

## **SARATOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING**

**April 20, 2015 – 8:00 a.m.**

**At 50 West High St., Ballston Spa, NY**

The meeting was called to order by Chairman Callanan.

**PRESENT:** Members: Raymond F. Callanan, Chairman; Charles Hanehan, Mary Beth Hynes, Arthur Johnson, Michael Mooney, Glenn Rockwood, Rodney Sutton.

Staff & Guests: Lawrence Benton, CEO; Michael Valentine, Sr. Planner; Michael Toohey, Agency Counsel; James Carminucci, Bond Counsel; John Murray, CFO; Tom Wood, Supervisor, Town of Saratoga; Bill Peck, Supervisor, Town of Northumberland; Ed Kinowski, Supervisor, Town of Stillwater; Dennis Brobston, Ryan VanAmburg, SEDC; Frank J. Nigro, III, Mary Beth Slevin, Counsel, Perry Road Development; Amy Harlow and Jim Pascarell, nfrastructure; Stephen Williams, Daily Gazette

### **APPROVAL OF MINUTES**

Mr. Sutton moved to approve the minutes of the meeting of March 9, 2015. The motion was seconded by Mr. Mooney and approved with all in favor.

### **FUNDING REQUEST: HISTORIC HUDSON & HOOSIC RIVERS PARTNERSHIP**

Mr. Wood stated the Partnership President, Tom Richardson, Supervisor of the City of Mechanicville, was unable to be here this morning. He said the historic Hudson & Hoosic Rivers Partnership was originally established in 2006, was reconfigured in 2012, and was created by an act of the State Legislature for the purpose of promoting tourism, etc. It was an economic development engine envisioned by then Assemblyman Roy McDonald with the support of Assemblyman Englebright and at the time Senator Joe Bruno. He said over the years, the Partnership has evolved and currently consists of 32 municipalities (villages and towns) located within Saratoga County, Washington County and Rensselaer County, as well as 19 not-for-profits, two appointees from the Governor, two appointees from the State Senate, two appointees from the State Assembly. In addition, there is a representative from Parks, Ag & Markets and DEC. He said they have been working to promote a number of projects, and the most recent project is the creation of a Gateway Regional Visitors' Center to be located in the center of the Partnership region at 30 Ferry Street in Schuylerville.

Mr. Wood stated they have developed conceptual drawings, and some of the information was sent out to the Board members. This Center would promote the various sites and businesses within the Partnership. He said as far as Saratoga County is concerned, the Partnership goes from Waterford to Corinth and includes all of the villages and cities on the Hudson River up and

down the corridor. The facility itself will be post and beam in nature. He said it is modeled after Schuyler House No. 2. The structure will be 40' by 70', two stories in height and designed so that it can be expanded on in later years. He said they are now at the phase where they need to obtain a complete set of construction drawings as well as the desire for establishing construction oversight during the actual building of the project. He mentioned they have gone through a thorough RFP process, and Saratoga Associates was selected unanimously as the organization with whom they wish to contract for the completion of the final plans and the actual construction oversight. He stated the price will be \$177,000, and they are requesting the IDA to support the Partnership and enter into an agreement with Saratoga Associates for the completion of this work. Their plans call for the completion of the construction plans this year, and construction would commence next spring. They will be working with the Timber Frame Guild which is a national organization, and they are looking for a number of volunteers in the area to assist in the actual construction in the building. He mentioned that they have a number of grants which are backed up in the system that are a 50/50 match, but they do not have any front end money to start the project. He said they are working with the Lakes to Locks group that will assist in the creation of the actual displays and exhibits in the inside of the building which will, hopefully, promote tourism in the area. This will stimulate business, and stimulating business encourages business to hire more people, and it's all about jobs. He said that is why they are making this request to the IDA.

Chairman Callanan said for the past several years, the IDA partnered with local municipalities to do various projects. In the past year or so, an opinion was issued by the Attorney General's office stating that IDA's did not possess the authority to issue loans or grant monies to other entities. The Authority Budget Office followed up with policy guidelines based on that opinion. As a consequence, we are sitting on money that we cannot spend. He said he doesn't know where this project would fit in. Mr. Peck stated they would like the IDA to work with Saratoga Associates directly. It would not be a grant but a direct payment to Saratoga Associates. Mr. Johnson asked if we did something similar with the City of Saratoga Springs. Chairman Callanan said we did contract with the engineers for the Geysers Road turn lane, but that was several years ago and prior to the opinion of the Comptroller. Mr. Rockwood said if this gets funded, where will the money come from for construction. Mr. Wood stated they have \$450,000 in grants some of which are legislative grants, and other are Canal Corporation grants. He stated they have an agreement with Saratoga County, and they will donate the trees that will be sawed out for the timbers that will be used in the construction of the building itself. Mr. Peck said this is a collaboration of many towns and municipalities. He said in Saratoga County, tourism is a big economic driver, and this visitors' center has been years in the making and the center of the Saratoga/Washington/Hoosic Partnership. Inside of the center will have all of the places along each side of the River that are historical and business sites. The National Parks will also have a spot in the Visitors' Center as well. The County has worked closely with the Partnership with the Dix Bridge that was closed down. Through Federal D.O.T. grants funneled through the State, we revamped that. Now it's a heavily used snowmobile trail that lets the

Saratoga/Washington County people go back and forth. He said that's some of the projects that have been done along the corridor.

Mr. Hanehan asked about full-time jobs anticipated at the Visitors' Center? Mr. Wood stated the National Parks Service has committed a staff person present within the building for six months during the main tourist season. There will be one Partnership staff person headquartered in that building. There will be a permanent staff of one National Parks person, one Partnership person, and he would like to assume that from time to time, there would be other part-timers within the building. The building will be designed to house group presentations and meetings. Mr. Rockwood asked if they approached the other two counties for help with this expenditure. Mr. Wood said no, not at this point. Mr. Mooney asked if the \$177,000 is just for the design work for this building. Mr. Wood stated design and construction oversight. Mr. Rockwood said that mention was made of 50/50 grants, but where would the rest of the money come from? Mr. Wood said if we are successful in receiving support from the IDA, this would be the local match money for the project. Chairman Callanan asked who would administer the contract with Saratoga Associates. Mr. Wood said the financial aspect of it would be the Town of Saratoga. The Town of Saratoga has entered into an agreement with the Partnership. In this case, the finances would go from the IDA to Saratoga Associates. Chairman Callanan said the administration of the contract would not be done by the IDA, as we have limited resources. Mr. Wood stated he presumes it would be done by the Partnership under Tom Richardson or there are assistant staff people from Carrie Woerner's office and Kathy Marchione's office to assist the Partnership. Mr. Johnson asked if there was a complete breakdown of the \$177,000. Mr. Wood stated yes for both the Phase I portion and the Phase II portion. He said he can provide that to all of the IDA members.

Mr. Murray stated if the IDA had a direct contract with Saratoga Associates, he cannot see how that would be allowed for matching funds for any of the grants that they have because we would be funding the money directly to Saratoga Associates. Mr. Toohey said the restriction that we have is first the Budget Office and then the Attorney General's Office have sent out a very specific opinion to all IDAs that severely limit our ability to utilize the funds that we have accumulated over the course of the years. He said there is a certain illogic in that in the sense that we have the funds and we want to use them for things that create jobs. He said that we have a recent opinion from the Attorney General that says we can't do that. It becomes a very difficult situation for the IDA. He said Dix Bridge was a perfect example of what we believed at the time was a proper utilization of our funding to enhance tourism within the region. Now we have this opinion, from September, 2014, that tells us that we are restricted. He said it's been suggested that we directly contract with Saratoga Associates for \$177,000, but that becomes a threshold question for the Agency. Mr. Murray said to build it, they want to use that funding as part of the funding to obtain more money of the \$450,000 grant. He doesn't see how the State would authorize that as part of the match because the funds are going directly from the IDA to

the contractor. Mr. Wood said this wouldn't negate their desire to have the IDA get this phase of the work done, and then they would pursue other revenue sources to help reach that match.

Mr. Kinowski said he was looking at the mission statement of the IDA. He asked how the IDA can best advise their organization to seek assistance in any potential way that could benefit Saratoga County in the respect that this is definitely an economic engine. He said it will drive jobs as Dix Bridge has shown within a year. If the Agency is able to contract directly, let's work a mechanism that is potentially possible for assistance. He wants to look for creative ways to utilize money that will help Saratoga County. Mr. Peck stated they just saw this as an opportunity. If this cannot be done to satisfy the AG's opinion, that does not stop the project. Ms. Hynes said do we know of any other IDAs that have taken any steps to assist in a circumstance like this after the September, 2014 opinion? Mr. Toohey stated no. Chairman Callanan asked if the Hoffman Play Land project was done after the September opinion. Mr. Toohey stated that was operated more along the lines of what we are doing with the Water Authority. He said the project was created, and as a result, it was reported as a grant, but that wasn't the way it really was.

Mr. Johnson asked if we are not granting or loaning, how does that opinion apply? Mr. Toohey asked are we willing to give \$177,000 for this particular project. He asked where the rest of the money is coming from. Will this be a cumulative request? Mr. Mooney said one of the missing pieces is the contract and how that is phased. Mr. Rockwood said it would be helpful to know what the rules are for each one of the grants to have some sense that this project would absolutely be built at some point. Mr. Wood stated he has full confidence and faith that this building will be built. If we can get this part of it done, construction will commence next spring. He said they are a flexible group of people with their eyes open and they are realistic. This will be an economic driver for the whole area. He said he understands the Partnership included in this year's State budget is an additional \$100,000 which will be a continued line item for the Partnership for its annual operation. This is a stream of money to keep the Partnership physically alive and functioning. He said the Partnership meets once a month and they have administrative support from Senator Marchione's office and Assemblyman Woerner's office. He believes some of the \$100,000 could be used for some of the oversight for the work that will be done.

Mr. Sutton asked if would make sense to allocate some seed money to see how the process goes to keep the process running. Mr. Toohey said there are two components to this. One is the design side and the other is supervision. He asked what the design part of this is. Mr. Wood stated approximately 50/50. Mr. Peck said they would have to provide this to the IDA. He said they have grants in place, and State Parks have been very helpful. He said everyone is on board that this is going to be built. This is a design that has been planned from a County standpoint from when they do logging this summer, and the Timber Guild is an educational organization that will come in and do this without payment. He said once they get through the first phase, there is no doubt in his mind this will be built. Mr. Wood mentioned Lakes to Locks Passages

has a grant for \$350,000, but the shell of the building has to be built. Chairman Callanan requested a breakdown of the phases as well as the grant money coming in. He said we cannot promise anything at this point. He asked if we could ask the Comptroller's Office about this. Mr. Toohey said you can send a request for an opinion as to whether or not this is an acceptable mechanism. We should discuss whether or not this is an avenue we want to pursue to have that happen. Mr. Peck said they will provide the IDA with the information requested.

#### **APPLICATION: PERRY ROAD DEVELOPMENT, WILTON**

Chairman Callanan asked if there was anything new with this application. Mr. Brobston stated nothing additional at this time. Mr. Nigro stated every year there is a need for quality senior housing. At the middle income senior level, there is a lack of product on the market. They have developed, through their proprietary senior engaged life program, an amenity enriched high quality housing for middle income seniors. This is a type of housing that is not being met in the counties throughout the State and is certainly not being met in Saratoga County. They have two developments, one in Rensselaer County and one in Schenectady County, where they have a larger than anticipated number of residents that have moved from Saratoga County because this housing does exist. It would be hard to make an argument that approving benefits for this type of housing would create a precedent for other multi-family housing. He said they did receive IDA PILOT programs from the other two counties where they have these projects where residents from Saratoga County are living. He said the property is not served by municipal water and sewer. He said they will expand that water and sewer to a part of town that will have a great benefit once it is there. The cost between the tapping fees and the extension of the lines is in excess of \$700,000 which is much greater than the relief that they are seeking from the IDA. He said right now, the property pays a little under \$10,000 in taxes, and at their assessed value and stabilization, their taxes will be just under \$200,000. He said this is at no cost to the town or County. He said these are compelling reason for the IDA to consider and grant the request that they are seeking today.

Mr. Johnson said this project at full build out has a value of \$20 million. They are not seeking a PILOT, it will be all on the tax rolls immediately. A project like this puts no children into the school district. He said though not significant, there are jobs involved. Mr. Nigro said when you keep these seniors in your town, they are going out along Route 50 spending money at the restaurants and shops, and their doctors are there. These are good long term voting citizens of the County that are now looking for options outside of the County because they do not exist here. Mr. Johnson said the sewer and water expansion is in a commercial area that will hopefully open up other properties for future development. Mr. Nigro said they are only requesting mortgage recording and sales tax relief. Mr. Hanahan asked what is the total number of residents anticipated? Mr. Nigro said he believes somewhere between 140 and 150. He said it is 110 units. He stated there will be five full-time jobs created, but there are expedient factors that come into play. Mr. Mooney asked if the second phase called for an additional 90 units. Mr. Nigro said there is a second phase of assisted living when the demand presents itself. He said

one benefit is bringing water and sewer to hundreds of acres of land that can be developed. Mr. Hanehan asked if the assisted living portion has occurred on any of their other projects. Mr. Nigro said in Rensselaer County, they do not have the opportunity to do the assisted, and in Glensville, they are completing construction right now. Mr. Benton asked if the tapping fees are charged by the town. Mr. Nigro stated it is Saratoga County Sewer. Mr. Mooney said they have both water and sewer fees. He has seen the project and it is a significant amount of work that will be done – pumping station and lines run quite a ways, and it will almost complete the loop to the existing commercial area on Exit 15. Chairman Callanan asked how much land is on that pipe other than the applicant. Mr. Nigro said they are bringing it down about 3,000 feet. Mr. Toohey said it is more than one-half mile. Mr. Nigro said it's not just the vacant land that they pass but the extension of it gives the opportunity for hundreds of acres in that part of town. None of it is serviced by municipal water and sewer. Mr. Sutton asked if the other IDA projects were PILOTS. Mr. Nigro stated those were full PILOT programs. Mr. Sutton asked how long ago did they apply for those? Mr. Nigro said Rensselaer County was 2010 and Schenectady County was 2014.

Chairman Callanan stated historically, this Board has avoided doing benefits for residential properties. Our interest in this was the pipes that will open up that land to commercial building and possibly more jobs along the way. We do not want to set a precedent. Mr. Nigro stated given the narrow scope of this development, their lenders do not view this as residential development. The towns call it residential development, but they are a commercial enterprise. He said the focus is so narrow given the age restriction and no one in the school system. The trademark programs they offer for middle income seniors are not happening. You will not be inundated with these projects. He said it is inconceivable to him that this will open the flood gates for that type of housing. He said if there was another project delivering this need that is not being met for the middle income seniors, you ought to consider it because you will lose them to counties that will offer it. Mr. Toohey asked if the half mile that the water and sewer will be extended, is that commercial, industrial or residentially zoned? Mr. Nigro stated it's a combination of everything. Mr. Mooney said it's close to Route 50, and in his opinion, it opens up a tremendous amount of vacant land on Route 50. Mr. Sutton asked if there is a sense of how many other senior housing projects are on the docket throughout the County. Mr. Toohey said he knows of two. Mr. Johnson said typically, a lot of the senior projects are done by not-for-profits. They wouldn't need any type of sales or mortgage tax. Mr. Nigro stated with the not-for-profits, their tax structure is different. Mr. Mooney said just to be clear, the expected value of that project is \$20 million, and 100% will go on the tax rolls? Mr. Nigro said their full value assessment at stabilization puts their tax liability just under \$200,000 which is a 20 fold increase from where the taxes are now on the property. He said no PILOT is being requested.

Mr. Rockwood asked if the infrastructure going into the ground will be sufficiently sized to handle additional development, and Mr. Nigro said it will be. Mr. Toohey asked will there be any charges levied against the adjacent property owners to tap into that? Mr. Mooney said no.

Mr. Benton asked if the project would go forward without the benefit from the IDA. Mr. Nigro stated the project cannot be built as contemplated. He stated senior citizen housing that has the level of amenities that they offer that is affordable to middle income seniors, they would need the benefits. Ms. Hynes asked Mr. Nigro to review the amenities. Mr. Nigro stated they provide a continental breakfast seven days a week, transportation to grocery shopping and doctor appointments, cooking classes, indoor pool with aquarobics, exercise and dance classes, concierge services, etc. It is a full-time operation when it comes to taking care of the programming provided to seniors. He said they are doing 40 aquarobics and exercise classes per week at their other facilities. They have had tenants with walkers who do not need their walkers any more. He said the seniors are starting to live a healthy life style, and their benefits are tremendous. Mr. Benton stated the record should show they are requesting \$500,000 abatement in sales tax and \$200,000 for the mortgage tax. Mr. Nigro stated it is a little bit less for the mortgage tax. Mr. Brobston stated those figures were estimated on the higher side by about 10% at this time. Mr. Rockwood asked what the rents would be. Mr. Nigro stated rents would run from the low end of \$1400+ to the high end of a little over \$2,000. Ms. Hynes asked if that is considered middle income, and Mr. Nigro said absolutely. He said doctors' transportation is all taken care of plus all of the other services. It is a tremendous burden to figure out who is taking a parent to their doctor appointment, and this is taken care of in this facility. This is a quality of life project. Mr. Hanehan asked if they have done an analysis on what it would cost without the IDA benefits. Mr. Nigro said they have not. They are committed to a high quality amenity rich senior housing development. To deviate from that would be getting out of the business they want to be in. Mr. Valentine asked what age is considered a senior, and Mr. Nigro stated 62 and older. Mr. Valentine asked what is the cut off from senior to assisted living? Mr. Nigro stated that needs base not age. They don't make that determination. He said if they see someone starting to really fail, they will discuss that with family members. You can bring in home health care at their facilities.

Mr. Johnson moved to approve the application of Perry Road Development, Wilton. The motion was seconded by Mr. Mooney.

**RESOLUTION NO. 1250 (Attached)**

**AYES – Ms. Hynes, Messrs. Hanehan, Johnson, Mooney, Rockwood**

**NOES – Mr. Sutton, Chairman Callanan**

**Adopted 5-2**

Mr. Benton asked if the resolution mentions the sewer improvement. Mr. Carminucci stated it can, but it does not now. Mr. Benton stated the Board's intent is without this public improvement, it wouldn't have been approved. He said it's important to have the record clearly show that we do not normally do residential housing, but there is a public benefit from the extension. Mr. Toohey added that it is sized so as to service all adjacent properties to this

project. Mr. Benton suggested the Board consider a subcommittee to develop a policy because there will be many applications. You will want to make it clear there has to be special justification for these types of projects.

**APPLICATION: E.NFRASTRUCTURE TECHNOLOGIES, INC., HALFMOON**

Chairman Callanan stated E.nfrastructure is a technology company in Halfmoon that has been renting space from Fortress Partners, and they are in the process of purchasing that building. They have asked the IDA to consider assigning to them the remainder of the PILOT abatements which ends with the 2016 county tax payment. Mr. Benton said we have a current PILOT agreement with the owner of the building, Bob Marini of Fortress Partners, and this company has a presence at the STEP TECH building and in other areas of the country. They have grown from a small business to well over 300 jobs. These are high paying, highly skilled jobs. He said all they are requesting is that we approve the PILOT that has been in effect for nine years, and there are two remaining PILOT payments. It is 100% abatement on the value of the building. The next payment is the 2015/2016 school, and the final payment is the 2016 County tax. He said the value of the benefit is about \$36,000. He stated it falls below the threshold that requires a public hearing. The Board can take final action on this today. He said we have talked to the company about future improvements they may wish to make to the building, and we suggested they separate that into a future application once they have a business plan put together.

Mr. Pascarell stated they currently have 328 jobs. About five years ago, they had a little over 80 jobs. They continue to grow, and they would like to make Saratoga County a more permanent place for the organization. He said they have a grand vision of what the company can become. The average paying job of their current employees is \$84,000/yr. These are significant, professional jobs. Mr. Valentine asked if all of their employees are in Saratoga County. Mr. Pascarell stated yes all 328. Ms. Harlow said they anticipate adding 86 jobs over the next three years. Mr. Pascarell said they are one of the largest IT companies in New York State. They link things within an organization, and then they run it for the organization.

Mr. Hanehan moved to assign the Fortress Partners PILOT until payment of the 2016 County tax period to E.nfrastructure Technologies which is two more payments. The motion was seconded by Ms. Hynes.

**RESOLUTION NO. 1251 (Attached)**

**AYES – Ms. Hynes; Messrs. Hanehan, Johnson, Mooney, Rockwood, Sutton, Callanan**

**NOES – 0.**

**Adopted 7-0**

**GEYSER ROAD/NYS ROUTE 50 SIGNALIZATION PROJECT, SARATOGA SPGS.**



Mr. Benton stated Mr. Toohey and he met with Brad Birge, the City of Saratoga Springs' Community Development Director. He stated some time ago, the Board set aside a \$40,000 grant for the City of Saratoga Springs as a local match for the City to purchase new signalization equipment for the Geyser Road/Route 50 arterial intersection. We have been involved in that intersection and improvements and traffic studies because of the amount of companies we have assisted in the Grande Industrial Park. That involvement goes back 20+ years. He said late last year, beginning of this year, we were met with the Attorney General's opinion and then the ABO guidelines that said IDAs cannot loan or grant monies to outside entities. When we advised the City of a potential problem with this, they were sincerely concerned about what was going to happen to that grant because they did not set aside money for the local match. **He said Mr. Toohey and he brainstormed and suggested the IDA could be a co-sponsor of that grant. We would have our name on the contract with the engineer with limited responsibility that the local share not to exceed \$40,000. They would have to invoice the IDA directly. He said this would be completely transparent. The City Council would agree to the IDA being a co-sponsor, and the IDA would have to accept by resolution its obligation to contract for a portion of that job.**

Mr. Toohey stated we did make commitments to significant groups in the past. We have to honor those commitments. He believes this is a mechanism to allow the IDA in this case to continue forward. It's not a grant or a loan. **We would be contracting for services that will be rendered. Mr. Benton said when the State Comptroller audits, it's their responsibility to make sure things were done in a proper way. One of their focuses has been use of our fund balance. It is important to them that when we granted the money, it was done in accordance with our mission and what we are trying to accomplish. He said we have been pretty solid with this. They won't praise us, but they won't criticize us either. He suggested a resolution today to contain our past history and the importance of the Grande Industrial Park to the Agency and the prior involvement of the Agency with a half dozen companies in the Park and the number of jobs created. He said now there is a situation where the main exit and entrance of that Park, which is the Geyser Road intersection, has a real problem with traffic back up. He said he believes it is appropriate for the IDA's involvement to do what it can to make this work better. This is the first phase. He pointed out this commitment was made prior to any restriction. We would be doing this in a transparent way that meets the legal requirements of the Attorney General and the ABO.** Chairman Callanan stated the resolution should include the fact that there are many agencies participating in this effort. Mr. Sutton stated we have been very transparent, and we should not have to apologize for any actions we have taken. He said we all have worked very hard to keep this a transparent organization. Mr. Benton stated it is always the purpose that is important. This grant would be used to buy the equipment that is part of the public infrastructure. Part of it is geared towards pedestrians and bikers getting through that intersection. He said it's public safety, economic benefit and public improvement issues, so I believe we are well protected. Chairman Callanan said when something is done outside of the Comptroller's opinion, are there

any ramifications of that? Mr. Toohey said we have not heard of any implications. He stated out of the statute, every once in a while you should read what our mission is. The last part of it states “to do all things necessary and convenient to carry out its purpose and to exercise the powers expressly given by Article 18A.” He said that is what we exist by. He said the Grande Industrial Park is one of the few industrial parks in this County that has shown historically that it is a successful park except what it does is generate huge quantities of traffic. The bottleneck that it has is the Geyser Road/Route 50 intersection. This would allow that to open up some, and we still have land within the Grande Industrial Park that the Munters are actively marketing for other people to come in and create jobs. Everything we have done has had a tie back into our powers and our purpose. Mr. Hanahan said we could make the case that doing this would further encourage further development in that industrial park. **Mr. Benton stated it is not a grant. We would be receiving an invoice from an engineer pursuant to a contract.** Mr. Murray said there would be multiple municipalities and companies benefitting from this.

Mr. Hanahan moved to approve being a co-sponsor with the City of Saratoga Springs for the purchase of signalization equipment for the Geyser Road/Route 50 intersection. Mr. Mooney seconded.

#### **RESOLUTION NO. 1252**

**Whereas, the Saratoga County IDA has been actively involved in the growth and development of the W.J. Grande Industrial Park in Saratoga Springs for many years having provided financial assistance to locate new companies or assist existing companies in expanding since 1081 including Ball Corp., Quad Manufacturing, Saratoga Warehouse, Guyson Corp., and Saratoga Eagle and most recently approved projects proposed by Peroxychem and Greenfield Manufacturing creating in the process well over 1,000 jobs, new facilities totaling over one million square feet and over 100 million dollars in private investment and,**

**Whereas, the Agency has invested in the park since 1981 having constructed and owned a rail spur serving Ball and Saratoga warehouse; undertaking a 1996 study of truck access to and from the park; and more recently in 2012 contracting with Greenman-Pedersen to prepare a design study to improve the intersection of Geyser Road and the NYS Rte. 50 arterial for \$44,000. and,**

**Whereas, in the continued support of its mission to invest its monies in the development of public infrastructure that supports the location and expansion of private enterprise leading to the creation of new employment opportunities the Agency has approved \$40,000. in funding by Resolution No. 1215 of February 10, 2014 as the local match of a federal grant received by the City of Saratoga Springs for resignalization of the Geyser Road/NYS Rte. 50 intersection intended to improve traffic flow and protect pedestrians and bicyclists, now therefore be it**

**Resolved, that the SCIDA hereby reaffirms its commitment to fund a portion of the Saratoga Springs project and as cosponsor hereby agrees to contract directly with the firm selected to implement the project for an amount equal to the local portion of the grant not to exceed \$40,000.**

**AYES – Ms. Hynes; Messrs. Hanehan, Johnson, Mooney, Rockwood, Sutton, Callanan**

**NOES – 0.**

**Adopted 7-0**

**SPONSORSHIP: SEMICONDUCTOR MANUFACTURING CONFERENCE**

Mr. Brobston said the last few years, the IDA has helped sponsor Association of Semiconductor Manufacturers Corporation in Saratoga Springs, and they will come again on May 5<sup>th</sup>. He requested that the IDA sponsor this at \$4,500 which was also done last year. He said the IDA members and staff are invited to attend. He said this will be their fifth year in a row, as they really love it here. Mr. Benton asked what the IDA sponsorship money is used for? Mr. Brobston stated it goes towards the payment of the food, casino, for them to experience Saratoga Springs. Mr. Benton asked if this is a working conference. Mr. Brobston said yes, it is a three-day conference. This is for the one night of their stay. We do this as the host town. People come from all over the world. Last year, there were 213 conference attendees plus another 100 people. Mr. Sutton asked if Global Foundries is a sponsor. Mr. Brobston said no, but they are a participant of the AMSC. They do help Semi, but not for our event. Mr. Johnson asked if we have received any new business from these people coming here. Mr. Brobston said there is a group that leases space in Malta and the other is an air separator group that we are working with on a project. Mr. Valentine stated since January 26<sup>th</sup>, there has been an on-going audit, and one question is what is the IDA receiving for the \$4,500. Mr. Brobston stated they use this as a marketing event. Applied Materials is a large corporation, and they are a large sponsor of this event also. The Clifton Park IDA is also a sponsor. He said it saves them a trip when everybody comes together and they are all happy and do very well. Chairman Callanan asked if the \$4,500 is a top scale sponsorship. Mr. Brobston said the largest sponsorship is \$15,000 from Applied Materials. Mr. Rockwood asked if there was an attendance fee. Mr. Brobston said it is free for the conference attendees and sponsors.

Mr. Mooney moved to authorize \$4,500 towards the sponsorship of the Semiconductor Manufacturing Conference. Mr. Rockwood seconded.

**RESOLUTION NO. 1253**

**Resolved, that the Saratoga County IDA hereby authorizes the expenditure of \$4,500 in the form of a sponsorship of the Semiconductor Manufacturing Conference to be held May 5, 2015 in the City of Saratoga Springs.**

**AYES – Ms. Hynes; Messrs. Hanehan, Johnson, Mooney, Rockwood, Sutton, Callanan**

**NOES – 0.**

**Adopted 7-0**

**SARATOGA COUNTY WATER AUTHORITY TREATMENT PLANT PROJECT**

Mr. Benton said he added this to the agenda, and he does not know if there any are changes that Mr. Toohey can report. Mr. Carminucci stated since the last meeting, Stephen Dorsey, County Attorney, sent a letter confirming that the County’s guarantee would apply. Mr. Toohey stated that we wanted a guarantee, and the County sent a letter reaffirming that. Mr. Hanehan asked what the guarantee is for? Mr. Carminucci stated it is an operating deficit guarantee that the County has entered into on behalf of the Water Authority. If the Water Authority failed to make the payments under our agreement, the County guarantee would cover that. Mr. Johnson asked Mr. Toohey if that is ready to be executed? Mr. Toohey said he has not seen any documents. Mr. Rockwood asked if we can receive a copy of the lease to review as it is something new we haven’t done before. Mr. Toohey said this falls very close to the norm of a project. This is a mechanism that is being properly used to have this fall into the category of a project as opposed to a grant or loan. Mr. Benton said the IDA has authorized to go forward with the lease agreement.

**RAIL SPUR AT W.J. GRANDE INDUSTRIAL PARK: DISCUSSION**

Mr. Benton stated that he has written Logistics One with a very detailed letter on the history of the rail spur which was constructed in 1981 by the IDA with State money at a cost of about \$130,000 to serve the Ball Plant. It was a condition of having Ball locate here which turned out to be a wonderful investment, as that company continues to have well over 200 jobs. It was a 1200 ft. line from Cady Hill Blvd. that went westward across Cady Hill and turned southerly and ran up to the back door of Ball Plant. In 1994, Ball no longer wanted direct rail service. At the time, Saratoga Warehouse built its phase I warehouse which was an IDA project. They wanted to build a second warehouse behind it. They had a relationship with Ball, as the cans were being stored there short term. They were shipped by Saratoga Warehouse to Anheuser Busch in Syracuse. At part of the 1994 reconfiguration of the track, with approval of the IDA and DOT, Saratoga Warehouse picked up about 500 feet of rail and put a stop on it. That is gone now. At the beginning of the curve, which is only about 150 feet west of Cady Hill Rd., there is a switch there. At that time, Saratoga Warehouse put a double straight track from the switch, double lines that run parallel to the warehouse that has been actively used since 1994. The active part of the IDA line is about 150 ft. He said the IDA has contracted with DOT as part of that grant for the past 30 years which has expired. He said the State does not want this. We should be able to sell it with no problem. We had an appraisal done, and there are some values in there. Saratoga Warehouse is now Logistics One. They had a company do an inspection, and the total amount of improvements is about \$45,000. He said Logistics wants to make the improvements. The

timbers themselves have deteriorated, and the cars weight 100 tons. He said we would like to divest ourselves of the ownership of this, and they would be happy to buy it. The condition we ask is that it would always be accessible to the Ball Plant no matter who the successor of the Ball Plant is, and they agreed to that. He said Mr. Toohey and he met with them and they will reassert and reaffirm their obligation to hold the Agency harmless, their obligation for any outstanding invoices, and there is one or two. The way that this rail is configured, it has no value to anyone else.

Mr. Benton said if you look at our procurement policy and disposition policy, there are cases where negotiations with a single buyer are permitted. We have not discussed money yet, but he believes it would be less than \$10,000. The easement has a higher value than the remaining track. We would be just transferring the easement to a company under the sale agreement is agreeing to maintain that easement. Mr. Murray said this Board knows that a capital improvement is necessary, and we would be obligated to participate in that unless we transfer it. That \$45,000 could become our liability. Mr. Sutton stated the bigger issue is if there was a derailment on the 150'. Mr. Benton said at the end of the day, we will have an agreement that the line can still be used by Ball. Mr. Rockwood asked when discussions would be held on the money piece of this. Mr. Benton said soon, and would like to have a couple of Board members volunteer to attend a meeting with Logistics One to make those policy decisions and then bring it back to the full Board to take action. Chairman Callanan and Mr. Mooney volunteered to attend the meeting.

#### **AUDIT BY NYS COMPTROLLER'S OFFICE**

Mr. Valentine stated the audit began January 26<sup>th</sup>. Two weeks ago, the two women left after meeting with Mr. Benton and he. They will go back and provide a written compilation of their notes and then the IDA will respond. One thing they were looking at was the SEDC LFTCEDC loan status on the \$650,000 and where that stands. They were also looking at the fund balance, correspondence, minutes, checks sent out. There were three agreements approved by resolution rather than having written and signed agreements - \$10,000 for Saratoga Springs on the track; \$68,400 for Ballston Spa for the water grant and \$30,000 for Burnt Hills/Ballston Lake on their semi tech training seminar. He said he provided them with everything he had. Those three did not have formal executed agreements. Mr. Benton said they came up with one issue with United STEP, and that is a unique PILOT agreement. A minimum of 50% of that building has to be leased to manufacturing firms, and we check that every year. Currently, they are well over 50%. The remaining space was that any company had to meet the basic criteria of NYSERDA which is not all manufacturing. The purpose of that clause is that we did not want doctors or lawyers offices or some type of commercial service facility. The auditor's interpretation was that if remaining space was vacant, then we should be filling them for PILOTS on a pro-rated basis. He said he responded to her after the exit meeting that the purpose was to prevent what the IDA thought what would be an inappropriate use locating in that building. He said in the exit interview, she had a few minor recommendations, one being the claw back should be in the lease

agreements we sign going forward so the companies are committed to that. Mr. Valentine stated for every invoice, he keeps a copy of the check with it in the file to keep a complete record, as the auditors go through everything. The auditors were happy with our construction completion reports and our field audits. Mr. Benton said if there is not a lot of criticism, we are doing a good job.

### **SGF RAIL: SARATOGA COUNTY INTEREST**

Mr. Valentine stated this is a rail line that has been owned by the Agency since 1997. It is 5.9 miles from the Town of Moreau, south on Rte. 197 and heads north to the center of the Village of South Glens Falls near the paper mill up by the river. The IDA purchased it at a time when it was not going to be used anymore and looked at keeping that right-of-way in case there was any kind of business that came about in the village that would need that access to the rail and also to provide a spur into the Moreau Industrial Park. In that time period, nothing has happened. Right now, it is like a jungle from a war movie. The ties have trees growing through them, and they are rotted. It was cleared in 2003 by prison crews, but there is all regrowth in there. He said the County has done an excellent job with a nine mile trail in southern Saratoga County with the Zim Smith Trail. That nine mile trail is being extended from Zepko Lane in the Town of Ballston and heads south to Halfmoon. There is an extension of that from Coons Crossing into Mechanicville. He said he looked at this six miles of inactive rail in South Glens Falls and proposed a concept of a disposition of this rail line from the IDA to Saratoga County. He said he spoke to Jason Kemper, Director of the Saratoga County Planning Department, who has spoken to the Moreau Town Supervisor. They will do whatever has to be done if that is something we want to move forward with. Mr. Brobston stated this line encroaches on people's yards, gardens and sheds. Mr. Benton asked who is in charge of the Moreau Industrial Park, and Mr. Brobston stated the Town of Moreau. Mr. Benton said to make this a usable rail, it would cost over \$1 million. Based on the lack of activity, it does not seem likely that it would be an active railroad track again. Because it's a public municipality, you can sell it to the County or give it to them. If we transferred it, we would want the condition it would only be used for public use. Mr. Rockwood said what about Saratoga PLAN? Mr. Benton said he would rather it be Saratoga County who works with Saratoga PLAN. Mr. Toohey said with Saratoga PLAN, for them to take this, they will also want money to endow the maintenance. Mr. Rockwood asked if there would be any scrap value? Mr. Benton said there is some scrap value. He said it would make a beautiful pedestrian bikeway. Mr. Valentine stated it ties closely to the Route 9 bridge over the Hudson River, and the village has a paved trail. He said the County would have to become owners of this prior to making any application for Tap grants through NYS DOT. Ms. Hynes said she believes we should put it to its best use now.

Mr. Valentine stated last Tuesday night, the Village of South Glens Falls' Highway Superintendent wanted to meet him on Wednesday. On Chestnut St., on the rail's edge, there is a storm pipe in between two houses and runs underneath the rail to an outfall in the back. The pipe has collapsed, and the storm water started to erode the area. He is seeking permission from

the IDA to work underneath the rail. They will be working outside of their easement. He said he requested Superintendent Abare to provide the IDA with their insurance indemnifying the IDA. Chairman Callanan said as long as all the papers are filed with the Agency as far as indemnification. Mr. Mooney stated clean up when they are done should be added to the approvals. Mr. Valentine said he went through that with him and the replacement of the rail. Mr. Benton said they should submit something in writing to the IDA describing what they plan on doing and when and the fact that it will be outside of their easement and an attaching a certificate of insurance. There should be a signature line for one of the officers to sign it. Mr. Toohey said approval of this would not need a resolution, but we should have something in writing.

Ms. Hynes moved to authorize an officer of the Board to sign the documentation after review by the attorneys. The motion was seconded by Mr. Sutton and approved with all in favor.

Mr. Mooney moved to authorize entering into an agreement with the County or another municipality regarding the disposition of the SGF rail for public purposes. The motion was seconded by Ms. Hynes and approved with all in favor.

#### **FIELD AUDITS: 19 RR LLC, MOUNTAIN LEDGE, LP MARINI/FORTRESS/CREATACOR**

Mr. Valentine stated they will be going out to do field audits of these companies in the next couple of months.

#### **EXTENSION OF SALES TAX EXEMPTION EXPIRATION DATE TO SEPTEMBER 30, 2015: FRED'S TENTS**

Mr. Valentine stated this is due to expire. We either extend it or bring it back here. He stated SSP was extended to June 30<sup>th</sup>. He said the ST123 is a new State form. We give a company an ST123 along with that, there has to be an update to their ST60. Mr. Benton stated administratively, we will extend it and report back to the Board.

#### **OTHER BUSINESS**

Chairman Callanan stated our CEO has decided not to renew his contract which expired on April 16<sup>th</sup>. He has agreed to stay on a month to month basis. We have been talking to some people, and we do have a candidate who comes highly recommended.

Mr. Rockwood moved to authorize an extension of Mr. Benton's contract as CEO for three months at \$3,000/month. The motion was seconded by Mr. Johnson.

#### **RESOLUTION NO. 1254**

**Resolved, that the Saratoga County IDA authorizes the extension of Larry Benton's contract as CEO for the IDA for three months at \$3,000 per month.**

**AYES – Ms. Hynes; Messrs. Hanehan, Johnson, Mooney, Rockwood, Sutton, Callanan**

**NOES – 0.**

**Adopted 7-0.**

Chairman Callanan stated that Ms. Sodemann is leaving as the **IDA’s secretary** which leaves a void. We have talked to a couple of people about replacing her for that job.

Mr. Brobston mentioned that tonight, the Town of Malta will be meeting on the **Luther Forest PDD application.**

Being no further business, Mr. Johnson moved to adjourn the meeting. The motion was seconded by Mr. Hanehan and approved with all in favor.

Respectfully submitted,

Elaine M. Sodemann

**Attached:**

A regular meeting of the County of Saratoga Industrial Development Agency was convened in public session at the Saratoga County Planning Department, 50 West High Street in the Village of Ballston Spa, New York on April 20, 2015 at 8:00 o’clock a.m., local time.

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
Michael Mooney	Assistant Treasurer and Assistant Secretary
Charles Hanehan	Member
Arthur Johnson	Member
Mary Beth Hynes	Member

**ABSENT:** None



ALSO PRESENT:

Lawrence Benton	Agency CEO
Michael Valentine	Senior Planner to the IDA
Michael J. Toohey, Esq.	Counsel to the Agency
John Murray	Agency CFO
James A. Carminucci, Esq.	Lemery Greisler LLC, Special Counsel

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

RESOLUTION #1250

RESOLUTION GRANTING 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 110 UNIT AGE RESTRICTED RESIDENTIAL RENTAL FACILITY TO BE LOCATED AT PERRY ROAD AND NYS ROUTE 50 IN THE TOWN OF WILTON, COUNTY OF SARATOGA, STATE OF NEW YORK, UPON APPLICATION OF PERRY ROAD DEVELOPMENT, LLC, MAKING A DETERMINATION UNDER THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SAID PROJECT, APPOINTING PERRY ROAD DEVELOPMENT, LLC AGENT OF THE AGENCY WITH RESPECT TO SAID PROJECT AND AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SUCH 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, , Perry Road Development, LLC, a New York limited liability company having an address of 18 Computer Drive East, Suite 201, Albany, New York 12205 (the “Applicant”), has requested that the Agency undertake a project (the “Project”) consisting of (A) (1) the acquisition of an interest in an approximately 19.75 acre parcel of land constituting tax map parcel 153.-3-32.12 and located at the intersection of Perry Road and NYS Route 50 in the Town of Wilton, New York (the “Land”), (2) the construction on the land of a 110 unit age-restricted senior independent living rental facility (the “Facility”) 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 New York State and local sales tax and mortgage recording tax; and

WHEREAS, the Applicant has estimated that the total cost of the Project will equal approximately \$20,000,000; 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 in the Town of Wilton, New York on February 9, 2015 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

WHEREAS, in order to consummate the aforesaid Project, the Agency has been requested to enter into (a) a lease agreement (the “Lease Agreement”) by and between the Agency and the Applicant (the “Lease Agreement”), (b) a payment in lieu of tax agreement (the “PILOT Agreement”) by and between the Agency and the Applicant; and

WHEREAS, the Agency has been notified by the Applicant that financing for the Project will be provided by a loan from M&T Bank (the “Lender”) in a principal amount not to exceed \$17,900,000 (the “Loan”); and

WHEREAS, to secure the Loan, the Agency will be requested to execute a deliver, together with the Applicant, (i) a mortgage and security agreement (the “Mortgage”) and (ii) an assignment of leases and rents (the “Assignment”);

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.

D. Although the Agency has not historically provided Financial Assistance for for-profit housing projects, the fact that in connection with the Project the Applicant will be expending approximately \$500,000 to fund water and sewer improvements which will benefit surrounding properties and encourage future economic development provides justification for the providing of the requested Financial Assistance with respect to the Project in this specific instance.

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 Town of Wilton Planning Board (the "Lead Agency") relating to the Project, the Agency hereby confirms the determination of the Lead Agency determines that the Project constitutes a "Type I Action" (as such term is defined by the SEQRA Act) which would not have a significant effect upon the environment (hereinafter the "Initial Determination"). The Chairman shall take all action required by the SEQRA Act to cause such Initial Determination to become final in accordance with the terms and provisions of the SEQRA 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. The Applicant is hereby appointed the true and lawful agent of the Agency (A) to (1) acquire the Project Facility, (2) construct the Facility, and (3) acquire and install the Equipment, (B) to appoint sub-agents for such purposes and (C) to make, execute, acknowledge, and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Project and all with the same powers and the same validity as the Agency could do if acting on its own behalf. In addition, the Applicant is hereby authorized to advance such funds as may be necessary to accomplish such purposes.

SECTION 4. (a) Each officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Lease Agreement, the PILOT Agreement, the Mortgage and the Assignment (hereinafter collectively called the "Leasing Documents"), and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the forms previously executed and delivered by the Agency for similar-type transactions with such changes, variations, omissions and insertions as the officer so executing and counsel to the Agency shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval.

SECTION 5. The Agency is hereby authorized to acquire all of the real and personal property described in the Lease Agreement.

SECTION 6. 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 7. The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Successor 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 8. 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 effect the undertaking of the Project.

SECTION 9. 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 Lease 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:

Raymond F. Callanan	VOTING NO
<b>Rodney Sutton</b>	<b>VOTING NO</b>
<b>Charles Hanehan</b>	<b>VOTING AYE</b>
<b>Michael Mooney</b>	<b>VOTING AYE</b>
<b>Arthur Johnson</b>	<b>VOTING AYE</b>
<b>Glenn Rockwood</b>	<b>VOTING AYE</b>
<b>Mary Beth Hynes</b>	<b>VOTING AYE</b>

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 April 20, 2015, 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 \_\_\_\_\_, 2015.

\_\_\_\_\_  
Rodney Sutton, Secretary

The following resolution was offered by Mr. Hanehan, seconded by Ms. Hynes to wit:

RESOLUTION # 1251

RESOLUTION CONSENTING TO AN ASSIGNMENT TO, AND ASSUMPTION BY E.NFRASTRUCTURE TECHNOLOGIES, INC. OF CERTAIN DOCUMENTS AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE COUNTY OF SARATOGA INDUSTRIAL DEVELOPMENT AGENCY OF AN ASSIGNMENT AND ASSUMPTION AGREEMENT AND OTHER DOCUMENTS IN CONNECTION WITH THE FORTRESS PARTNERS-5 ENTERPRISE AVENUE PROJECT.

WHEREAS, by Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 855 of the Law of 1971 of the State of New York, as amended (collectively, the "Act"), the Agency was created to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of civic, 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 Agency is authorized and empowered under the ACT to acquire, construct, reconstruct and install one or more "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, the Agency entered into a Lease Agreement dated December 12, 2005, (the "Lease Agreement"), by and between the Agency and Fortress Partners, LLC, (the "Original Company"), in connection with a project (the "Project"), consisting of the following: (A) the acquisition of a certain parcel or parcels of land comprising approximately 3.22 acres located at 5 Enterprise Avenue in the Town of Halfmoon, Saratoga County, New York, and the construction on the land of an approximately 25,000 square foot building, and an approximately 30,000 light industrial facility to be leased to e.nfrastructure Technologies, Inc. (the "Tenant") and the acquisition and installation therein of certain machinery and equipment, (the "Project Facility"), and (C) the financing of all or a portion of the costs of the foregoing, and (D) the lease of the Project Facility to the Original Company;

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, the Original Company executed and delivered a Payment in Lieu of Tax Agreement dated December 12, 2005, (the "PILOT"), pursuant to which the Original Company agreed to pay certain payments in lieu of taxes; and

WHEREAS, the Original Company has requested that the Agency (A) approve the assignment to, and assumption by the Tenant, of all of the Original Company's interest in the Project Facility, including, but not limited to the benefits of the Lease Agreement and the PILOT, and (C) authorize the assumption

by the Tenant of all obligations of the Original Company under the Lease Agreement and PILOT pursuant to an Assignment and Assumption Agreement, (the "Assignment and Assumption Agreement"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Law of the State 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"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Assignment; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Assignment in order to make determination as to whether the Assignment is subject to SEQRA, and it appears that the Assignment constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Assignment, the Agency hereby determined that the Assignment constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(23) and (26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Assignment.

Section 2. The Agency hereby approves (A) the assignment to, and assumption by, the Tenant, of all of the Original Company's interest in the Project Facility, including, but not limited to the benefits of the Lease Agreement and PILOT, (B) the assumption by the Tenant of all obligations of the Original Company under the Lease Agreement and PILOT pursuant to the Assignment and Assumption Agreement, subject in each case, however, to the following conditions: (1) approval by counsel to the Agency of the form and substance of the documents to be executed by the Agency in connection with the Assignment, including the Assignment and Assumption Agreement, (the "Assignment Documents").

Section 3. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Assignment Documents, and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the forms thereof approved by Counsel to the Agency, with such changes, variations, omissions and insertions as the Chairman shall approve, the execution thereof by the Chairman to constitute conclusive evidence of such approval.

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 Assignment Documents, and to execute and deliver all such additional certificated, 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 this Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Assignment Documents binding upon the Agency.



Section 5. 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:

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

[The foregoing Resolution was thereupon declared duly adopted.]

STATE OF NEW YORK )

) ss:

COUNTY OF SARATOGA )

I, the undersigned (Assistant) Secretary for the County of Saratoga 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 April 20, 2015 with the original thereof, 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 related 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 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 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 and affixed the seal of the Agency this \_\_\_\_ day of \_\_\_\_\_ 2015.

\_\_\_\_\_  
(Assistant) Secretary