

**SARATOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING**

**September 14, 2015 – 8:04 a.m.**

**Saratoga Springs City Hall, Saratoga Springs, NY 12866**

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

**STAFF & GUESTS:** Richard Ferguson, CEO; John Murray, CFO; Michael J. Toohey, Esq., Counsel to the Agency; James A. Carminucci, Esq., Bond Counsel; Thomas Roohan, LFTCEDC; Mr. Vanags, Saratoga Prosperity Partnership; Tori J. E. Riley, Vice President Saratoga Economic Development Corporation; Mr. Robert DeMarco, President & Mr. John DeMarco, Vice President of AgroChem Inc; Mr. Will Ingmire, LAND Remediation, Inc.; Steve Williams, *The Daily Gazette*, and Lori Eddy.

**ABSENT:** Michael Valentine, Administrative Assistant.

Chairman Callanan called the meeting to order at 8:04 a.m.

**APPROVAL OF MINUTES:**

Chairman Callanan asked if there were any additions or corrections to the August 10, 2015 minutes. There being none, Chairman Callanan asked for a motion to approve the minutes. A motion was made by Mr. Rockwood to approve the minutes and it was seconded by Mr. Mooney. All were in favor and the minutes were approved.

**AgroChem, LLC Approving Resolution:**

Chairman Callanan asked if there were any questions or comments from the Board on the application of AgroChem, LLC. Mr. Rockwood asked if this application was a straight ten year or was it split up to be made five and five. Ms. Riley stated it was based on a ten year and reflected the amendment of jobs creation. They felt it qualified in lieu of the five and five with the review of additional jobs. Ms. Hynes-Walsh questioned if the amendment was the August 18<sup>th</sup> letter. Ms. Riley stated that it was.

Chairman Callanan asked for a motion to approve the application of AgroChem, LLC. A motion was made by Mr. Hanehan to approve the application of Agrochem, LLC. The motion was seconded by Mr. Sutton.

A roll call vote was taken on **Resolution # 1282 (attached)** with the following results:

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

NOES: None

ADOPTED: 7-0

**LAND Remediation, Inc. Application:**

Chairman Callanan asked Mr. Vanags to speak to the application for LAND Remediation, Inc. Mr. Vanags stated the application was for Land Development of New York, LLC which is solely owned by the partners of LAND Remediation, Inc. Mr. Will Ingmire is present to talk a little about his company. The project is a 7.8 acre site in Waterford, New York. They plan to build a 15,000 square foot building. 6,000 square feet of that will be for office and administration functions and 9,000 square feet will be for

warehouse and servicing of equipment. There is also ample room for outside storage as well. The company currently employs about 29 full time people, including 20 operators and laborers, within 3 years the company intends to employ, at the minimum, an additional 12 people to bring that total to 41. Mr. Vanags stated that under the Saratoga County Industrial Development Agency uniform tax exemption policy, we've demonstrated in the application that the applicant meets the criteria that you are seeking, that it will induce the location expansion of the project in Saratoga County. It also will provide employment for Saratoga County residents and/or provide a service which is demonstrated to be in the best interest of the public in Saratoga County. Mr. Vanags asked that Mr. Ingmire say a few words about his company and the reason they are seeking this relief from the IDA.

Chairman Callanan asked if the Board had been provided a copy of the application. Mr. Vanags stated the application was previously provided. Mr. Ferguson stated that a copy had been sent electronically to all board members prior to the meeting.

Mr. Ingmire thanked the Board for their time today. He stated he and his partner started the company in 2009 operating under LAND Remediation. They do full service environmental remediation work. They come from humble roots, so they don't put a lot of press releases out and reports from the Business Review, things of that nature. Since 2009, he, his partner and one laborer and one operator started the business. He apologized his partner Keith could not appear this morning. They did a project in 2010 right behind the Saratoga Firehouse for National Grid. It was one of the first larger scale projects that they did. Since then, as Mr. Vanags stated, they have grown to about 30 people. They are continuing to grow. Again, although they don't report in the Business Review, they do a summary of environmental firms, and would have been ranked in the top three over the past two years. If they were to report, he thinks they would be either the 1<sup>st</sup> or 2<sup>nd</sup> firm in the area. They have grown a lot.

They have been looking for a piece of property that they could invest in and consolidate their operations. This parcel came up in Waterford and they struck while the iron was hot and procured the land. They are working in a leased property in Lansingburgh. This property is not very conducive to the type of work they do. It is a city, urban environment. There is no yard space. It would be a much safer, more conducive piece of property in Waterford. With the support of the IDA they hopefully can make this a reality.

Mr. Vanags stated the request for incentives includes a five year abatement on taxes, starting at 100% with year one, 80, 60, 40, 20 as the years go by. That would give the Company \$133,000 in savings. An exemption of sales tax on purchase of raw materials, supplies, tools, etc. That is estimated to be \$55,000. A full exemption of the recording of mortgage recording tax allowed by law is estimated to be \$11,850. There was some question whether the company was going to self-finance or use a bank mortgage, and Will told him that they would now be using a bank to finance the project. So the total benefits under this project are \$175,121. It is not a huge project, but it is a very important one for LAND Remediation, LLC and the Town of Waterford.

Chairman Callanan asked if there were any questions at this time. Ms. Hynes-Walsh asked Mr. Ingmire for a couple of examples of their work, such as do they do asbestos abatement? Mr. Ingmire stated they do not get into the asbestos abatement projects. Their clients are the large industrial companies, similar to the work that you see such as the project for General Electric and the Hudson River dredging project. They do soil remediation, earth retention, soil stabilization, current technologies for industrial land. Ms. Hynes-Walsh asked if they work primarily in New York or do they go out of the state as well. Mr. Ingmire stated their target area is really about a three hour radius around Albany. It does tend to be

more of a traveling industry. They do see opportunities outside of the state but 90% of their work is from Albany to Syracuse and a little south.

Mr. Sutton questioned where does their competition come from? Mr. Ingmire stated there are a host of different companies. They compete against some international firms and some firms out of Syracuse and Maximillian Technologies of Pittsfield, Massachusetts. Ms. Hynes-Walsh stated that the growth in terms of the number of employees since you started is really amazing. The 29 people that you currently have, would they all be coming into the new Waterford location, is that why you have the office space there or are they more just teams that you call in for particular jobs? Mr. Ingmire stated that we have 20-25 people in the field that go to these projects. The majority of our personnel is around the Capital District. One of the reasons to consolidate is they are at a point in the company where they have to start investing in more, unfortunately, overhead and infrastructure to support those operations. We are at that point where we can expand if we bolster our support staff within the office. The majority of the jobs we add will be at the Waterford location on top of growing jobs beyond that in the field.

Mr. Hanehan questioned Mr. Ingmire what the general procedure is for contaminated soil. Does it get shipped out long distance, does it get incinerated? Mr. Ingmire stated that 50% of their work is deep excavation, and they put in an earth retention system and take that soil out, they handle incoming ground water, they treat that on site. The soil we take out of the ground gets shipped to a disposal facility. Some are thermal treatment facilities, some are local landfills. We backfill it and rehab the excavations and restore them. One of the interesting technologies that we have seen a lot of growth from is what they call ISS. They have invested heavily in some equipment that enables the company to go in and remediate the soils in place. It decreases truck traffic, community impacts and a lot of the other negatives, such as the odors associated with excavating the soil out. As well it is a lot more cost effective for their clients. They have invested ISS during the last 3 or 4 years and they are really seeing a tremendous amount of growth as that technology catches on and the regulators approve of it. Basically turning that contaminated soil into a monolith if you will and it is able to remain in place.

Mr. Sutton asked Mr. Ingmire that as they grew in Lansingburgh, did you ever apply for IDA financing. Mr. Ingmire stated they have not. This is the first time applying for assistance like this. Chairman Callanan asked if there were any further questions from the Board.

Chairman Callanan asked for a motion to accept the application of LAND Remediation, LLC and set a public hearing for October 19<sup>th</sup> at 8:00 a.m. in the Waterford Town Hall. The motion was made by Ms. Hynes-Walsh and it was seconded by Mr. Johnson.

#### **RESOLUTION #1283**

RESOLVED THAT the Saratoga County IDA has decided to accept the application of LAND Remediation, LLC, and does hereby set a public hearing at the Town of Waterford Town Hall on October 1, 2015 at 8:00 a.m. to review the application of LAND Remediation, LLC.

The results of the roll call vote were as follows:

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

NOES: None

ADOPTED: 7-0

Mr. Toohey was then excused from the meeting for the purpose of discussion of the next agenda item.

**Legal Services Retainer Agreement:**

Chairman Callanan stated the next item for discussion is a legal services retainer agreement. As time goes on, we are using the services of Mr. Toohey more and more. He attends all of the subcommittee meetings, takes our phone calls, emails, and does a lot of work for the agency. This has cut into his time in the office and he has asked us to consider a retainer fee of \$800 a month which amounts to about 4 hours of billable services. Chairman Callanan doesn't think that is unreasonable considering the amount of time that he is giving us. This month he was at two subcommittee meetings and also had to work on the contract between this agency and Prosperity Partnership. Chairman Callanan is asking to approve a contract with his firm for a retainer fee of \$800 a month or \$9,600 a year.

Mr. Mooney questioned how we are being billed now. Chairman Callanan stated the only billing he does now, if he did extra work on grants and loans we would reimburse him for that. We are not currently doing any grants or loans. He does not bill us for his time at this meeting or any other. Chairman Callanan again stated he does not believe it is an unreasonable request. Mr. Mooney stated it is not unreasonable but he could bill us for whatever time he puts in. Chairman Callanan stated Mr. Toohey would rather do it on a retainer agreement. Mr. Ferguson stated it would be much more costly to the agency on an hourly basis. Chairman Callanan stated he does get paid on an application, but he does not get paid for the work he does for the IDA. Mr. Ferguson discussed that he does not get paid for any of the meetings that he attends. Ms. Hynes-Walsh stated that she would support doing it as a flat fee. Chairman Callanan stated that is the proposal.

Chairman Callanan asked for a motion to approve a legal services retainer contract with Snyder, Kiley, Toohey, Corbett and Cox in the amount of \$800 per month on a yearly basis. The motion was made by Mr. Hanehan and it was seconded by Mr. Sutton.

**RESOLUTION #1284**

RESOLVED THAT the Saratoga County IDA has decided to approve a legal services retainer contract with Snyder, Kiley, Toohey, Corbett and Cox in the amount of \$800 a month, \$9,600 per year.  
The results of the roll call vote were as follows:

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

NOES: None

ADOPTED: 7-0

Mr. Toohey then rejoined the meeting. Chairman Callanan informed Mr. Toohey that the proposal for the requested retainer fee for the firm Snyder, Kiley, Toohey, Corbett and Cox firm has been approved. Mr. Toohey thanked the members of the agency for their consideration.

**Munter/GIP: Utility Easement:**

Chairman Callanan asked Mr. Toohey to discuss the Munter/GIP Utility easement. Mr. Toohey stated Munter has a project in the Grande Industrial Park. What the Chair needs to sign is the utility easements that run through the land. If the applicants themselves agree to it and if there is a finance arm in this, and if the Bank agrees to it, that is fine with us. That is the situation we have here, it will be to the

benefit of not only this land but an adjacent parcel. We need a motion to authorize the Chairman to sign the utility easements. It is a very normal event once we've gotten the approvals from the applicant.

Chairman Callanan then asked for a motion to authorize the Chairman to sign the Munter/GIP utility easements. The motion was made by Mr. Mooney and it was seconded by Ms. Hynes-Walsh.

#### **RESOLUTION #1285**

RESOLVED THAT the Saratoga County IDA has authorized the Chairman to sign the Munter/GIP utility easements.

The results of the roll call vote were as follows:

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

NOES: None

ADOPTED: 7-0

#### **Economic Development Services Agreement with Saratoga County Prosperity Partnership:**

Chairman Callanan stated the next agenda item is the proposed contract with the Saratoga County Prosperity Partnership. Chairman Callanan explained that Mr. Vanags of the Saratoga County Prosperity Partnership is in place to increase industrial development activity here in Saratoga County. The contract is what came out of the board workshop held a couple of weeks ago, this was at the suggestion of Mr. Toohey. Saratoga County Prosperity Partnership was established with the goal to make them the exclusive agent with regard to marketing industrial development within the County. For several decades, SEDC has filled that role.

At first discussion, it was stated that the agency would not preclude anyone from sending us applications if they were qualified to do so. Then, the proposed contract you have here today is what came out of the workshop. If an applicant goes to either organization, that organization will manage that application through our review and approval process. Under this draft, an applicant would be referred to both organizations to make a determination as to who it is they would like to deal with. Once the applicant decided who they were going to work with, then at that point, that company would follow the process through the SCIDA. It takes us out of the middle of the decision process.

The only other significant change in the agreement is the maximum amount of fee we can split paid to either organization. It had historically been pegged at \$50,000, and is now proposed at \$75,000. Maybe that is no longer a realistic number. There are occasions when that might come in to play. Those are the three evolutions of this contract. Mr. Mooney stated he thought they agreed that there would be an A and a B choice discussed at the workshop. A for example the referrals would be exclusive to the Partnership and B they would go to both parties. Mr. Toohey stated that draft exists. Mr. Toohey stated that for purpose of this discussion, this has to do with our referrals. Chairman Callanan stated that what this does is it makes the applicant aware of the two major avenues by which an application can end up at the SCIDA. Ms. Hynes-Walsh questioned if there was a separate agreement we have with SEDC as well. Mr. Toohey stated there is a separate agreement with SEDC which has existed for an extended period of time. Because there wasn't any other option all of our referrals went to them as that was the only place they could go. If this goes forward, we would look at creating another agreement with them

that would model this. Mr. Rockwood stated there is always still the option that a company could come directly to the IDA. Mr. Toohey stated he has no recollection of the IDA fully handling an application from beginning to end. Mr. Toohey stated we have the ability to handle the application from start to finish, but never had the staffing available. Chairman Callanan stated the lawyer for the Prosperity Partnership has been working on this as well. Chairman Callanan asked what is the appropriate action for this? Mr. Toohey stated that the Board has to suggest that this is the direction that we want to go. What needs to be done is to draft something consistent with the direction he has been given and he would send that to the attorney for the Prosperity Partnership. At the same time, if there is a direction of the agency, he would contact SEDC and tell them this is the way we are going and we ought to look at your agreement as well. All agreements that we have and historically have had, have the ability to terminate on relatively quick notice. Mr. Hanehan stated he believed a level playing field is a good idea.

Mr. Rockwood stated he would make a motion to submit this back to the Prosperity Partnership and the SEDC as a final as written in the interest of transparency and openness. Mr. Hanehan seconded the motion. Mr. Johnson stated he would abstain from the vote as he is a member of both Boards. Ms. Hynes-Walsh stated the possibility that IDA would keep an application and would suggest that the language in the proposed agreement reflect this.

#### **RESOLUTION #1286**

RESOLVED THAT the Saratoga County IDA will submit the draft proposal of the Economic Development Services Agreement to the Saratoga County Prosperity Partnership for further review.

The results of the roll call vote were as follows:

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

NOES: Mr. Mooney

ABSTAIN: Mr. Johnson

ADOPTED: 5-1

#### **Luther Forest Technology Campus Parcel # 4:**

Chairman Callanan then discussed that for some time we have been talking about buying a parcel of land in Luther Forest Technology Campus, specifically Area 4. Right now there is a lot of forces working to get the Park more marketable. That is, the PUD is being attended to by the two Towns. They probably will change that in the next month or so. It looks like the County is going to take over the roads. Our conversations about this land purchase in the past has been the fact that the IDA should have some kind of a presence in the Park. Also, what this would do, we would have the land and it would give the Luther Forest Technology Campus people the funds they need to go forward with infrastructure and so on. Over the next couple of months we may have to visit that to see what we are going to do if we are going to move forward. The funds have been designated and set aside for this purpose. Ms. Hynes-Walsh asked where the vote on the PUD was at this point. Mr. Roohan stated that the final workshop is September 28<sup>th</sup> with the vote on October 5<sup>th</sup>. Mr. Toohey questioned what would the amendment do. Mr. Roohan stated that the highpoints are that financing would be permitted; the sound ordinances would be the same within the Park as it is within the Town of Malta, those were the two main things. Some buffers were moved around. The other thing was the changing of the use of zones so that there is more permitted uses. There is a limit on the commercial within the Park. We envision that many of the people that would buy within the Park would have some commercial

component within their space much like Global Foundries has a big cafeteria. As the Chairman pointed out, we spent a lot of time with leadership at the County level to talk about the best technique for assistance with the roads. We are working out the details with how that may happen with the construction of connector roads. That will be done by Thanksgiving. We had a lot of meetings with the Department of Transportation. He thinks that there are a lot of good things happening. They are very careful about what will be going in there. Mr. Toohey asked if they have modified the ability to use, for example, IDA funding. Mr. Roohan stated that is permitted use. Chairman Callanan stated there is no action to be taken at this point. Mr. Rockwood questioned is there a set of documents that we can get a look at for the land. Mr. Roohan stated that set of documents have not been finished at this time. Mr. Roohan stated that the main things within the Park, there are no special rules for the Park that are significantly different than they are in the balance of the Town. Mr. Sutton questioned whether there was \$800,000 allocated for this purchase. Chairman Callanan stated there is \$800,000 allocated in a reserve account. Mr. Sutton questioned whether that \$800,000 would be in jeopardy if the board were to change. Mr. Toohey stated the Board can pull it out of there. It is a dedicated purpose.

Chairman Callanan asked if there was any further business to discuss at this time.

Mr. Ferguson addressed the Board and stated that he and Mr. Valentine have been working on the School Tax Pilot bills. Those will be signed and sent out tomorrow. As well, they will be working on the 2016 budget and will also be preparing for the Board's review the 2015 year-to-date review of how we are doing on our budget. Mr. Rockwood questioned what is the next step on the audit that was done. Chairman Callanan stated that Mr. Ferguson will be doing a response on that. Mr. Ferguson stated a response will be completed this week that is due on the 25<sup>th</sup> of the month. There are 3 recommendations that the Audit wanted us to comment on and they are asking for an action plan and we have 90 days to complete that. Mr. Rockwood questioned they identified 10 projects that they looked at and they thought we were deficient in 3 or 4 of them. Will your plan address any shortcomings in the future. Mr. Ferguson stated initially he envisioned the plan showing the end of year surveys and whether companies have reached their goals and if they haven't, he would then be bringing it to the Board for discussion.

Chairman Callanan asked if there was any further discussion. As there was no further business, the meeting was adjourned on a motion made by Mr. Rockwood, seconded by Mr. Mooney, 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 at the Saratoga Springs City Hall in the City of Saratoga Springs, New York on September 14, 2015 at 8:00 o'clock a.m., local time following the close of a public hearing.

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

PRESENT:

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

ABSENT:

ALSO PRESENT:

Richard Ferguson	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. Hanehan, seconded by Sutton to wit:

**RESOLUTION # 1282**

RESOLUTION GRANTING APPROVAL TOWARD THE PROVIDING OF FINANCIAL ASSISTANCE BY THE COUNTY OF SARATOGA INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO A PROJECT CONSISTING OF THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A 35,200 SQUARE FOOT MANUFACTURING FACILITY TO BE LOCATED AT 26 FREEDOM WAY IN THE CITY OF SARATOGA SPRINGS, COUNTY OF SARATOGA, STATE OF NEW YORK, UPON APPLICATION OF MACORA LLC.

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, Marcora LLC, a New York limited liability company having an address of 3 Duplainville Road, Saratoga Springs, New York 12866 (the “Applicant”), has requested that the Agency undertake a project (the “Project”) consisting of (A) (1) the acquisition of an approximately 4.82 acre parcel of land constituting tax map parcel 177-1-62.21 and located at 26 Freedom Way in the City of Saratoga Springs, New York (the “Land”), (2) the construction on the Land of an approximately 35,200 square foot facility to be occupied by AgroChem, Inc., a New York business corporation having an address of 3 Duplainville Road, Saratoga Springs, New York 12866 (the “Tenant”) and utilized in the manufacturing of animal health drugs and cleaning and sanitizing products as well as for ancillary purposes (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 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 \$4,915,588; 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 SEQR Act that relate to the Project have been fulfilled; (B) agreement between the Applicant and the Agency as to payment by the Applicant of payments in lieu of taxes with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; and (C) the following additional conditions: (1) satisfactory review of the financial statements of the Applicant by the Treasurer of the Agency, (2) that the Applicant procure all necessary federal, state and local approvals and permits with respect to the construction and operation of the Project Facility, and (3) satisfaction by the Agency with the requirements of the Act.

**SECTION 4.** The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Leasing Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Leasing Documents binding upon the Agency.

**SECTION 5.** The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the 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 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.** This Resolution shall take effect immediately and shall remain in effect until the earlier of (1) the execution and delivery of the Lease Agreement at which time all provisions and conditions hereof shall be deemed merged into such Agreement and (2) the date which is two (2) years from the date hereof.

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

Raymond F. Callanan	VOTING
Rodney Sutton	VOTING
Charles Hanehan	VOTING
Michael Mooney	VOTING
Arthur Johnson	VOTING
Glenn Rockwood	VOTING
Mary Beth Hynes	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 September 14, 2015, including the resolution contained therein, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

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