

SARATOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING**July 14, 2014 – 8:10 a.m.****at Ballston Town Hall, 323 Charlton Road, Ballston Spa, NY**

The meeting was called to order by Chairman Callanan following a public hearing on the application of Specialty Silicone Products for an 18,000 sf addition to their existing building.

PRESENT: Members: Raymond F. Callanan, Chairman, Richard Dunn; Michael Mooney; Glenn Rockwood; Rodney Sutton.

Staff & Guests: Lawrence Benton, CEO; Michael Valentine, Sr. Planner; Michael Toohey, Agency Counsel; John Murray, CFO; James Carminucci, Bond Counsel; James Angus, SEDC; Paul DiCaprio, Special Silicone Products; Stephen Williams, Daily Gazette.

APPROVAL OF MINUTES

Mr. Dunn moved to approve the minutes of the meeting of June 9, 2014. The motion was seconded by Mr. Sutton and approved with all in favor.

APPLICATION: SSP DEVELOPMENT CORP.

Mr. Dunn said we have the requirement in our policy to review the audited financial statements. In this case, they do not have audited financials; just ones reviewed by a CPA. He stated his questions have been answered, and he is more than satisfied that they have financial stability.

Mr. Dunn moved to approve the application of SSP Development Corp. The motion was seconded by Mr. Sutton.

RESOLUTION NO. 1228 (Attached)

AYES – Messrs. Dunn, Mooney, Rockwood, Sutton and Callanan.

NOES – 0.

Adopted 5-0.

RESTRUCTURE BOND DOCUMENTS: AMERICAN HOUSING FOUNDATION

Mr. Carminucci said a letter was received from Gary Kerns dated June 18, 2014. We issued bonds in 2006 for American Housing Foundation, and those were restructured in 2009. Citizens Bank became the bondholder. They had an agreement to hold the bonds for five years which expires in October. He said they are willing to hold the bonds for an additional ten year period, but in order to do that, we need to make a slight change in the interest rate. He has the resolution which authorizes a Board member to sign the necessary documentation to effectuate those changes. Mr. Mooney asked what is bank purchase mode? Mr. Carminucci stated when the bonds were issued in 2006, there was a trustee

involved, and the bonds were sold to the public. In 2009, they restructured the deal, and Citizens Bank became the bondholder. That definition pertains to what the interest rate is when the bank is actually holding the bonds. He said it is a ten year commitment, and the interest rate will be going up slightly.

Mr. Mooney moved to authorize the execution of documents by an officer of the Agency on behalf of American Housing Foundation. The motion was seconded by Mr. Dunn and Resolution #1229 (attached) was approved with all in favor.

SARATOGA NORTH CREEK RR FEASIBILITY STUDY: REQUEST SUPPORT

Mr. Benton said we received a request from the Warren County Economic Development Council, and they requested a letter of support from the Agency for a grant application they are making to the State for a feasibility study of the Saratoga to North Creek rail line. In addition to the letter of support, they requested we participate, if they are successful in the grant, in the local share of \$1,000. He said he told them that he would present it to the Board. He explained this line was originally the International Paper line that they used to deliver oil to run the plant. When the plant closed, the Town of Corinth was actively involved in obtaining funds to refurbish the line and turn it into a public line which it is and is quite successful. The IDA was involved in that process, where we provided a bridge loan to the Town of Corinth for the reconstruction process for that period where they had to submit invoices to the State that went on for a couple of years, and that was successfully completed. He said both the Towns of Moreau and Corinth are supportive of this economic study of how this service could be expanded. They would like to connect this with the Warren County line by Luzerne and further explore a connection with the Rensselaer train station. He stated the Warren and Washington IDA have a joint IDA, and that is probably a dual involvement there. If they are successful with the grant, our \$1,000 will be a part of the local match.

Mr. Toohey said this relates to tourism and the creation of jobs. We have had prior success with this project. It shows a good regional utilization of assets between the multiple counties. It falls in the same category as the road and track studies. Mr. Dunn said quite a bit of the County is involved in this, and it is a good idea. Mr. Benton said if the Board is supportive of it, will we be giving the grant to another entity, such as the Warren County EDC, or do we become a co-sponsor of the grant as in the MOU for Malta? Possibly, we could have a one-time amendment to allow a grant to go to an adjoining county. Mr. Toohey would have to do a simple contract for the performance of what they are requesting. Mr. Murray mentioned the Governor's Office has pushed for municipalities to work on joint projects. Mr. Toohey said we would have to explain that our funds have to flow through a governmental entity.

Mr. Dunn moved to support this joint effort in the amount of \$1,000. The motion was seconded by Mr. Mooney.

RESOLUTION NO. 1230

Resolved, that the Saratoga County Industrial Agency hereby supports the joint effort with the Warren County EDC and the County of Warren in the amount of \$1,000. toward a study of expansion for the Saratoga-North Creek Rail Line.

AYES – Messrs. Dunn, Mooney, Rockwood, Sutton and Callanan.

NOES – 0.

Adopted 5-0.

UTEP AMENDMENTS: SET PUBLIC HEARING

Mr. Benton stated he provided the Board with the amendments that were previously discussed at the last meeting. We recommended a 60-day notice. He said he went through and corrected some of the grammar and made some minor changes. On page 3, General Provisions, there was reference to previous reform bills that date back to 1993, and he sees no reason to have that in there. He said he found a claw back provision from Oneida County which he provided to the Board members that he believes is very good. Sooner or later, claw back provisions will likely be a requirement of IDA's UTEP. We have a modification policy in which we can lower abatements going forward if there is significant loss of employment. In looking at the claw back of Oneida County, the earlier problem might occur in the first or second year, the claw back allows for 100% recapture. The farther you get into your ten year PILOT period, the lower percentage of taxes abated would be the clawed back. It is similar to our current modification policy in that respect. Oneida County's policy recognizes economic conditions through no fault of the company if there is loss of business or loss of jobs by allowing the Board to waive the claw back provision. We also talked about more flexibility with our manufacturing abatement policy. Currently, it is 100% over ten years. This change allows for the first five years, 50% - 100% abatement. In the second five year period, the abatement could range from 0 – 100%. We also had an issue with our deviation policy. It was a 30-day written notice for any deviation which was the law at that time, and that has been changed to a 10-day notice. He said he removed the time period and indicated that we would provide notice in accordance with the statute in effect at that time.

Mr. Carminucci said the conservative way to do this today is to set a 60-day public hearing notice. Mr. Rockwood said after reviewing this and holding the public hearing, what happens if we find substantial changes are needed. Mr. Carminucci said you will have flexibility, as the purpose of the public hearing is to take comments, and you can react to those, and it can always be modified. Mr. Toohey stated they can be internal and external comments.

Mr. Dunn moved to set a public hearing for the UTEP for Tuesday, October 14, 2014 at 8:00 a.m. in the Auditorium of Bldg. #5 of the County Complex. The motion was seconded by Mr. Mooney and approved with all in favor.

Mr. Toohey said that will require notices to every taxing jurisdiction in the County, and they should go as registered notices. Mr. Benton said he will put together a summary for members and staff of the changes and send them out before the public hearing.

FIELD AUDITS: UNITED STEP 1 AND COLUMBIA HPS, LLC

Mr. Valentine stated members should have received by e-mail, charts (employment history and floor charts) regarding visits to United STEP 1 in the NYSERDA Park in Malta, Columbia at Exit 12 and Creatacor in Halfmoon is scheduled for the last week in July. He reviewed these charts. He pointed out that G.E. occupies space in the United building. There is potential for Global Foundries to occupy 9,500 sf and adjacent to that 6,700 sf. Global was in that space before, and they are looking to return. Global is having an impact as indicated by the companies that are in there that are Global vendors. United leases to manufacturing firms, and is now well in excess of the 50% (of total leasable space) minimum required to maintain their property tax abatement. Chairman Callanan asked how many people are working in that building and Mr. Valentine said he did not know the actual number at this point, but a ballpark total is around 150 FTE's. He said for the Exit 12 joint venture with Saratoga Hospital and Albany Med, the first floor is 100% occupied. The second floor is 75% Saratoga Hospital and 25% Albany Med. 66,000 sf is private physician space. The number of jobs is very close to the original estimate. Overall, they are at 107 employees between both floors. They opened in April, 2013. Mr. Dunn stated they have exceeded what was anticipated in their application. Mr. Valentine said they are not at capacity in the facility, but they have anticipation of expanding. Joint hospital ventures in the area are becoming more and more prevalent.

Mr. Valentine said he will be visiting Creatacor at the end of July, and that is an addition to an existing facility that has been there for ten years.

STEP TECH: REQUEST, SALES TAX EXEMPTION

Mr. Benton said this matter was discussed at the last meeting. The IDA transferred title back to the company quite some time ago. Their sales tax exemption expired at the end of June. At the last meeting, the Board agreed that no further sales tax exemptions are appropriate, as Step Tech is no longer our Agent. A letter was sent to the company advising them of the reasons the sales tax certificate could not be extended. He said he has not heard back from them, and no action is required.

SARATOGA RACE COURSE: ECONOMIC IMPACT STUDY

Mr. Sutton stated back in the Spring, former Board member Charles Wait met with him in regard to the race course. They talked about the future of racing in Saratoga County especially now that casinos have been turned down by the City of Saratoga Springs, and racing took the forefront. Mr. Wait felt the Economic Impact Study that we had done in 2011 was important to NYRA for them to formulate their on-going projections for the track and what the future holds for racing. At that time, NYRA had a 25 year contract with the State of New York to run racing. The rules have changed due to Governor Cuomo changing the complexion of the board, and the Governor has asked NYRA to become self-sufficient and wean themselves off of the VLT monies. He asked the NYRA board, as it stands today, to look at privatization within the next three years. By the year 2015, he is looking to privatize the race course – Aqueduct, Belmont and Saratoga. The challenge to the current NYRA Board is to take look at the feasibility of privatization, sending out an RFP to independent contractors to take a look at the operation of the track. He said Mr. Wait and he thought it was important for their planning process, which Mr.

Wait is a member of the planning committee, to look at the current economic impact that the track has on the geographic area.

Mr. Sutton said in the study that was done for 2006 – 2011, there were recessions, and we still brought back a powerful statement to NYRA and to the Capital District that the nine county region generated over \$200 million of economic benefit to this area. Since then, the economy has improved. The Saratoga Springs' Planning Board has on its agenda four new hotels being offered, and the casinos are not a reality in Saratoga County. The feeling is that the thoroughbred industry is still the key to our tourism and agribusiness. He stated Mr. Benton and he talked to Rob Camoin on Friday to see what type of cost it would be to do an enhancement of our current study. This is a local economic consulting company that would be more in tune to gather the information we would need as opposed to going back to the original New York City firm. He said the question is how much will it cost to do another study? He mentioned another study could be done sometime in August with a completed version done in the Fall. Mr. Sutton said the request is to follow through and take another look at our current study. He said a question came up on why doesn't NYRA do the study themselves? The feeling is an independent source to look at the study and data would be more powerful to the formulation of an RFP as they go along.

Chairman Callanan asked what has changed in the last two years? Mr. Sutton stated the attendance has gone down, but the handle has gone up. It is still a huge attraction to upstate New York. People are spending more money than they did in 2007 – 2009. There is a benefit in the hospitality industry and with the downtown merchants. It is also drawn by Global Foundries and other things which make Saratoga County unique. We also have the agribusiness, museums, Skidmore College, etc. We want to make sure the future of racing is protected by this study and by NYRA going back to the State telling them this is a very critical component for tourism in upstate New York. He said the Governor has requested that an RFP be established to look at the privatization of racing. Mr. Mooney asked if the State will do it. Mr. Benton clarified that it's not an RFP per se but a reorganizational plan. That has to be submitted to the State by NYRA by October. He said it is currently not-for-profit, and some people would like to see it for profit. Mr. Dunn asked who owns the track, and Mr. Benton said the State owns the property. Mr. Sutton stated the OGS controls operation of the track. Mr. Benton said the State granted a 25-year franchise contract to NYRA in return for title to the land, and now he wonders what are they going to do – void the contract? He said is NYRA in danger of losing the franchise? He said he is confused about that aspect. Mr. Sutton said the board is filled by the Governor's appointees. Mr. Benton said if they take the VLT money, you can forget about horse racing in New York State. Across the country, horse racing is supported by VLT money which is used to enhance purses. If you took away that enhancement from New York, there is no way they could run a viable operation. He stated the reason the VLTs are there is because of horse racing in the first place. That was the whole argument to circumvent the State Constitution. Chairman Callanan stated that was the argument with the Board of Supervisors to put the VLTs in to support the harness track.

Mr. Sutton said the purpose of revisiting this data is to show how the VLT money is critical to the racing industry. It will enhance the effort that VLTs are a critical component in keeping racing a viable industry.

The New York bred industry is alive and well because of VLT money. He said if we do not do anything about this, shame on us as a city and county whose economies are so closely tied to the racing industry.

Mr. Dunn asked if Camoin would generate a whole new study taking history in the 2006 study and the 2012 update. He said he would like to know what the national impact is on horse racing. Mr. Benton stated Hollywood race track closed last year. It is now shopping centers and condos. These things can happen. He said this would be more of an executive study type of approach regarding the impact of NYRA and the hospitality industry that would affect the City and County as well as the agricultural impact of thoroughbred and Standardbred racing enhanced purses on our county and the region. We will try not to replicate what was already done. He said Camoin responded to the original RFP for the study in 2004/2005. Policy allows for a professional type consultant and you don't necessarily have to rebid every time you do it. We have a relationship with them through the tax cap study that was done. He said he is comfortable with them but not comfortable with the price - \$30,000 to \$40,000 initially. He said he suggested to them that \$30,000 would be the absolute maximum because it was \$35,000 the last time. We really do not have a price to give the Board on what it will cost. We would have a preliminary report in late August and a finished product in October. He said he is concerned a preliminary report would not be ready by August. A lot of hours have to be put into this. He said his greatest concern is that the State, Governor and Legislature are the audience for this. Will it have any impact whatsoever? He said he has his doubts. Chairman Callanan asked if the last study had any impacts. Mr. Benton said they both have had benefits, because the new CEO of NYRA has quoted the study. Mr. Sutton said at every press conference, he cited the study. Mr. Benton said he is convinced that the Legislature is focused on casinos. Mr. Dunn suggested that in this study, maintained green space should be discussed, as he believes this would be helpful. Mr. Benton said he believes it is 40,000 acres or more in the State. We did mention this in the last study. Mr. Carminucci said it seems like this study should talk about what the area would look like without the track. The City of Saratoga Springs would be devastated if the track went away. Mr. Benton said he does not believe we have given the consultant a clear picture of what we want. The idea was to have an executive summary with an appendix. Mr. Rockwood said it is in our best interest to have this study but not rushing into an executive summary.

Mr. Benton stated maybe Mr. Dunn and Mr. Sutton can come up with a specific scope for Camoin. Mr. Dunn said the two studies done so far have been 100% paid for by the IDA. Could there be another partner in this? Mr. Benton said it couldn't be NYRA, as they are a potential beneficiary. Mr. Murray said we have taken the lead with the study on the tax that benefitted everybody in the State. We have a reputation for taking the lead. Mr. Benton said you can have a resolution for interest going forward without a dollar amount. Mr. Sutton said he will call Mr. Camoin and ask how long it would take to put a scope together, time line and an estimated cost. Mr. Rockwood said if there are other components that would help sell this, he should bring them to us.

Mr. Mooney moved to support the concept of another Economic Impact Study of the Saratoga Race Course. The motion was seconded by Mr. Rockwood and approved with all in favor.

BSCSD FUNDING REQUEST: CLEAN TECH PROGRAM

Mr. Benton stated Superintendent Dragone made a presentation to the Board for continued support for their Clean Tech Program, and 100 students and a dozen partners such as Global and Cisco are involved in this program. Mr. Rockwood said 23 school districts are involved in this. Mr. Benton said we requested budget information from the School District, and we have received that. The cost per student is \$8,900, and that is billed back to each school district. Schools obtain State funding for a portion of that. It is a laudable program. He said the issue is, should the IDA be involved with continued support of the operation of a program? Chairman Callanan said his feeling is no. This program is already up and running. Mr. Mooney asked if there is any support by Global Foundries? Mr. Benton said yes, and at the end of the day, they provide jobs. Mr. Mooney said so there is a benefit to Global. Mr. Toohey said if they are requesting \$35,000 this year, what will they need next year?

It was the consensus of the Board that there is no interest in funding the day to day operating costs of this program. Mr. Benton said he will let the Superintendent know of the Agency's decision. Mr. Mooney requested that he be told that everybody is supportive of this innovative program.

STATUS OF RAILSPUR TRANSFER

Mr. Benton said he has requested that the appraiser to go back and look at the numbers. They gave an appraisal on the entire track. There is a lead line that comes out of the CP freight yard that then hits a switch, and our line comes off of that switch. We do not own that switch. It is Canadian-Pacific's switch. Our line originally starts 1200 linear feet, crosses Cady Hill Road, heads towards the warehouse along Duplainville Road and then curves in a southerly direction into the Ball Plant. The Plant stopped usage of that rail, and it cuts off on the property of Saratoga Warehouse. When Ball cut the line, Grande built a second warehouse. He put in two side tracks next to the original warehouse. In order to do that, he needed to switch into our line. The appraisal was \$30,000 for our right-of-way. The right-of-way came from Grande Trust, went to Ball, and then Ball turned it over to the IDA. The right-of-way currently goes over land of Logistics One. If there was termination of the track business, we would be stuck with the right-of-way which would have zero value in his opinion. The entire track had a value of an additional \$30,000. He said that is the value he has asked the appraiser to look at. If the Logistics One switch and side tracks were pulled out, what is the true appraised value, as that is the value of the IDA ownership. If we wanted to sell the track, there is only one potential buyer, and that is Logistics One.

Mr. Benton stated we still have two unpaid bills between Logistics One and Canadian-Pacific that have to be addressed. He added that the rail spur is almost 35 years old and that exceeds the typical functional life of this type of line. Ties have to be replaced, etc. A lot of work has to be done. There is a significant amount of work that needs to be done on the Canadian-Pacific switch. He said he feels there is an opportunity between Logistics and Canadian-Pacific to work out the outstanding bill of \$26,000 or \$27,000. This affects us with spending any money at all on this track. We do not want to spend money on the CP switch to find out that they will not reimburse us. Mr. Mooney asked if Logistics One is obligated to maintain it, and Mr. Benton said yes. He said he will draft a letter to Logistics One, with approval from Mr. Toohey, letting Logistics One know that they are responsible for the bills and to let us know when they are resolved. The other bill for the replacement of the road crossing is in the high \$40's. Mr. Toohey suggested they be told that if the line is not property maintained, we could cease the

utilization of that line. Mr. Benton said when we provided the \$45,000 grant money, it became pretty clear that you can't put your own money into it without getting reimbursed. Mr. Toohey stated we have a long-standing document that says Logistics One is in charge of it, and they are not doing what they should. At some point, we become more significantly at risk if anything happens. Chairman Callanan asked if these bills are in our name, and Mr. Benton said yes. Mr. Mooney said we have a contract that Logistics One is responsible for them. Mr. Toohey said the contract goes back to Grande Trust and the Ball Corp. This is not a new concept. Mr. Benton said Logistics One is disputing the first bill. Because of our contract with Logistics, they are responsible for the other \$45,000 bill, and they are also disputing that bill. Mr. Dunn stated a letter will be necessary to be sent to Logistics One. We need to sit down and negotiate with them. Mr. Benton said he will meet with counsel to draft a letter to Logistics One.

OTHER BUSINESS

MALTA TRAFFIC CONSULTANTS

Mr. Benton stated the committee to select a consultant involved D.O.T., CDTC and Mr. Valentine representing the County and IDA. They reviewed three or four proposals and selected Creighton Manning. They have a lot of expertise. There was a very detailed scope. He said he received a letter, as representative of the IDA, along with Malta Supervisor Paul Sausville and Stillwater Supervisor Ed Kinowski requesting us to concur with the committee's decision to select Creighton Manning and not do any further interviews. He said he wrote a letter stating he concurs, and everyone should have a copy of it. They are ready to have a contract to begin.

GEYSER ROAD SIGNALIZATION

Mr. Benton stated Mr. Dunn asked him to check with Brad Birge of the City on the grant application. The City has preliminary approval for that \$200,000 grant for new signalization for the Geyser Rd/Route 50 intersection. The IDA previously committed \$40,000 to the local share.

Mr. Sutton said the **Chamber of Commerce** is having their third Thursday breakfast this Thursday at the City Center. Chris Kay, of NYRA, will be the speaker, and a table will be put together for IDA members who would like to attend.

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

Respectfully submitted,

Elaine M. Sodemann

Attachments:

A special meeting of the County of Saratoga Industrial Development Agency was convened in public session at the Ballston Town Hall located at 323 Charlton Road in the Town of Ballston, New York on July 14, 2014 at 8:00 o'clock a.m., local time following the close of a public hearing.

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

PRESENT:

Raymond F. Callanan	Chairman
Richard Dunn	Vice Chairman and Treasurer
Rodney Sutton	Secretary
Glenn Rockwood	Assistant Treasurer and Assistant Secretary
Michael Mooney	Member

ABSENT:	Arthur Johnson	Member
	Charles Hanehan	Member

ALSO PRESENT:

Lawrence D. 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. Dunn, seconded by Mr. Sutton to wit:

RESOLUTION # 1228

RESOLUTION GRANTING PRELIMINARY APPROVAL TOWARD THE PROVIDING OF FINANCIAL ASSISTANCE BY THE COUNTY OF SARATOGA INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO A PROJECT CONSISTING OF THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A 18,750 SQUARE FOOT ADDITION TO AN EXISTING 33,000 SQUARE FOOT MANUFACTURING FACILITY LOCATED AT 3 MCCREA HILL ROAD IN THE TOWN OF BALLSTON, COUNTY OF SARATOGA, STATE OF NEW YORK, UPON APPLICATION OF SSP DEVELOPMENT CORPORATION AT A TOTAL PROJECT COST OF \$4,200,000.

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, SSP Development Corporation, a New York business corporation having an address of 3 McCrea Hill Road, Ballston Spa, New York (the "Applicant"), has requested that the Agency undertake a project (the "Project") consisting of (A) (1) the acquisition of an interest in an approximately 8.93 acre parcel located at 3 McCrea Hill Road in the Town of Ballston, County of Saratoga, State of New York (the "Land"), (2) the construction of an approximately 18,750 square foot addition (the "Addition") to an existing 33,000 square foot building located on the Land (the "Existing Facility" and, together with the Addition, collectively, the "Facility") to be leased to Specialty Silicone Products, Inc., (the "Tenant") for use in the manufacturing of advanced silicone rubber materials, and (3) the acquisition and installation in the Addition of certain machinery and equipment (the "Equipment" and together with the Land and the Facility, the "Project Facility"), (B) the lease (with the obligation to purchase) or the sale of the Project Facility to the Applicant or such other person as may be designated by the Applicant and agreed upon by the Agency; and (C) the granting of "Financial Assistance" (as such term is defined in the Act) with respect thereto in the form of exemptions from sales tax, mortgage recording tax and real property taxes (applicable only to the Addition); and

WHEREAS, the Applicant has estimated that the total cost of the Project will equal approximately \$4,200,000; and

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

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

WHEREAS, a public hearing with respect to the Project was conducted by the Agency immediately prior to the consideration of this Resolution following publication of a notice of said public hearing and notice to all affected taxing jurisdictions as required by the provisions of the Act; and

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

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

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

- A. The Project constitutes a “project” within the meaning of the Act; and
- B. The undertaking by the Agency of the acquisition, construction and installation of the Project Facility pursuant to the Act, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Saratoga County, New York and the State of New York, improve their standard of living and thereby serve the public purposes of the Act; and
- C. The completion of the Project will not result in the removal of a facility or plant of the Applicant or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Applicant or any other proposed occupant of the Project Facility located in the State except to the extent the foregoing is reasonably necessary to discourage the Applicant or said occupant from removing such other plant or facility outside the State of New York or is reasonably necessary to preserve the competitive position of the Applicant or said occupant in its respective industry.

SECTION 2. Subject to the conditions set forth in Section 3 of this Resolution, the Agency will (A) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, constructed and installed, (B) lease (with the obligation to purchase) or sell the Project Facility to the Applicant or its designee pursuant to a lease agreement or an installment sale agreement (hereinafter, the “Agreement”) between the Agency and the Applicant and (C) if requested by the Applicant, authorize by future resolution the execution and delivery of a mortgage on its interest in the Project Facility to secure a borrowing by the Applicant to finance all or a portion of the costs of the Project.

SECTION 3. The undertaking of the Project, as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the Agency that all requirements of the SEQRA Act that relate to the Project have been fulfilled; (B) agreement between the Applicant and the Agency as to payment by the Applicant of payments in lieu of taxes with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; and (C) the following additional conditions: (1) satisfactory review of the financial statements of the Applicant by the Treasurer of the Agency, (2) that the Applicant procure all necessary federal, state and local approvals and permits with respect to the construction and operation of the Project Facility, and (3) satisfaction by the Agency with the requirements of the Act.

SECTION 4. The officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

SECTION 5. The officers, agents and employees of the Agency are hereby directed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Project.

SECTION 6. 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 7. The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

SECTION 8. This Resolution shall take effect immediately and shall remain in effect until the earlier of (1) the execution and delivery of the Agreement at which time all provisions and conditions hereof shall be deemed merged into such Agreement and (2) the date which is two (2) years from the date hereof.

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
Richard Dunn	VOTING: Aye
Rodney Sutton	VOTING: Aye
Glenn Rockwood	VOTING: Aye
Michael Mooney	VOTING: Aye
Arthur Johnson	ABSENT
Charles Hanehan	ABSENT

The foregoing Resolution was thereupon declared duly adopted.

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

RESOLUTION # 1229

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO THE AMERICAN HOUSING FOUNDATION, INC. PROJECT LOCATED IN THE TOWN OF MALTA, NEW YORK.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 855 of the Laws of 1971 of the State of New York (hereinafter collectively called the "Act"), the County of Saratoga Industrial Development Agency (hereinafter called the "Issuer") was

created with the authority and power to issue its special obligation revenue bonds for the purpose of, among other things, acquiring, constructing and equipping facilities as authorized by the Act; and

WHEREAS, the Issuer has previously issued its Tax-Exempt Civic Facility Revenue Refunding Series 2006A Bonds (American Housing Foundation, Inc. Project - Letter of Credit Secured), Series 2006A in the aggregate principal amount of \$4,495,000 (the "Series 2006A Bonds") upon application of American Housing Foundation, Inc., a New York not-for-profit corporation having its principal office at 317 Brick Church Road, Troy, New York 12180 (the "Company") in connection with the undertaking of a project (the "Project") consisting of (A) the refinancing of the following transaction previously undertaken by the Agency: (1) the acquisition of an interest in an approximately 6.04 acre parcel of land located on Route 9 and Cramer Road in the Town of Malta, Saratoga County, New York (the "Land"), (2) the construction on the Land of an 82-unit senior citizen residential rental facility (the "Facility") and (3) the acquisition and installation in the Facility of certain machinery and equipment (the "Equipment" and together with the Land and the Facility, the "Project Facility"), (B) fund a portion of the costs associated with such refinancing and (C) fund certain capital costs associated with the initial development of the Project Facility; and

WHEREAS, the Series 2006A Bonds were issued pursuant to the terms of a trust indenture dated as of December 1, 2006 as amended by a first supplemental indenture dated as of November 1, 2009 (as so amended, the "Indenture") by and between the Issuer and The Bank of New York, as trustee (the "Trustee"); and

WHEREAS, by letter from the Company dated June 18, 2014, the Issuer has been requested to enter into a certain amendment to the Indenture by and between the Issuer and the Trustee (the "Amendment") to effectuate certain changes to the Indenture and the Bonds as more particularly described in the term sheet dated May 1, 2014 issued by RBS Citizens Bank, N.A. as current holder of the Bonds; and

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

Section 1.

(a) Each officer of the Issuer is hereby authorized to execute and deliver on behalf of the Issuer the Amendment together with an IRS Form 8038 Information Return relating thereto as well as 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, all subject to approval by counsel to the Issuer.

(b) Effective upon execution and delivery of the Amendment the Bonds are hereby deemed designated as qualified tax-exempt obligation for purposes of Section 265(b)(3)(D)(ii) of the Internal Revenue Code of 1986, as amended.

Section 2.

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

Section 3.

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
Richard Dunn	VOTING: Aye
Rodney Sutton	VOTING: Aye
Charles Hanehan	VOTING: Aye
Michael Mooney	VOTING: Aye
Glenn Rockwood	VOTING: Aye
Arthur Johnson	ABSENT
Charles Hanehan	ABSENT

The foregoing Resolution was thereupon declared duly adopted.