



RODNEY J. SUTTON
CHAIRMAN

SARATOGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

SARATOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING
July 19, 2016 – 8:07 a.m.
Town of Wilton, 22 Traver Road, Wilton, New York

PRESENT: Members: Chairman Rod Sutton, Mary Beth Hynes-Walsh, Glenn Rockwood, Phil Klein, Andrea DiDomenico, Mike Mooney, 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; Ryan VanAmburgh, SEDC; Jim Angus, SEDC; Frank Nesbitt, Ace Hardware; Jeff Nesbitt, Ace Hardware; Marty Vanags, Prosperity Partnership; Carolyn Ross; Steve Williams, Gazette; and Lori Eddy, Secretary.

ABSENT: None.

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

APPROVAL OF MINUTES, June 13, 2016:

Chairman Sutton asked if there were any additions or corrections to the June 13, 2016 meeting minutes. There being none, Chairman Sutton asked for a motion to approve the minutes. A motion was made by Ms. Hynes-Walsh to approve the minutes and it was seconded by Ms. DiDomenico. Mr. Johnson abstained as he was not present at that meeting. There was no further discussion. All were in favor and the minutes were approved 6-0-1.

SALES TAX EXEMPTION: Ace Hardware Corp.:

Chairman Sutton stated the next agenda item is the discussion and vote on amended sales tax exemption for Ace Hardware Corp. Chairman Sutton asked Mr. Brobston if he had anything to add at this point in time. Mr. Brobston deferred any questions to Mr. Nesbitt of Ace Hardware. Mr. Frank Nesbitt, Retail Support Manager for Ace Hardware Corp. introduced himself. Mr. Nesbitt stated construction is under way. The walls have been put up, all the site work is done, they are putting up the steel beams and girders. The lot looks a lot different than it did a few months ago. Progress is going very well and they are on track and they are very excited about it.

Chairman Sutton questioned when the completion date was. Mr. Nesbitt stated they are supposed to get a CO about the last week of December or the first week of January. That is their hope. Mr. Valentine noted that the sales tax exemption ends, he believes, December 31st. Mr. Brobston stated this was all due to a change in costs and knowing that the sales tax abatements are watched very closely by the State of New York, as they should be. They felt there was enough of a variance in the cost to discuss with us and this needed to be adjusted. That is why we are here today.

Chairman Sutton asked if there were any further questions or discussion from the Board members. There was no further discussion.

Chairman Sutton asked for a motion to approve the sales tax exemption for Ace Hardware. The motion to approve the amended sales tax exemption for Ace Hardware was made by Mr. Mooney. The motion was seconded by Mr. Johnson.

RESOLUTION #1336 (Attached)

RESOLVED THAT the Saratoga County IDA agrees to amend the sales tax exemption to Ace Hardware Corporation as presented.

The results of the roll call vote were as follows:

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

AYES: 7

NOES: 0

ADOPTED: 7-0.

Chairman Sutton discussed that the next item on the agenda is the financing resolution for CTI Properties (Core Tech Industrial Corp.). Chairman Sutton stated Mr. Toohey is recusing himself. Mr. Toohey stated he continues to recuse himself as he represents the landowner in this case. Mr. Carminucci stated this is a final resolution. It appoints Core Tech as agent of the Agency for purposes of undertaking the project. It takes a SEQR determination consistent with the action taken by the Town of Ballston Planning Board and also approves execution of documents including documents connected to a loan from First Niagara to finance the project. Chairman Sutton asked if there were any questions or discussion from the Board members.

Chairman Sutton asked that the Resolution presented regarding the Core Tech Industrial Corp. final financing be acted upon. Ms. Hynes-Walsh moved to act upon the Core Tech Industrial Corp. Final Resolution as presented. Mr. Klein seconded the motion.

RESOLUTION #1337 (Attached)

The results of the roll call vote were as follows:

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

NOTES: 0

ADOPTED: 7 – 0

Chairman Sutton stated the next item on the agenda is the discussion and vote on the Economic Development Services Agreement between Saratoga County Prosperity Partnership and the Saratoga County IDA. A few months ago we had reviewed the Agreement which we sent over to Prosperity Partnership with edits that we thought were appropriate and in line with the mission statement of the IDA. The edited version of the Agreement was sent back to us with approval from Prosperity Partnership and we are here to look at that new Agreement.

Chairman Sutton asked for any comments or questions from the Board members. Ms. DiDomenico questioned if the final Agreement had any exclusive language in that. Chairman Sutton stated the word

exclusive was taken out of the Agreement back when we redlined the initial Agreement. What it does state is that the IDA agrees to refer all written applications for financial assistance submitted by the applicants directly to the IDA to Prosperity Partnership for purposes of assisting the applicant. So, it will be a written application as opposed to being the exclusive agent for the IDA. Ms. DiDomenico questioned if our current Agreement with the SEDC, does that remain in effect. Chairman Sutton stated that is our next order of business. Chairman Sutton stated if you look at your Agreement, Section 1C, it is about branding and if you read through that, basically the change there is that prior to the publication in any form of information regarding the IDA, those items to be presented or published shall be reviewed by the Administrator and staff for the IDA for content and accuracy. The IDA retains the right to prohibit and deny presentation or publication of any materials, items, articles or representations which it does not reasonably believe are accurate or legally correct. Basically, what we are saying is that we have the last edit on any type of information that goes out for the IDA. That was a change in the original contract.

Mr. Rockwood questioned what was the timing on that? Getting something on a Thursday afternoon that is going out on Monday. Should there be some timeframe on that. Mr. Valentine stated it is a valid point because if you do wind up with something coming across as an email or some kind of paper left in the office on say Thursday, and they want to run this on your website come Monday morning. Mr. Ferguson stated he thought there is a reasonableness of time for general professional purposes. We don't have anything in any of our contracts that deals with timeframe. We will look any information that is submitted to us on a best efforts basis as quickly as possible. Mr. Toohey stated he purposely didn't draft any timeframe on this for the simple reason that when you put time in, all of a sudden that can become a break as opposed to an assist. If something comes in and it is written out that the Board or he or Jim or staff sees something in there that they think is questionable, they have a right on their own volition to say don't do it. That is all that has to happen. It doesn't mean that it may not be done in the future, but they've got the right to stall it until such time as they have had a reasonable opportunity to go through whatever it is. We are all trying to work together on this thing so it's my sense that no one is going to try to do something untoward. But if there is something, we've got the break right. That is what that sentence is intended anyways. Mr. Valentine stated the other thing is if it is something that would seem objectionable with Mr. Ferguson and myself looking at it, we would not make that decision by ourselves. There would be a call to Chairman Sutton. Mr. Ferguson stated if there was any concern over the fact that he works on a part-time basis, he is in constant communication via his phone and emails. Chairman Sutton stated his experience in the past seven months as Chairman, the staff being Mr. Ferguson and Mr. Valentine, they are very diligent about getting us emails and any questions that might come up that would affect IDA decisions that we would share with the Board. He doesn't see it as a big factor at this point. The line of communication has been very good.

Ms. Hynes-Walsh questioned just for her clarification, when it talks about an integrated website, there would be a single website that would be for Prosperity Partnership and the IDA. Mr. Valentine stated no he did not think so. Chairman Sutton stated we have our own. Mr. Vanags stated there would be a link to the IDA website from ours. Ms. Hynes-Walsh stated then there are two different websites but there are some links back and forth to assist someone. Mr. Toohey stated the theory behind this which is very valid is that the County is to set up an organization whose partial responsibility is for Marketing the County to create an economic engine. It makes good sense to do that. If they've got one body that is really the key, they can then shoot wherever they have to shoot information from that. As it evolves, over the course of time, people will look there and be able to figure out how to help themselves within the system. Mr. Ferguson stated currently the two organizations are linked on our website. Mr. Rockwood stated his further concern is that they as a group here are not necessarily in the Marketing

business and we haven't created any strategy of our own or agreed to any strategy with anybody outside of this building. Mr. Rockwood stated he thought they needed to develop a subcommittee or a panel or a group of people to come up with some recommendations and work with Prosperity Partnership to get an understanding of what it is they are hoping to achieve and whether that works for our purposes as well. Chairman Sutton stated that Mr. Ferguson and Mr. Vanags have been meeting on that pertinent topic to keep the communication going and to go into a smooth transition as to what IDA means and where Prosperity Partnership comes in. He thinks they are pulling that together. Maybe when they get that done, they could come back to the Board and give us an overview of what your meetings have been about. Mr. Ferguson stated they have met and it is his understanding that you will receive a proposal from Mr. Vanags and his group how they can help us redesign our website and once we receive that proposal he will plan to bring that to the Board.

Chairman Sutton stated that he will continue on Section 2, it is agreed that the IDA may accept applications for IDA benefits from any entity or individual who the IDA believes is qualified to assist an individual, company or corporation in making a viable application to the IDA. This opens the application process to all comers from SEDC to John Q. Public. If someone comes in that the IDA will accept and review applications as a finite to our UTEP. This is language that we felt was necessary to keep the avenues of cooperation with anyone looking for economic development for Saratoga County. Chairman Sutton asked if there were any questions or thoughts. Ms. Hynes-Walsh stated she thinks that is in keeping with our mission. Mr. Klein stated it meets the letter of the law. Chairman Sutton stated our mission statement states all this. Chairman Sutton stated further that the breakout of compensation is the same as it has been. Section 4 is the termination, this Agreement shall be a term of three years and automatically renew for a successive one year term thereafter. Either party may terminate this Agreement upon six months of written notice. Chairman Sutton asked if there were any questions on that. Chairman Sutton then asked if there were any further discussion or thoughts, ideas or questions on this Agreement as it is presented. There being no further questions or discussion, Chairman Sutton then asked for a motion to accept this Agreement.

Chairman Sutton asked that the Agreement presented regarding the Economic Development Services Agreement between Saratoga County Prosperity Partnership and Saratoga County IDA be acted upon. Mr. Klein moved to act upon the Agreement as presented. Mr. Rockwood seconded the motion. Mr. Johnson abstained as he serves as the Treasurer of the Saratoga County Prosperity Partnership. There was no further discussion.

RESOLUTION #1338

The results of the roll call vote were as follows:

AYES: Mr. Klein, Ms. Hynes-Walsh, Mr. Rockwood, Ms. DiDomenico, Mr. Mooney and Chairman Sutton.

AYES: 6

NOES: 0

ABSTAIN: 1, Mr. Johnson

ADOPTED: 6-0-1

Chairman Sutton stated the next item on the agenda is the discussion and vote on the Economic Development Services Agreement between SEDC and the Saratoga County IDA. In your packet is the Agreement that is a mirror of the Agreement that we have had in place with SEDC over the years. We

have not made any edits or changes on that Agreement. Chairman Sutton asked for any discussion or comments. Ms. DiDomenico stated she would like to see both organizations aspire toward bringing economic development into our County. She thinks it is a good thing that we have as many people and organizations available to us to be able to promote our County. She is glad to see that this is before us and she would like to see the two organizations do their best to bring us as many applications as possible and create as many new jobs as possible. That is what success is all about. Mr. Johnson questioned Section 3, referrals. All inquiries will go to both, he assumes that is other than the written one that is in the Prosperity Partnership Agreement. Chairman Sutton stated right and then historically we've had many of the applicants come in and ask the CEO how do we go about getting in front of the IDA for PILOT Programs. Sometimes it comes in written, sometimes it comes in verbally. The change is the written goes to Prosperity, verbally it goes to both parties. Ms. DiDomenico stated one other comment she would like to make is on the SP Agreement where they talked about the Marketing and attraction services, Mr. Ferguson said he has been having discussions with them that if Mr. Brobston and SEDC has any questions about the website or whatever, that they be given the same opportunity as Prosperity Partnership to talk about the website. Whatever computer people have to do with regard to the links. She doesn't know what the terminology is, but if they had any questions, if they can make the same request of Mr. Ferguson. Mr. Ferguson stated he is happy to open communication from anyone interested in helping us support our mission.

Mr. Brobston stated he would like to request one thing, on Section 6, which is termination. A two year term is what they had talked about. He was wondering if maybe a change instead of a 30 day leave and a 30 day term, that is what our usual term was of our past contract. Seeing that the Partnership has a 6 month terminate agreement, at this time he would request the same. Mr. Toohey stated if you look at Section 4 of the SEDC Agreement and Section 6 in the Prosperity Partnership Agreement, those are the two that are comparable. Mr. Brobston stated you are not using the draft that I gave you. The Board asked that I give an updated version which matched except for a couple of things. Mr. Toohey agrees. There are two paragraphs in the documents which have to do with termination. Mr. Brobston stated the Agreement since 1985, section 4, in the new Agreement that we are proposing it is Section 6. Mr. Ferguson asked Mr. Brobston if he wanted the Agreement to be for 3 years for consistency. Mr. Brobston stated that would be fine. Mr. Toohey stated what Mr. Ferguson just suggested is we parallel the two paragraphs so they have the same terms, same term of and termination right. The Board members agreed those amendments were agreeable. Chairman Sutton asked if there were any further questions. He stated we would accept this contract with the two changes amending the termination language. The changes would be 3 years and 6 months in regard to written notice.

Chairman Sutton then asked for a motion to amend the Economic Development Services Agreement between SEDC and SCIDA be acted upon. Mr. Rockwood moved to act upon the amendments as presented. Ms. DiDomenico seconded the motion. There was no further discussion.

RESOLUTION #1339

The results of the roll call vote were as follows:

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

AYES: 7

NOES: 0

ADOPTED: 7-0

Chairman Sutton then asked for a motion to accept the Economic Development Services Agreement between SEDC and SCIDA with the amendments stated previously be acted upon. Ms. DiDomenico moved to act upon the Agreement with amendments as presented. Mr. Rockwood seconded the motion. There was no further discussion.

RESOLUTION #1340

The results of the roll call vote were as follows:

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

AYES: 7

NOES: 0

ADOPTED: 7-0

Chairman Sutton then asked Mr. Ferguson to discuss other business. Mr. Ferguson stated that the second item listed on the agenda for HHH Partnership has been withdrawn from other business today. Mr. Ferguson then stated that he would like to introduce to the Board members Carolyn Ross. She is an intern from SUNY Albany that is working in the Planning Department this summer. She showed a keen interest in the Industrial Development Agency so we invited her to the meeting this morning.

In addition, Mr. Ferguson stated he would like to discuss the Brownfield's Assessment Grant item. We received a request from Mr. Niles, he is the Storm Water coordinator for Saratoga County and the Cornell Cooperative Extension, for the IDA to fund the writing of a grant application for the Brownfield's Assessment Grant. We had a meeting on June 24th with Mr. Niles, himself and Mr. Valentine and Mr. Brobston to discuss the opportunity to receive up to \$200,000 from an EPA Program. The grant application has a total of \$4,000,000 nationwide and it is for the creation of an area wide Saratoga County Plan, an inventory for the contaminated brownfield sites, a plan for clean-up and then potential and subsequent reuse. If awarded, there is an identification assessment and then an inventory is created. What is really exciting is that this EPA Grant and Program is also linked to other funding opportunities which include clean-up, workforce development and job training. He feels, pretty strongly, that there is an economic development component to this opportunity, not only in the fact that we create an inventory of what is out there for our work with Prosperity and SEDC but also for the potential for future clean-up. At the meeting, it was discussed that time is of the essence for this particular grant request. All applications need to be submitted by August 10th, and that is why we are bringing this to you quickly. Based upon that date, Mr. Brobston offered SEDC's services to solicit bids for the grant as well as to facilitate the grant if awarded. Four bids were received. Barton and Lejudice from Albany, \$3,500; CT Male from Latham, \$4,300; the LA Group right here in Saratoga, \$8,750; and Capital Advocates from Rochester at \$17,500. Mr. Ferguson stated interestingly enough those folks literally wrote the EPA legislation for New York State, so apparently they are the standard bearer for expertise in this field. Mr. Ferguson stated he would like to give Mr. Brobston the opportunity to discuss this.

Mr. Brobston stated that we sent out proposals to 13 people that are members of SEDC. We got back the full responses with the proposals. Two responses said they didn't have time to do it because of the short timeframe. We had six other people that did not respond at all. The suggestion here is for Barton Lejudice. They have actually written applications, grants for this program in the past, for 9 different

New York State entities, Cities and Towns that have actually won. They are very good stewards of this program. They know how to write it to get the money. What this does, what it's asking for is what makes this an interesting program. They are looking for areas that you can catalyst, catalyst areas is what they are calling them, that you can then draw investment to. Just for example, in two places in our County is International Paper in Corinth which is definitely a brownfield site, but also in the Village of Ballston Spa, the old Angelica Laundry facility. That community is very interested in moving that along and the company is very interested in finding a way to make that work. They are talking about investment that doesn't necessarily need to be industrial. It could be multi-use, it could be residential, what the communities want. This is a way of working through the process, determining what the factors are. The \$200,000 grant goes into some of the engineering studies that may be required for a catalyst site. It doesn't mean that that will be all of the money that is required to get the whole program going. It is the money that will catalog sites throughout the County. The folks are trying to focus on some catalyst sites. They want a minimum of one. We believe, we know we have at least two, we believe we could have three or four. But again, until we do the work and understand what the communities want, it's a stretch to go much further. This came very quickly and we thought with the August 10th deadline, we could move it quickly. Mr. Ferguson stated the he and Mr. Brobston and Mr. Valentine reviewed the four bids that we received and interestingly enough, the low bidder, Barton and Lejudice also has significant experience and positive results in writing these specific grants. Based on that, just as an indication of that, they have written and received these grants for the City of Rome, the City of Auburn, Ogdensburg, Glens Falls, Camden, New York, Ithaca and Kingston. That spoke a lot to him. For an investment of \$3,500 he thought it was well worth making an application. That is his request, that we fund this. Mr. Valentine stated that is just to do an investigation throughout the County of potential sites. Mr. Ferguson stated correct. Mr. Mooney stated to also submit the grant application. Mr. Ferguson stated correct. Mr. Valentine stated then later on there would be a possibility of going further. There is an economic development end to this obviously, but there is something for later on which is the impact potential for some of our Towns, the City, the Villages particularly. He further stated that he and Mr. Brobston met with the Mayor probably five or six years ago, and that Mill site, Mr. Brobston confirms, that the Company is now behind it and before they had no idea how the handle it, what to do with DEC, how to have anybody come out to the site and identify what is on the site. They are ready to move forward. You have the potential to spur something on from an economic development thing but also go into a Planning phase that would enhance a community, particularly some Villages or small Cities. The thing is the walkability, bringing businesses to a downtown area, bringing the mixed use potential of residential and some type of retail commercial development that would bring people to a downtown area for longer periods of time rather than close up shop at 5:00 and everyone goes away. Mr. Brobston stated the grant application comes with a 61 page how to sheet, so these guys definitely know what they are doing. It is quite detailed just for the application. Ms. Hynes-Walsh stated she is surprised that in this day and age we don't have that plan yet. Mr. Valentine stated it was funded through the EPA and they would leave it up to municipalities to do it individually. Mr. Mooney stated the DEC is on top of all the brownfields and the cleanup. Mr. Brobston stated there is a list from the State of active and inactive sites through DEC. EPA has their own program. The State of New York and First AIM Development has its own brownfield tax credit program. They could all link together but there has to be a way to link them. Mr. Klein had just two questions. First, you indicated it was Federal money. Mr. Valentine stated yes. Two, what is the timeframe if our application goes in on time, is there a proposed turnaround time. Mr. Valentine stated there is just a deadline of submission. Mr. Brobston stated it is fiscal year 2017, so they are looking at applications now, but probably it won't come up until Fall. That is when fiscal year starts.

Ms. DiDomenico questioned who is the applicant, whose name is going on the application, is it the IDA? Mr. Valentine stated yes. Mr. Rockwood questioned if we are able to administer a grant Mr. Toohey? Mr. Toohey stated this is the first he has heard of this. This has kind of caught him a little off guard. If we get a grant, we can administer the funds that we have so if the funding comes in we are fine. Whether or not this falls into the category of things that we in fact can do, he needs to see more detail about it to be able to come up with a solution. The fact that we are the organization that is doing it is helpful. The fact that it certainly does have an economic development benefit is helpful. He has suggested to the members that our ability to give grants is particularly restricted. He has an attorney general's opinion that says that. So, if we can make a distinction between the giving of grants and merely acquiring information that helps with regard to economic development, that falls into a category that he believes we can do. He is trying to make a very fine line distinction here. It is important that we become the key in this thing. Mr. Rockwood stated we could start down that path and if there is a roadblock down the way we can see if we can find a workaround. Mr. Toohey stated that is correct, this is right on the line as to what the Attorney General, State of New York and the Budget Office has suggested we can't do.

Chairman Sutton stated to Mr. Ferguson that the suggestion is to go with the low bidder at \$3,500. Is there any anticipation of anyone coming back for additional monies? Mr. Ferguson stated if the grant is awarded, and the assessment is completed and successful, there is an opportunity to go for further money from the EPA to clean up the brownfield sites. So, there could be a second request to write a second application. Mr. Toohey stated the key is that we are the applicant, this is something we are doing for one the many purposes for which we were created. We are not giving the money to XYZ to do this. It is a distinction that has a significant difference between those two. Chairman Sutton questioned if we don't do this, where else would the \$3,500 come from? Would the Saratoga County Economic Development Chairman consider this? Mr. Toohey stated this is a very fine line that we are walking on. He is not suggesting that there is a problem with doing that, he just suggests that we are at the edge of the precipice. Mr. Mooney stated we are going to be receiving a grant, not giving one, and enter into contracts with third parties. Mr. Toohey stated that is the difference. Chairman Sutton asked Mr. Brobston, in regard to the request, you are requesting a \$3,500 expenditure so they can write the grant. Mr. Toohey stated they are asking the IDA to expend \$3,500 to issue a grant request in its own name.

Mr. Brobston stated that he suggested the SEDC do this themselves and not go to the IDA for money. They are eligible to be an applicant and they can see that there will be some confusion here. There will be no application, there will be no staff that will work with the IDA to do that other than the staff they have. This will require about 40 hours in pre-work that will take to work with the grant writer. It is possible for SEDC to do this and he understands the situation with the monies. SEDC would probably be the better applicant in this case listening to the discussion. If it is okay with everyone, he thinks they should just do it that way. Chairman Sutton asked if there were any further questions of Mr. Brobston. Mr. Brobston stated he can see the issues that will occur and he thinks because of the timeliness to get it for August 10th, they should just go with it. Mr. Brobston stated he apologizes for wasting the Board's time.

Mr. Mooney questioned if the EPA will give a grant to an organization such as the SEDC? Mr. Brobston stated yes, we are a not-for-profit organization. They are eligible. Mr. Brobston stated it did not dawn on him until we had this conversation that that is probably what we should have done. Chairman Sutton thanked Mr. Brobston.

Chairman Sutton asked if there were any further topics to be discussed by the Board. Ms. DiDomenico asked to bring up a topic not on the agenda. The HHH Partnership brings to mind what she has observed during her seven months on the Board and the topics of conversations about organizations coming to us and asking for money. Do you think at this time it would be a good idea if we form a sub-committee to work with Mr. Toohey or have him help work with us to give us proper guidance and try to outline in writing in our policy a part of our mission statement. It seems like we need to set some sort of guidelines once and for all in black and white so everyone knows what the law is and what we can and cannot do. She is just throwing that out for discussion because it is going to come up continually and we have funds in our bank account and what can we do and not do with our money and what are we supposed to do with our money. Chairman Sutton stated you are correct there has been a lot of requests of our monies at this point in time that we haven't been able to take action on because of the ABO's edict. We did send out this report to everyone earlier in the month and it is basically the New York State Authorities Budget Office critical report about public authorities. So we kind of accounted with that all of the things on a positive note, but these are all within guidelines of what we can and cannot do. What you are saying if we have a committee, how flexible can we be when it comes to monies that we have and that we can expend to further economic development. Chairman Sutton stated he didn't know if we wanted to box ourselves in by doing that, but he thinks it is a good idea to have a committee that we do have an idea of what we can and cannot do. He thinks it seems to be a moving target, but they are narrowing the playing field as the ABO keeps coming down with their decision making. Chairman Sutton asked if there were any thoughts on that.

Mr. Johnson stated he agreed that we should have some flexibility. So far, we have been taking things on a case by case basis and it has been working out. He thinks they have been staying within Counsels advice. We haven't strayed to where we are not supposed to be. He does not think it is a good idea to have strict rules. Mr. Mooney stated he thinks it is pretty clear that we cannot give grants, but we can certainly spend money within our mission for economic development, direct contracts, that type of stuff. But we can't give a company, Town money for grants.

Ms. DiDomenico questioned what is the difference between us entering into a direct contract and that not being considered a gift of our money as opposed to you not entering into that direct contract with that individual? Mr. Mooney stated because we are getting the direct benefit of that contract like the traffic study. We are getting the direct benefit from them. Mr. Klein stated there is an outlined services indicated when you enter into a contract with someone. We'll give you this but you have to provide this, this and this for it. It's not a gift. He thinks it would be good if you wanted to set up a sub-committee to review the guidelines and make it fresh in our minds, this is the latest, take some time and go over that. Mr. Mooney stated putting that in writing is never bad. Mr. Klein further stated right now we are putting all the burden on counsel to tell us, does it or doesn't it. Ms. DiDomenico stated she thinks we need to know what the underlying law is as established either by case law or attorney general's opinions or ABO opinions, whoever does those opinions to help Mr. Toohey to give us the legal advice so we know what we have to do. She feels like we are being put on the spot. She would like to be more educated as to what the background is to it and how we can use what funds we have to promote economic development in the County while we are not violating any State rules and regulations. She feels like she is lost. If Mr. Richardson was here this morning, she wouldn't be able to make an informed decision because she doesn't feel she has a background enough of information on what the rules are. Mr. Klein stated he didn't think anyone was asking us to make any kind of a snap decision. We have the ability to look into it and see what the guidelines indicate that we have, they have or have not met. Chairman Sutton stated as far as the project in Schuylerville, they did approach us for additional monies, and because of back when we were able to give them a grant, we contributed

\$130,000 to their project. They are looking for additional monies. To your point, we went back to them and said because of our restrictions we asked them to get a legal opinion on their end as to what we can or cannot do and then come back and then our Board can review based on information in fact. This is so we are not giving monies away that we are not eligible to do. We have started that process to a degree on this one particular project. To your point though, if you want to put together a committee, that is fine. If you would like to Chair it, that would be great. We could appoint a couple of other Board members if they want to volunteer on that and we could oversee it by Mr. Ferguson and/or myself. Mr. Ferguson stated he would be happy to do that. Chairman Sutton further stated it is a point well taken because it is a grey foggy area for all of us at this point in time what we can do. We are an anomaly when it comes to the rest of the State. We have been very successful in what we've done and we went by the letter of the law. Saratoga County has benefited because we have created jobs and economic opportunity. We have to go by what the ABO is now coming down and asking what Public Authorities can do. If you want to go ahead and if any Board members want to volunteer, he would be more than happy to push that forward. Mr. Johnson stated that these requests we get well in advance. This one came because of the urgency of the submission. Typically, those requests we get well in advance and they are researched by Mr. Ferguson and Mr. Valentine and they are discussed in length at the Board meetings and we get the advice as to whether we can do it. Chairman Sutton stated we do have a sub-committee set up as you know, we have the sub-committee when applicants come in and we vet them through the process and we look at the validity of whatever requests are coming in and that is basically on the PILOT programs. We might be able to look at any types of grants the same way. We do already have a committee that is already set in place if we want to take on that responsibility as well.

Mr. Ferguson stated that was his error, regardless of how quickly this happened, he should have gotten that information to Mr. Toohey. Ms. DiDomenico stated maybe what she will do is talk with Mr. Toohey a little bit more and maybe he can help educate her on the background and try to make herself comfortable with the way the process has worked in the past and how it is going to work going forward. Mr. Valentine stated one thing to note that the \$130,000 with Hudson Hoosick River Partnership was not a grant, it was a contract entered into on behalf of The Town of Saratoga, Saratoga County IDA and Saratoga Associates.

Chairman Sutton asked if there were any further discussions or any other business to come before the Board today. There being no further business, Chairman Sutton asked for a motion to adjourn the meeting. A motion to adjourn the meeting was made by Mr. Klein, seconded by Mr. Johnson, with all voting in favor.

Respectfully submitted,

Lori A. Eddy

A regular meeting of the County of Saratoga Industrial Development Agency was convened in public session on July 19, 2016 at 8:00 o'clock, a.m., local time, at the Wilton Town Hall, Traver Road in the Town of Wilton, New York 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
Glenn Rockwood	Vice Chairman and Treasurer
Michael Mooney	Assistant Treasurer and Assistant Secretary
Arthur Johnson	Member
Mary Beth Walsh	Member
Philip W. Klein-	Secretary
Andrea J. Di Domenico	Member

ABSENT:

ALSO PRESENT:

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

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

RESOLUTION #1336

RESOLUTION APPROVING MODIFICATIONS TO THE ACE HARDWARE 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, , Ace Hardware Corporation, a Delaware corporation having an address of 2200 Kensington Court, Oak Brook, Illinois 60523 (the "Applicant"), has requested that the Agency undertake a project (the "Project") consisting of (A) (1) the acquisition of an interest in a portion of an approximately 129.27 acre parcel of land constituting tax map parcel 114.-2-60.1 and located at 55 Northern Pines Road in the Town of Wilton, New York (the "Land"), (2) the construction on the Land of an approximately 400,000 square foot addition (the "Addition") to an existing 800,000 square foot retail distribution center (the "Existing Facility" and together with the Addition, collectively, 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 abatements with respect to real property taxes; and

WHEREAS, the Applicant had previously estimated that the total cost of the Project will equal approximately \$27,535,000; and

WHEREAS, a public hearing with respect to the Project was conducted by the Agency in the Town of Wilton, New York on June 8, 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 followed by the adoption of an inducement resolution with respect to the Project (the "Inducement Resolution"); and

WHEREAS, by resolution duly adopted on October 19, 2015 the Agency granted final approval for the Project and appointed the Applicant its agent for purposes of undertaking the Project (the "Final Resolution"); and

WHEREAS, the Agency has been notified by the Applicant that the anticipated total cost of the Project has increased from 27,535,000 to \$27,816,000 and immediately prior to the consideration of this Resolution, the Agency conducted a public hearing relating to such increase in project costs following publication of a notice of said public hearing and notice to all affected taxing jurisdictions as required by the provisions of the Act;

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

SECTION 1. The Agency hereby approves the modifications to the cost of the Project as described above. As so modified, all of the terms, conditions and benefits of the Inducement Resolution and the Final Resolution are hereby ratified and confirmed.

SECTION 2. The Agency hereby reaffirms the appointment of the Applicant as 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 3. 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 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.

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

[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 July 19, 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

A regular meeting of the County of Saratoga Industrial Development Agency was convened in public session on July 19, 2016 at 8:00 o'clock, a.m., local time, at the Wilton Town Hall, Traver Road in the Town of Wilton, New York 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
Glenn Rockwood	Vice Chairman and Treasurer
Michael Mooney	Assistant Treasurer and Assistant Secretary
Arthur Johnson	Member
Mary Beth Walsh	Member
Philip W. Klein-	Secretary
Andrea J. Di Domenico	Member

ABSENT:

ALSO PRESENT:

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

The following resolution was offered by Ms. Hynes-Walsh, seconded by Klein, to wit:

RESOLUTION #1337

RESOLUTION GRANTING FINAL 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 27,000 SQUARE FOOT FACILITY TO BE LOCATED AT 2 MCCREA HILL ROAD IN THE TOWN OF BALLSTON, COUNTY OF SARATOGA, STATE OF NEW YORK, UPON APPLICATION OF CTI PROPERTIES, LLC TO BE UTILIZED BY CORE TECH INDUSTRIAL CORP. IN ITS DESIGN AND FABRICATION OPERATIONS AND FOR ITS CORPORATE HEADQUARTERS, MAKING A DETERMINATION UNDER THE NEW YORK STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SAID PROJECT, APPOINTING CTI PROPERTIES, LLC AND CORE TECH INDUSTRIAL CORP. AGENTS 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, , CTI Properties, LLC, a New York limited liability company having an address of 5 McCrea Hill Road, Ballston Spa New York 12020 (the "Applicant"), has requested that the Agency undertake a project (the "Project") consisting of (a) the acquisition of an interest in an approximately 3.88 acre parcel or parcels of land constituting a portion of tax map parcel 228.-3-59 and located at 2 McCrea Hill Road in the Town of Ballston, New York (the "Land"), (b) the construction of a 27,000 square foot facility located on the Land to be leased by the Applicant to Core Tech Industrial Corp. (the "Tenant") for use by the Tenant in design and fabrication of equipment for use in the power and energy industries and for corporate headquarters (the "Facility") and (c) 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; and

WHEREAS, the Applicant has estimated that the total cost of the Project will equal approximately \$2,250,000; 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 June 30, 2016 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, by resolution duly adopted by the Agency on June 30, 2016, the Agency granted preliminary approval with respect to the Project, conditioned, among other items, on compliance by the Agency with the provisions of 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"); 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 or loans from First Niagara Bank, N.A. (together with its successors and assigns, the "Lender") in an aggregate principal amount not to exceed \$2,200,000 (collectively, the "Loan"); and

WHEREAS, to secure the Loan, the Agency will be requested to execute a deliver, together with the Applicant, (i) certain mortgage and security agreements (collectively, the "Mortgage") and (ii) an assignment of leases and rents (collectively, 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.

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 Ballston Planning Board (the "Lead Agency") relating to the Project, the Agency hereby confirms the determination of the Lead Agency made on June 30, 2016 that the Project constitutes an "Unlisted Action" (as such term is defined by the SEQR Act) which would not have a significant effect upon the environment (hereinafter the "Initial Determination"). The Chairman shall take all action required by the SEQR Act to cause such Initial Determination to become final in accordance with the terms and provisions of the SEQR Act, including the filing of this Resolution in the office of the Agency to be made available for public inspection during business hours.

SECTION 3. The Applicant and the Tenant are each 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, each of the Applicant and the Tenant 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:

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

[The foregoing Resolution was thereupon declared duly adopted.]

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

I, the undersigned Chairman 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 July 19, 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 Klein, Secretary