are getting close to being able to come up with a definitive price per acre that would be hopefully acceptable to our Board. Mr. Johnson stated this is a good opportunity for this Agency to buy a shovel ready site. The other direction we were going was just vacant land and we would have to put infrastructure in. This is kind of a unique opportunity partnering with a private developer for us to get a shovel ready site within the amount of money that we thought we would have to spend for maybe just the vacant piece.

Mr. Klein asked what is the entity that we are potentially going to purchase this from? Chairman Sutton stated it is a combination of various developers and their technical name is MRFA. It is basically a group of developers that are from the DA Collins Group. Principals would be David Collins, Mike Dunn and a couple of other folks that have an interest in that parcel. What it would be, what we are hoping to do, is have a public private partnership that is something that could go forward and a model that maybe some of the other parts of the Park could adhere to and appreciate what we are doing. What we are looking for is that private partnership along with what we are able to bring to the table in terms of financing.

Mr. Johnson stated that during the course of this process we have come to find out that the real reason that we haven't had to leverage Global is because there is no infrastructure there. We talked about maybe there was other reasons why it didn't develop, it seems like the real reason has been that there is no infrastructure. People aren't going to buy a piece of land and then have to bring infrastructure hundreds of feet to the property. This would secure that situation and he thinks it is a good chance that we will see some real activity there once we get this done. Chairman Sutton stated he would like to thank Mr. Johnson and Mr. Rockwood. They have spent a lot of time on the infrastructures as has Mr. Toohey and Mr. Ferguson. We have put a fair amount of effort and time into this to see if we can truly bring forward a public private partnership that will benefit the County down the road. Chairman Sutton asked if there were any further questions. There was no further discussion.

Chairman Sutton asked Mr. Ferguson for a discussion on the next agenda item, which is the Geyser Road Signalization. Mr. Ferguson stated we received a fourth invoice from the City of Saratoga Springs in the amount of \$6,000. With the payment of that invoice, we will have \$7,600 left on our contract. Chairman Sutton questioned if there was any timetable for when they would break ground for that. Mr. Ferguson stated he did not know. Mr. Klein questioned if there was any resolution with regards to the acquiring of the rights to go across that one person's property. Mr. Valentine stated there is still bickering going on with that. He just refuses to give access to it, going to eminent domain process. Mr. Carminucci stated there is a notice in the paper this week and he doesn't know if it is that parcel, the City has condemnation proceeding underway.

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

Respectfully submitted,

Lori A. Eddy

A special meeting of the County of Saratoga Industrial Development Agency was convened in public session at the Northumberland Town Hall, 17 Catherine Street in the Town of Northumberland, New York on December 29, 2016 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:

Rodney Sutton	Chairman
Arthur Johnson	Member
Philip W. Klein	Secretary
Andrea J. Di Domenico	Member

ABSENT:

Glenn Rockwood	Vice Chairman and Treasurer
Michael Mooney	Assistant Treasurer and Assistant Secretary
Mary Beth Walsh	Member

ALSO PRESENT:

Richard Ferguson	Agency CEO
Michael Valentine	Senior Planner to the IDA
Michael J. Toohey, Esq.	Agency Counsel
James A. Carminucci, Esq.	Lemery Greisler LLC, Special Counsel

The following resolution was offered by Ms. Di Domenico, seconded by Mr. Johnson, to wit:

RESOLUTION #1351

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, CONSTRUCTION AND EQUIPPING OF A 25,000 SQUARE FOOT ADDITION TO AN EXISTING FACILITY LOCATED AT 426 PURINTON ROAD IN THE TOWN OF NORTHUMBERLAND, COUNTY OF SARATOGA, STATE OF NEW YORK, UPON APPLICATION OF CARMER PROPERTIES, INC. TO BE UTILIZED BY STONE BRIDGE IRON & STEEL, INC. IN ITS MANUFACTURING OPERATIONS AND FOR ITS CORPORATE HEADQUARTERS.

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, Carmer Properties Inc., a New York business corporation having an address of 426 Purinton Road, Gansevoort, New York 12831 (the “Applicant”), has requested that the Agency undertake a project (the “Project”) consisting of (A) (1) the acquisition of an interest in an approximately 6.05 acre parcel or parcels of land constituting tax map parcel 104.-1-33.1 and 104.-1-33.2 and located at 426 Purinton Road in the Town of Northumberland, New York (the “Land”), (2) the construction of a 25,000 square foot addition (the “Addition”) to an existing approximately 50,000 square foot facility (the “Existing Facility” and together with the Addition, collectively the “Facility”) located on the Land to be leased by the Applicant to Stone Bridge Iron & Steel, Inc. (the “Tenant”) for use by the Tenant in the manufacturing of structural steel products and for corporate headquarters and (3) the acquisition and installation therein of certain machinery and equipment (the “Equipment”) and together with the Land and the Facility, collectively, (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 sales tax, mortgage recording tax and real property taxes (applicable only to the Addition); and

WHEREAS, the Applicant has estimated that the total cost of the Project will equal approximately \$4,550,000; 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, a public hearing with respect to the Project was conducted by the Agency immediately prior to the consideration of this Resolution following publication of a notice of said public hearing and notice to all affected taxing jurisdictions as required by the provisions of the Act; 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. Subject to the conditions set forth in Section 3 of this Resolution, the Agency will (A) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, constructed 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 3. 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 SEQRA 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, 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 construction and operation of the Project Facility, and (3) satisfaction by the Agency with the requirements of the Act.

SECTION 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Leasing 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 Agency with all of the terms, covenants and provisions of the Leasing Documents binding upon the Agency.

SECTION 5. 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 6. Lemery Greisler LLC is hereby appointed Special Counsel with respect to all matters in connection with the Project. Counsel to the Agency and Special Counsel for the Agency are 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 effect the undertaking of the Project.

SECTION 7. This Resolution shall take effect immediately and shall remain in effect until the earlier of (1) the execution and delivery of the Lease 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.

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

Rodney Sutton	VOTING AYE
Michael Mooney	ABSENT
Arthur Johnson	VOTING AYE
Glenn Rockwood	ABSENT
Mary Beth Walsh	ABSENT
Philip W. Klein	VOTING AYE
Andrea J. Di Domenico	VOTING AYE

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of the County of Saratoga Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency held on December 29, 2016, including the resolution contained therein, with the original thereof on file in my office, and that the same is a true and correct copy of said original 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 Agency had due notice of said meeting; (B) said meeting was in all respect 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 given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency 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 this ____ day of _____, 2016.

Philip W. Klein, Secretary