

SARATOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY MEETING

August 14, 2017 – 8:00 a.m.

Universal Preservation Hall

25 Washington Street, Saratoga Springs, NY 12866

PRESENT: Members: Chairman Rod Sutton, Tom Lewis, Patrick Greene, Arthur Johnson, Andrea DiDomenico.

STAFF & GUESTS: Richard Ferguson, CEO; Jeff Many, CFO; Michael Valentine, Administrative Assistant; Michael J. Toohey, Esq., Counsel to the Agency; James A. Carminucci, Esq., Bond Counsel; Dennis Brobston, SEDC; Ryan VanAmburgh, SEDC; Marty Vanags, Saratoga Prosperity Partnership; Jennifer Dufore, Saratoga Prosperity Partnership; Michael Arnoff; Craig Arnoff; Don Sagliano, CFO, Arnoff Moving & Storage & Rigging; Teddy Foster, Universal Preservation Hall; Phillip Morris, Universal Preservation Hall; Jessica Braun, Albatros/SEPSA North America; Robin Cooper, The Business Review; and Lori Eddy, Agency Secretary.

ABSENT: Phil Klein, Michael Mooney.

Chairman Sutton called the meeting to order at 8:05.

Inducement Resolution for Universal Preservation Hall:

Chairman Sutton asked for a discussion of the application. Chairman Sutton stated seeing none, he then asked that the Resolution presented regarding the Universal Preservation Hall be acted upon. Ms. DiDomenico moved to act upon the Universal Preservation Hall application as presented. Mr. Greene seconded the motion.

RESOLUTION #1373 (Attached)

The results of the roll call vote were as follows:

AYES: Ms. DiDomenico, Mr. Johnson, Mr. Lewis, Mr. Greene and Chairman Sutton.

NOES: 0

ADOPTED: 5-0.

Ms. Foster thanked the Board members. Chairman Sutton stated we look forward to working with Universal Preservation Hall in the future. He stated he thinks it is a great addition to downtown and to the cultural aspect of Saratoga. We do talk a lot this time of year about the racetrack, but the Arts are very important to us. Congratulations to everyone.

APPROVAL OF MINUTES:

Chairman Sutton asked for a motion to approve the meeting minutes of July 17, 2017. Chairman Sutton asked if there were any changes to the minutes. Mr. Lewis made a motion to approve the minutes. The motion was seconded by Mr. Johnson. Ms. DiDomenico abstained as she was not present at the meeting. All were in favor and the minutes were approved.

Application: Arnoff Moving & Storage, Inc.

Chairman Sutton asked Mr. Brobston to discuss the application for Arnoff Moving & Storage, Inc. Mr. Brobston stated we are here to discuss an addition to the Arnoff facility in Malta. Michael Arnoff stated it was great, that the arts are important to Saratoga County because it is what helps us to recruit talent and bring talent to this County. Because that is one of the first things they say to him. Of course, we have one of the greatest racetracks in the world for six weeks. But what else is available if they move their family from Philadelphia, we have interviewed people from Poughkeepsie, or wherever they might be coming from and that is important. That is at all levels of employment that we have already brought to Saratoga. He applauds that.

Mr. Brobston stated the application is for an addition to their existing facility and Michael would like to do a presentation on that. Mr. Michael Arnoff thanked the IDA for having them back in less than eleven months. They are coming up on their one year anniversary and they are already back. Phase Two development on the 40 acre site was slated for some time in 2018 and things have progressed much faster than they expected. Some people say build them and they will come and he thinks it is more their aggressiveness in the marketplace and their professional sales team that has been developed and is out knocking on doors.

Mr. Arnoff presented a conceptual rendering of what they are asking the IDA for their help with. It is an approximately 50,000 square foot addition on to the existing addition that they put on last year and they are also requesting assistance in building a truck maintenance garage. Just to refresh your memories a bit, their concept on the 40 acre site is a logistics campus, not only providing services that Arnoff provides in their warehousing, fulfillment, long term storage, short term storage, processing, crating, which many of you have seen during our recent open house and he would certainly welcome anyone back if you haven't seen it. One of the things he believes that we know we need for our fleet but they believe that other potential prospects that we can bring to the campus is the truck maintenance facility. There have been in Saratoga County other truck maintenance facilities, some of them have left the area, some have moved to other areas. They believe that building a small truck maintenance facility is going to help them promote the logistic campus because all of the companies that they meet with have trucks coming and going. The Luther Forest has trucks coming and going every day. The next nearest truck stop is Wilton to the North and Exit 10 to the South. It is very advantageous for them to continue the development that they have.

Mr. Arnoff asked Mr. Brobston to discuss the jobs aspects. Mr. Brobston stated a project summary was distributed. The estimated cost of this project is \$4.669 million. The job creation will be approximately 20 new full-time equivalents with this addition. Right now, the Company is at 73. They will be creating another 34 additional full time equivalents through the other original project and this will create another 20. The PILOT they are requesting is a ten-year warehouse PILOT which is the first five years, no taxes on the new building for the first five years and then ramping up starting at 50% year six, so at year eleven it would be at 100%. They are requesting sales tax abatement which amounts to approximately \$203,000. That is also because not only construction materials but also equipment that will go in the facilities as well as the maintenance facility. The mortgage recording tax is approximately \$25,316. Total benefit of this project to the building and to Arnoff would be \$742,521 over ten years. Mr. Brobston stated if you have any questions on the PILOT he would be more than happy to review that. He and Mr. Valentine have been talking about this wanting to make sure as it all flows that the new building, the facility as it is now, has a five and five, at year eleven that comes back on at 100%. This will actually extend another year because we are doing a new project just a year later. He just wanted to

make sure all of the numbers flowed out. Mr. Valentine has been communicating with the Town very well and he appreciates that.

Mr. Arnoff stated for an example of what goes on in their world. Between Thursday afternoon and Friday morning, an equipment manufacturer contacted them. They have a 15,000 square foot warehouse somewhere in the City of Albany. Their Corporate office out of Santa Clara said to us we could move to Fishkill, we have a lot of equipment at the Fab in Fishkill, we have a growing number of machines in Malta. What do you have available in Malta at your new facility. For those of you that walked through our facility last month, we don't have any room. So, this is the kind of thing that goes on in our world and how we and why we are here this morning to want to add on to this facility. The opportunities continue to abound and we want to take advantage of them and we want to bring that business here and the jobs that go along with it. We estimate that project to be about five more jobs. That isn't even in the application that we put out. Mr. Brobston stated they notice the more that the advertising is being done, the marketing is being done, that there are sites available, there is space available from the calls they have been receiving. So, people are paying attention out there in the industries, not just the semi-conductor but other industries as well. We tend to talk like that because of our connection with Luther Forest and where you are located to Global. But a lot of folks are looking for space. We have a Company that is coming out of New Jersey looking for 7,200 square feet that does some light manufacturing. So, there is another client that could be looking at this. However, from all of this, the good thing that we have seen is that as they purchased a facility that was under-utilized. Now, within a very short period of time it is growing again. As you remember, their property, they have got quite a few acres there and we believe that more opportunities for building growth will take place. More than likely we will be back to talk to you about those as they come up for different facilities in the future. Mr. Brobston asked if there were any questions on jobs or the project.

Chairman Sutton questioned if there were any restrictions so far with the Town of Malta for your expansions. Have they given the green light on this? Craig Arnoff stated they would be meeting tomorrow night for the site plan. Michael Arnoff stated they are very positive. We have actually met with them in an impromptu fashion to give them our Master Plan which we are not here today to talk about, our long-term plan, and they are very excited for what we are doing. All indications are that tomorrow night we will get approval for this project. The summary letter that came from the Town, all indications are that everything is in order. Mr. Brobston stated that is why we are requesting in September at your next meeting that a public hearing be held in the Town of Malta for this facility.

Mr. Valentine questioned regarding employment and the construction schedule. If you look at page 13. Again, he is talking about minor things, these are things he has to discuss with Mr. Ferguson. In his notes, he has the second question was estimated completion date of project. You are looking at one year. He noticed, right before that, acquisition of equipment, construction, you are looking at September. We are in the middle of August right now, is that still going to fit? His main thing is estimated completion date of construction, do you want to use August 31st, that is a year schedule, because your other phase your construction schedule says six months. Mr. Brobston stated from our discussion that as equipment and things happen, sometimes things get delayed in delivery, so yes, the expectation is to be constructed in six months and be ready to go. But there has been, as we have seen, delays. Mr. Craig Arnoff stated the construction will happen in two phases, our construction on the actual building, the addition, will be first. The truck garage will be second so that may take a little bit longer. Mr. Brobston stated that will allow us to not have an extension if things go well. Mr. Valentine stated he says that specifically for Mr. Carminucci's purpose as well. Mr. Valentine stated on page 14, as we go through the jobs, the numbers are important as we go down the line with the State and things

like that. The numbers that you have under present, 76 jobs are showing. Is that all inclusive of everything that is out there now, the building before we came on board and the 17,000 square foot lease? Mr. Brobston stated their total jobs at the site is 76. Mr. Craig Arnoff stated that does not include the leased space. There are about 135 employees based out of that facility, but 75 show up to work for our facility every day. The others are spread out among the facility. Mr. Brobston stated we did not include in the original project the Applied Materials jobs because those were already in the building. Mr. Valentine stated he wanted it in the record what numbers we are dealing with.

Mr. Craig Arnoff stated those were pre-existing, but as we have talked with them, they have expansion plans as well but we did not include that in this forecast. Mr. Valentine stated your first year or second year, 110 jobs, that 110 is going to be the first IDA project. That is going to be the new addition. That is going to be the 10. That 110 is going to reflect everybody that has come on that has been there since we came on with the first project or is that just what was showing up here before coming here today. Mr. Craig Arnoff stated that is cumulative. Mr. Brobston stated that they are adding 20 jobs in this new project. The last project was 73 full time and now 76 actually since that was done, 34 additional full time, which is 31, that gets us to a certain total and then another 20. Now, this is changeable by 1 or 2 or 3 because they have hired a few between when they did the original summary to when they did the application. Right now, they are at 76. Mr. Valentine questioned if they wanted to go over PILOT stuff now. Mr. Brobston stated sure. On page 19. The numbers tied in and the multiplication tied in. Mr. Ferguson asked if some of these questions could be handled later. Mr. Valentine stated no. Mr. Ferguson asked if we could stick with the questions then please. Mr. Valentine stated he would discuss this with Mr. Brobston later.

Chairman Sutton questioned Mr. Brobston if he has already talked with the Assessor for the new project correct to get the new assessment. Mr. Brobston stated the assessment is set for what the PILOT has set originally, 4.4 and the addition. That is where his question came to this situation of is it set up. Mr. Valentine stated the point is for the record that 6.1 that is now established based on purchase price, in the course of ten years will change. Mr. Brobston stated you are right. Mr. Brobston stated that is the issue we have to get together and make sure it is appropriate. Chairman Sutton questioned if there were any further questions on the numbers. Ms. DiDomenico stated she doesn't have a question about the numbers, but just about your project. Where on the rendering is the original building? Mr. Craig Arnoff referred to the rendering to describe where the new addition will be.

Ms. DiDomenico questioned if they were going to use the warehouse just for their business and not leasing it out. Mr. Michael Arnoff stated we operate our services that Arnoff provides in that building. Ms. DiDomenico questioned if the garage maintenance building in the back, that is not to maintain your own trucks, you are going to lease that out to other companies. Mr. Arnoff stated it is to maintain our own trucks, whether Arnoff operates it with their own mechanics or whether we lease that to a national company, our team is evaluating that right now. Ms. DiDomenico stated ok. Chairman Sutton questioned is this about as extended as you can build out on this particular project? Mr. Craig Arnoff replied on this building. Mr. Michael Arnoff stated we still have about 25 acres to the South. He stated we believe this will take this building to about 150,000 feet and just from a facility management perspective. Chairman Sutton stated as you continue to grow our PILOT is going to become more complicated on that same building. Mr. Craig Arnoff stated on our Master Plan this is about it for this building. Anything growth for Arnoff will be in another building. Mr. Valentine stated one of the main things he was looking at in that regard was because this is all on one tax parcel, we do have a question he would want to bring up do we do a side explore so the assessment can become separate too. Chairman Sutton stated we talked a little bit about this in Malta when we had the meeting. Your new

employees are coming from the Capital District and Saratoga County. Mr. Craig Arnoff stated he thought the biggest growth area for their employment is from Saratoga County, some from the North. Chairman Sutton questioned if they were still finding qualified people? Mr. Craig Arnoff stated we are still getting some employment from Schenectady and some employment from Albany as well. Obviously, they have a little bit further commute. Chairman Sutton asked if there were any further questions. Mr. Johnson stated he just had a comment that he thinks it is great to see a now Saratoga County company growing so rapidly and congratulations. Mr. Greene stated to Mr. Michael Arnoff that at the open house he was impressed with a number of things. Importantly, what struck him was your family history. Your family has continued to invest in that Company and grown that Company. Obviously, you have added employees. We sometimes forget the importance of what he calls the low-tech organization. You transport goods. That is your primary goal. But there are high tech applications. You have to hire people who are involved in the high-tech world because that is the marriage of the tour. He thanked Mr. Arnoff for the tour.

Mr. Michael Arnoff stated for those of you who have not been there just let us know. We would love to show you what we are doing. The name of our Company doesn't always represent what we do. He appreciates the comments. It is the pride that brings us to work every day. Again, every one of our full-time employees that we hire are covered by our Company health plan, our dental plan, our optical, our life insurance. We are very serious about that.

Chairman Sutton asked for a motion to set a public hearing for the month of September. The date would be September 11th in the Town of Malta. Mr. Johnson made a motion to set the public hearing for September 11, 2017 in the Town of Malta. The motion was seconded by Ms. DiDomenico. All were in favor and the motion was approved.

Financial Report:

Chairman Sutton asked for a discussion of the financial report. Mr. Ferguson stated Mr. Many has graciously offered to provide us with the financial report. Mr. Many stated starting with our balance sheet our cash at the end of July was roughly \$3,550,000 which is relatively unchanged from the prior month. He did want to mention, and he did discuss this briefly with Mr. Ferguson, did we have a means of capturing a little bit of interest income on funds that are not currently needed, funds that are in reserve. We talked about that. Right now, we get 1/10th of 1% from Saratoga National Bank. It is a very small amount of interest. He thinks we could probably get at least 1% depending upon how much was set aside, for say a Bank CD it could be as much as \$20,000 a year for up to \$2,000,000. That is a comment for the Board to take up and discuss if you would like. The remaining assets we have, the real assets, he thinks we discussed that at last month's meeting. It is open for discussion in the future as to what we do with those assets.

We are carrying a couple of receivables. We did receive our interest income from the Luther Forest Tech Park this month. That is all with the assets. On the liability side, we did begin to accrue and will accrue going forward our professional fees that we incur for Mr. Ferguson, his and secretarial fees and attorney fees and also our contract with the County for their Planning Services. So, we will be accruing those on a monthly basis to kind of fit into when we are incurring those, report them on a current basis. Our fund balances are relatively unchanged with the exception of our net income. The reason why our net income went down a bit from June is we accrued a lot of expenses that still haven't been paid as of the end of July. In particular, the Saratoga County bill isn't going to become due until December, but we are using their services throughout the year so we felt that we should record the bill on a monthly basis.

On the revenue side, there wasn't a significant amount of revenue coming in. Again, the only thing that is receivable is the Luther Forest income on their obligation to us. There are very few actual expenses paid in July as well. One thing of note was our website design expense came in and was paid. Mr. Many asked if there were any questions or thoughts on what he mentioned. Ms. DiDomenico stated she liked the idea of a CD generating more income for the idea. That is a good idea. Mr. Ferguson stated he and Mr. Many would work together in putting out a request for a proposal to local banks and they would discuss with the Board what we feel is an appropriate amount based upon some pending decisions that we have in terms of our Luther Forest project. If we can make a couple of extra dollars there isn't any reason why we shouldn't. Chairman Sutton asked if there were any questions regarding the financials. Chairman Sutton thanked Mr. Many.

Refinancing request Albatros/SEPSA North America:

Chairman Sutton stated the next agenda item is the refinancing request for Albatros. Mr. Ferguson stated we received a request from SEPSA North America and we have Jessica Braun, their CFO, representing them today. They are requesting our approval of their refinance of their original financing with Bank of America. They are taking those dollars and refinancing with Huntington National Bank. It is a large regional bank out of Columbus, Ohio. It is approximately \$1,400,000 of the original Bank of America dollars and they are folding into that \$600,000 of working capital for a total first mortgage of \$2,000,000. And then there will be a second mortgage which would be structured as a line of credit in the amount of \$250,000. It is pretty straightforward. They are not asking us for any benefits, just our approval and our signature on the mortgage when they close. Mr. Ferguson would endeavor to answer any questions regarding this.

Ms. DiDomenico questioned if we have done this in the past. Has the IDA done this in the past. Mr. Toohey stated they execute these with the same controls that they had in the original so we are at no greater risk. They are at the risk of having the borrowing from the IDA. Chairman Sutton questioned if the term was five to seven years on the payback. Mr. Ferguson stated his review of their commitment letter was a five year fixed term on a fifteen year amortization. Ms. DiDomenico questioned if Albatros was one of the companies last year that had trouble meeting their employment target. Mr. Ferguson stated they reported and not only met but exceeded their initial numbers. Ms. DiDomenico stated thank you for refreshing her memory. Mr. Ferguson stated we will be looking closely at their numbers for the next two years as well.

Chairman Sutton asked if there were any comments or discussion on the refinancing request from Albatros/SEPSA North America. There being no further discussion, Chairman Sutton asked for a motion to act upon the refinancing request of Albatros/SEPSA North America. Mr. Johnson moved to act upon the refinancing request for Albatros/SEPSA North America as presented. Mr. Lewis seconded the motion.

RESOLUTION #1374

The results of the roll call vote were as follows:

AYES: Ms. DiDomenico, Mr. Johnson, Mr. Lewis, Mr. Greene and Chairman Sutton.

NOES: 0

ADOPTED: 5-0.

Chairman Sutton asked for a discussion on other business. Mr. Ferguson stated we received a request back in May from the Saratoga County Chamber of Commerce to have the IDA become a member of their Chamber. He spoke with Chairman Sutton about this and he agreed that would be a reasonable thing to do since we are members of New York State ADC as well as CEG. We discussed some concern over the fact that there might be multiple requests of Chambers coming to us but there are two Chambers in the County and with reasonable membership dollars we felt that this was acceptable. We wrote out the check and Mr. Valentine reminded him that those dollars were not in our budget and he thanks him for that. Mr. Ferguson is asking for the Board to approve a check in the amount of \$425.00 for the Saratoga County Chamber membership and he would ask for the Board's approval on that. A motion to approve the Saratoga County Chamber of Commerce membership fee payment in the amount of \$425.00 was made by Mr. Greene. Ms. DiDomenico seconded the motion. All were in favor and the motion was approved.

Ms. DiDomenico stated she wanted to inform the Board that we last met with Mr. Vanags and our Committee for the website on June 27th. They have presented us with some changes. The Committee gave them a list of recommended changes and that is still in the works with our website designer. She is hoping before she leaves on her vacation on September 11th that they can have one more Committee meeting and approve what changes have been made and present some sort of interaction website. Chairman Sutton questioned if that would be presented for the September meeting. Ms. DiDomenico she is hoping. She won't be here, but hopefully the web designer can put something together that we can show to the Board. Chairman Sutton asked Ms. DiDomenico to stay in touch with Mr. Ferguson for the agenda item. Ms. DiDomenico stated she would.

Chairman Sutton asked for a discussion on the closing updates. The first was CoreTech. Mr. Valentine stated he put this down not necessarily as a closing but the status on it. At the last meeting we had discussion that one of the things we thought was if we go over these as we have our meeting we won't get caught in those instances where we have something sneak up on us. Mr. Valentine asked Mr. Brobston to discuss applications or projects that he has which would be CoreTech and Danforth, Stone Bridge and Logistics One, Patrick may want to speak to that one. We also have SKS and Espey are project that SEDC are taking care of. He did ask Jennifer if she could just speak to Logistics One. Mr. Brobston stated he had an email conversation with CoreTech. Their original financing was with Key Bank and when it got down to discussion, they decided they were going to go with someone else. They are in that process now. CoreTech assured him they wanted to get it done as well. Mr. Carminucci stated he reached out to their attorney and he got back to him and reiterated the same thing. You might have to take some action at the next meeting because their lender is changing and he doesn't know what their financing looks like now, he hasn't seen it. Mr. Brobston stated the new bank is a bank the IDA has dealt with before.

Mr. Brobston further stated that with JW Danforth they are still under construction on the offices part of the addition. They haven't completed it yet. The CFO was on vacation last week when we missed each other but he has assured me they want to get that done once construction is over. One thing Mr. Brobston did ask him was to make sure all of the supplies are there for sales tax issues. He assured him that everything was on site, they were just finishing up. They had some delays. Their guys were doing some of the work. They know they have to close and they are working toward that goal. Mr. Brobston stated lastly, Stonebridge, he believes it is being scheduled. Mr. Carminucci stated yes they just need to supply some information. Mr. Valentine questioned if Mr. Vanags or Ms. Dufore would like to speak regarding MJ and Logistics. Mr. Vanags stated Logistics One is on hold, they are revising their plans for the construction. MJ Properties, that is on hold too. They have an issue with their assessment. Mr.

Valentine asked Mr. Carminucci when we went through the restated PILOT, are they both executed. Mr. Carminucci stated yes, he has the Arnoff amended and restated PILOT with him to be signed.

Chairman Sutton asked for a motion to adjourn the meeting. As there was no further business, the meeting was adjourned at 8:45 a.m. on a motion made by Mr. Johnson, seconded by Ms. DiDomenico, 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 Universal Preservation Hall, 25 Washington Street in the City of Saratoga Springs, New York on August 14, 2017 at 8:00 o'clock a.m., local time following the close of a public hearing.

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

PRESENT:

Rodney Sutton	Chairman
Michael Mooney	Assistant Treasurer and Assistant Secretary
Arthur Johnson	Member
Philip W. Klein	Secretary
Andrea J. Di Domenico	Member
Tom Lewis	Member
Patrick Greene	Member

ABSENT:

ALSO PRESENT:

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

The following resolution was offered by _____, seconded by _____, to wit:

RESOLUTION # _____

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, RECONSTRUCTION AND EQUIPPING OF A 16,000 SQUARE FOOT FACILITY LOCATED AT 25 WASHINGTON STREET IN THE CITY OF SARATOGA SPRINGS, COUNTY OF SARATOGA, STATE OF NEW YORK, UPON APPLICATION OF SARATOGA SPRINGS UNIVERSAL PRESERVATION HALL.

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 Saratoga Springs Universal Preservation Hall, a New York not-for-profit corporation having an address of 25 Washington Street, Saratoga Springs, New York 12866 (the “Applicant”), on behalf of a to-be-formed for profit corporation (the “Company”), has requested that the Agency undertake a project (the “Project”) consisting of (a) the acquisition of an interest in an approximately 0.5 acre parcel of land constituting tax map parcel 165.67-1-13 and located at 25 Washington Street in the City of Saratoga Springs, New York (the “Land”), (b) the reconstruction on the Land of an approximately 16,000 square foot facility to be owned by the Company and leased to the Applicant and utilized as a performing arts, cultural, and educational facility (the “Facility”) and (3) the acquisition and installation therein of certain machinery and equipment (the “Equipment”) and together with the Land and the Facility, collectively, (the “Project Facility”), (B) the lease (with the obligation to purchase) or the sale of the Project Facility to the Applicant or such other person as may be designated by the Applicant and agreed upon by the Agency ; and (C) the granting of “Financial Assistance” (as such term is defined in the Act) with respect thereto in the form of exemptions from state and local 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 \$7,000,000.00; 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, reconstruction 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, the Company 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, the Company or any other proposed occupant of the Project Facility located in the State.

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, reconstructed and installed, (B) lease (with the obligation to purchase) or sell the Project Facility to the Company or its designee pursuant to a lease agreement or an installment sale agreement (hereinafter, the “Agreement”) between the Agency and the Company and (C) if requested by the Company, 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 Company 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) that the Applicant and the Company procure all necessary federal, state and local approvals and permits with respect to the reconstruction and operation of the Project Facility, (2) satisfactory review of the Applicant’s financial statements on behalf of the Agency and (3) satisfaction by the Agency with the requirements of the Act.

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

SECTION 5. The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

SECTION 6. Lemery Greisler LLC is hereby appointed Special Counsel with respect to all matters in connection with the Project. 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. The Applicant shall additionally be responsible for all fees and expenses incurred by Counsel to the Agency in connection with the Project.

SECTION 7. This Resolution shall take effect immediately and shall remain in effect until the earlier of (1) the execution and delivery of the Lease Agreement at which time all provisions and conditions hereof shall be deemed merged into such Agreement and (2) the date which is two (2) years from the date hereof.

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

Rodney Sutton	VOTING
Michael Mooney	VOTING
Arthur Johnson	VOTING
Philip W. Klein	VOTING
Andrea J. Di Domenico	VOTING
Tom Lewis	VOTING
Patrick Greene	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 August 14, 2017, 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 _____, 2017.

Philip W. Klein, Secretary