

**Montgomery County Industrial Development Agency Meeting
January 13, 2022
Meeting Minutes**

MEMBERS PRESENT:

Matthew Beck, Chair (via Zoom)
Carol Shineman, Co-Chair
Laurie Weingart, Secretary
Amanda Auricchio, Esq., Member (via Zoom)
Mark Kowalczyk, Member
Brett Phetteplace, Member

STAFF MEMBERS PRESENT:

Kenneth F. Rose, Chief Executive Officer
Sheila Snell, Chief Financial Officer
Vincenzo Nicosia, Director of Program Dev.
Andrew Santillo, Staff Assistant
Christopher Canada, Agency Counsel

ABSENT:

Cheryl Reese, Treasurer

OTHERS PRESENT:

Robert Purtell, Eco. Dev. Committee Chairman
Pat Oare, Daim Logistics
Andrew Brick

I. Call to Order

The meeting was called to order by Co-Chair Shineman at 4:38 p.m.

II. Minutes

A motion was made by Mark Kowalczyk, seconded by Laurie Weingart, to approve the Governance Committee meeting minutes from October 14, 2021. All members present were in favor, except for Brent Phetteplace, who abstained because he was not yet a member of the Agency board.

A motion was made by Mark Kowalczyk, seconded by Amanda Auricchio, Esq., to approve the meeting minutes from the IDA regular meeting of October 14, 2021. All members present were in favor, except for Brent Phetteplace, who abstained because he was not yet a member of the Agency board.

A motion was made by Brent Phetteplace, seconded by Laurie Weingart, to enter into executive session to discuss personal and company financials and for advice of counsel on a legal matter, at 4:40 p.m. All members present were in favor.

A motion was made by Mark Kowalczyk, seconded by Matthew Beck, to adjourn executive session at 5:07 p.m. All members present were in favor. No action was taken in Executive Session.

III. Communications

There were no communications.

IV. Public Comments

There was no public comment.

V. Chair's Report

There was no Chair's Report.

VI. Director's Report

A. Year End Project Monitoring Update

Mr. Ken Rose states this is a busy time, with tracking all of the IDA projects, all of the information gathered will go into the PARIS report. He also said that staff will be working with the auditors from West and Company as part of the annual audits for the IDA and the Capital Resource Corporation (CRC).

VII. Financial Report

A. Revolving Loan Fund

Ms. Sheila Snell said that the Revolving Loan Fund report for December is included in the Agency board members' packets. The final payment has been received for the Microtel project, as they were reimbursed from the ESD grant. With that payoff, there is money available in the Revolving Loan Fund, if there are businesses looking for financial assistance.

Full financials will be available after the upcoming audit, in March, is completed.

A motion was made by Mark Kowalczyk, seconded by Brent Phetteplace, to approve the financial transaction report for October through December. All members present were in favor.

VIII. Marketing Report

Mr. Vincenzo Nicosia reports that we are still continuing with our marketing and social media efforts and the successful Small Business of the Month. One new thing is that the county will be working more in tandem with the Fulton-Montgomery Regional Chamber of Commerce to enhance the County's tourism program and help promote small businesses in the county.

IX. Unfinished Business

There was no unfinished business.

X. New Business

A. Annual Board of Directors Evaluation

Co-Chair Shineman reminds the board members that the Annual Board of Directors evaluations were sent out and need to be filled out by each member.

Mr. Ken Rose tells the board to get those back in before the March meeting because they need to be reviewed at the next Governance Committee meeting.

B. Financial and Gift Disclosure Forms

Mr. Ken Rose says we have received from a couple of members, but reminds Agency board members to get them submitted, so they can be filled in the County Legislative office.

C. County Administrative Services

Mr. Ken Rose states that this is an annual resolution that is done as an agreement between the IDA and Montgomery County, with regards to administrative services. This agreement outlines that the IDA will compensate the county for utilizing offices and staff services.

The following resolution was offered by Amanda Auricchio, Esq., seconded by Laurie Weingart, to wit:

RESOLUTION AUTHORIZING MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY CHAIRMAN TO SIGN AND ENTER INTO CONTRACT FOR ADMINISTRATIVE AND STAFF SUPPORT SERVICES

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

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	YES
Laurie Weingart	VOTING	YES
Cheryl Reese	VOTING	ABSENT
Brent Phetteplace	VOTING	YES

The foregoing Resolution No. 22-02 was thereupon declared duly adopted

D. Application (DAIM Logistics Expansion)

Mr. Ken Rose states that an application has been received from DAIM Logistics, Inc., in the Glen Canal View Business Park, in relation to a proposed expansion project on their existing site. This resolution is the first part of the process as an agency, which establishes a public hearing and authorizes staff to conduct that public hearing.

The following resolution was offered by Matthew Beck, seconded by Brent Phetteplace, to wit:

PUBLIC HEARING RESOLUTION DAIM LOGISTICS INC. PROJECT

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

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	YES
Laurie Weingart	VOTING	YES
Cheryl Reese	VOTING	ABSENT
Brent Phetteplace	VOTING	YES

The foregoing Resolution No. 22-03 was thereupon declared duly adopted

E. Vida Blend

Andrew Brick states that on behalf of the applicant, Vida Blend, the property owners are getting a mortgage on the property. Since the IDA has a leasehold interest in the property, as part of the lease-leaseback structure, Vida Blend needs consent from the IDA to proceed with mortgage application. Mr. Brick thanks the Agency and staff for being put on the agenda in an expedient manner, as this is a time sensitive issue.

The following resolution was offered by Mark Kowalczyk, seconded by Matthew Beck, to wit:

RESOLUTION AUTHORIZING NEW MORTGAGE – 2022 VIDA BLEND, LLC PROJECT

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

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	YES
Laurie Weingart	VOTING	YES
Cheryl Reese	VOTING	ABSENT
Brent Phetteplace	VOTING	YES

The foregoing Resolution No. 22-04 was thereupon declared duly adopted

F. Project Goose

Mr. Ken Rose says there is interest in a piece of property in the Florida Business Park. This resolution would continue exploring a purchase option and provide initiate providing requisite notices to the state.

The following resolution was offered by Brent Phetteplace, seconded by Laurie Weingart, to wit:

RESOLUTION AUTHORIZING MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO ENTER INTO LETTER OF INTENT RELATING TO

THE SALE OF CERTAIN REAL PROPERTY IN THE FLORIDA BUSINESS PARK
BY NEGOTIATION TO AN ENTITY TO BE NAMED

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

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	YES
Laurie Weingart	VOTING	YES
Cheryl Reese	VOTING	ABSENT
Brent Phetteplace	VOTING	YES

The foregoing Resolution No. 22-05 was thereupon declared duly adopted

IX. Adjournment

A motion was made by Laurie Weingart, seconded by Amanda Auricchio, Esq., to adjourn the meeting at 5:22 p.m. All members present were in favor.

Respectfully submitted,

Andrew Santillo
Economic Development Staff Assistant
Attachments: Resolution No. 22-02, 22-03, 22-04, 22-05

RESOLUTION AUTHORIZING MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY CHAIRPERSON TO SIGN AND ENTER INTO CONTRACT FOR ADMINISTRATIVE AND STAFF SUPPORT SERVICES,

A meeting of Montgomery County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Montgomery County Industrial Development Agency located at the Old County Courthouse, 9 Park Street, Fonda, New York on January 13, 2022.

The meeting was called to order by the Chairperson Beck and, upon roll being called, the following members of the Agency were:

PRESENT:

Matthew Beck	Chairperson (via Zoom)
Carol Shineman	Vice-Chair
Laurie Weingart	Secretary
Amanda Auricchio, Esq.	Member (via Zoom)
Mark Kowalczyk	Member
Brett Phetteplace	Member

ABSENT:

Cheryl Reese	Treasurer
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THE FOLLOWING PERSONS WERE ALSO PRESENT:

Kenneth F. Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Vincenzo Nicosia	Director of Program Development
Andrew Santillo	Staff Assistant
Christopher Canada, Esq.	Agency Counsel

The following resolution was offered by Amanda Auricchio, Esq., seconded by Laurie Weingart to wit:

Resolution No. 22-02

RESOLUTION AUTHORIZING MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY CHAIRMAN TO SIGN AND ENTER INTO CONTRACT FOR ADMINISTRATIVE AND STAFF SUPPORT SERVICES

WHEREAS, Montgomery County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of chapter 1030 of Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 666 of the 1970 Laws of New York, as amended, constituting Section 895-d 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 furnished of industrial, manufacturing, warehouse, commercial, research, recreation and civic 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, Montgomery County Industrial Development Agency is desirous of retaining the Montgomery County Economic Development Department for administrative and staff support services per the attached contract and scope of services,

RESOLVED, that Montgomery County Industrial Development Agency, following review and approval by the Agency Attorney, hereby authorizes the Chairman to sign and enter into a contract with Montgomery County for administrative and support services for a period of January 1, 2022 to December 31, 2022.

FURTHER RESOLVED, the amount set for this service will be \$17,500.

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

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Cheryl Reese	VOTING	ABSENT
Laurie Weingart	VOTING	YES
Amanda Auricchio, Esq.	VOTING	YES
Mark Kowalczyk	VOTING	YES
Brett Phetteplace	VOTING	YES

The foregoing Resolution No. 22-02 was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Montgomery County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on January 13, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained therein and of the whole of said original so far as the same 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 respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 13th day of January, 2022.

(SEAL)

(Assistant) Secretary

**PUBLIC HEARING RESOLUTION
DAIM LOGISTICS INC. PROJECT**

A regular meeting of Montgomery County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at the Old County Courthouse, 9 Park Street, Fonda, New York on January 13, 2022 at 4:30 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Matthew Beck	Chairman
Carol Shineman	Vice-Chairman
Mark Kowalczyk	Member
Amanda Auricchio	Member
Laurie Weingart	Member
Brent E. Phetteplace	Member

ABSENT:

Cheryl Reese	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth F. Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Andrew Santillo	Staff Assistant
Vincenzo Nicosia	Economic Development Specialist
Christopher C. Canada, Esq.	Agency Counsel

The following resolution was offered by Matthew Beck, seconded by Brent Phetteplace, to wit:

Resolution No. 22-03

RESOLUTION AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF DAIM LOGISTICS INC.

WHEREAS, Montgomery County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 666 of the 1970 Laws of New York, as amended, constituting Section 895-d 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 manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in December 2020, DAIM Logistics Inc., a business corporation organized and existing under the laws of the State of New York (the “Company”) submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an 8.13 acre parcel of land located in the Glen Canal View Business Park, referred to as Lot 3A, in the Town of Glen, Montgomery County, New York (the “Land”), (2) the construction of an approximately 54,000 square foot facility on the Land (the “Facility”), (3) the acquisition and installation of certain machinery and equipment therein and thereon (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be owned by the Company and used for warehousing space for the Company’s operations and to be leased by the Company to other commercial and industrial users for warehousing space; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any “financial assistance” (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

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

Section 1. The Agency hereby authorizes the Chief Executive Officer of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) to establish the time, date and place for a public hearing of the Agency to hear all persons interested in the Project (the “Public Hearing”); (B) to cause the Public Hearing to be held in a city, town or village where the Project Facility is or is to be located, and to cause notice of such Public Hearing to be given to the public by publishing a notice or notices of such Public Hearing in a newspaper of general circulation available to the residents of the governmental units where the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 859-a of the Act; (C) to cause notice of the Public Hearing to be given to the chief executive officer of the county and of each city, town, village and school district in which the Project Facility is or is to be located to comply with the requirements of Section 859-a of the Act; (D) to conduct such Public Hearing; (E) to cause a report of the Public Hearing fairly summarizing the views presented at such Public Hearing (the “Report”) to be prepared; and (F) to cause a copy of the Report to be made available to the members of the Agency.

Section 2. The Chairman, Vice-Chairman and/or Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further

things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. All action taken by the Chief Executive Officer of the Agency in connection with the Public Hearing with respect to the Project prior to the date of this Resolution is hereby ratified and confirmed.

Section 4. 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:

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda Auricchio	VOTING	YES
Laurie Weingart	VOTING	YES
Cheryl Reese	VOTING	ABSENT
Brent E. Phetteplace	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned (~~Assistant~~) Secretary of Montgomery County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 13, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same 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 respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

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

10th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of March, 2022.



(Assistant) Secretary

(SEAL)

**RESOLUTION AUTHORIZING NEW MORTGAGE - 2022
VIDA BLEND, LLC PROJECT**

A regular meeting of Montgomery County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at the Old County Courthouse, 9 Park Street, Fonda, New York on January 13, 2022 at 4:30 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Matthew Beck	Chairman
Carol Shineman	Vice-Chairman
Mark Kowalczyk	Member
Amanda Auricchio	Member
Laurie Weingart	Member
Brent E. Phetteplace	Member

ABSENT:

Cheryl Reese	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth F. Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Andrew Santillo	Staff Assistant
Vincenzo Nicosia	Economic Development Specialist
Christopher C. Canada, Esq.	Agency Counsel

The following resolution was offered by Mark Kowalczyk, seconded by Matthew Beck, to wit:

Resolution No. 22-04

RESOLUTION AUTHORIZING THE EXECUTION BY MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN MORTGAGE AND RELATED DOCUMENTS IN CONNECTION WITH THE VIDA BLEND, LLC PROJECT.

WHEREAS, Montgomery County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 666 of the 1970 Laws of New York, as amended, constituting Section 895-d 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, reconstruct, renovate and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, reconstructed, renovated and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, on April 6, 2020 (the “Lease Closing”), the Agency granted certain financial assistance to Vida Blend, LLC (the “Company”) to assist in financing a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in an approximately 6.5 acre parcel of land located at the Florida Business Park Extension in the Town of Florida, Montgomery County, New York (the “Land”), (2) the construction on the Land of an approximately 16,000 square foot manufacturing facility for purposes of the blending of vitamin and mineral mixtures (the “Facility”) and (3) the acquisition and installation of certain machinery and equipment therein and thereon (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a manufacturing facility; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, the Company executed and delivered to the Agency (A) a certain lease to agency dated as of March 1, 2020 (the “Lease to Agency”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Premises”) for a lease term ending on December 31, 2025; and (B) a bill of sale dated as of March 1, 2020 (the “Bill of Sale to Agency”), which conveyed to the Agency all right, title and interest of the Company in the Equipment; and

WHEREAS, by correspondence dated December 31, 2021 (the “Request”), which Request is attached hereto as Exhibit A, the Agency was informed that the Company intends to enter into a new loan (the “Loan”), which Loan is intended to be secured by a mortgage (the “Mortgage”) from the Agency and the Company to the lender (the “Lender”); and

WHEREAS, in connection with the Request, the Company would like the Agency to enter into the Mortgage and any other security documents and related documents (collectively, the “Financing Documents”); and

WHEREAS, in connection with the execution and delivery of the Financing Documents, the Agency will not be providing any benefits to the Company via exemption from the mortgage recording tax; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Request; and

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

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

Section 1. Based upon an examination of the Request, the Agency hereby makes the following determinations:

(A) The Request constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(23), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

(B) The Agency will not be granting any mortgage recording tax exemption relating to the Request.

(C) That since compliance by the Agency with the Request will not result in the Agency providing more than \$100,000 of "financial assistance" (as such quoted term is defined in the Act) to the Company, Section 859-a of the Act does not require a public hearing to be held with respect to the Request.

Section 2. Subject to (A) approval of the form of the Financing Documents by Agency Counsel, (B) completion by Agency staff of the internal review of the Project, (C) receipt by the Chief Executive Officer of (1) the Agency's administrative fee relating to the Request, if any, and (2) counsel's fees relating to the Request, and (D) satisfaction of the following additional conditions: _____, the Agency hereby approves the Request and authorizes the execution by the Agency of the Financing Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairman (or Vice-Chair) of the Agency is hereby authorized to execute and deliver the Financing Documents to the Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman (or Vice-Chair) shall approve, the execution thereof by the Chairman (or Vice-Chair) to constitute conclusive evidence of such approval.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the 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 Agency with all of the terms, covenants and provisions of the Financing Documents binding upon the Agency.

Section 5. This Resolution shall take effect immediately.

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

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda Auricchio	VOTING	YES
Laurie Weingart	VOTING	YES
Cheryl Reese	VOTING	ABSENT
Brent E. Phetteplace	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

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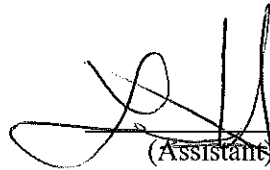
STATE OF NEW YORK)
) SS.:
COUNTY OF MONTGOMERY)

I, the undersigned (~~Assistant~~) Secretary of Montgomery County 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 January 13, 2022 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 respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was 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.

10th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of March, 2022.



(Assistant Secretary)

(SEAL)

EXHIBIT A
REQUEST FROM COUNSEL TO COMPANY

See attached.

BRICK LAW FIRM, P.C.
(f/k/a Donald Zee, P.C.)
ATTORNEYS AT LAW
2 COMPUTER DRIVE WEST, SUITE 100
ALBANY, NEW YORK 12205
TELEPHONE 518.489.9423
FAX 518.489.9428
andy@brickfirm.com

LINDA S. LEARY, ESQ.
ANDREW BRICK, ESQ.

OF COUNSEL
DONALD ZEE, ESQ.
LEGAL ASSISTANTS
CHERIEA. McGEARY
WENDY E. SHAY

VIA EMAIL (ascott@hodgsonruss.com)
& FIRST CLASS MAIL

December 31, 2021

A. Joseph Scott, Esq.
Hodgson Russ, LLP
677 Broadway, Suite 3021
Albany, New York 12207

Re: **Montgomery County Industrial Development Authority Project**
Premises/Property: 2018 NY Route 5S, Town of Florida,
Montgomery County, N.Y.
Tax Map #: 54.-2-2.32
Our File No.: 226-21

Joe
Dear Counselor,

Thank you for speaking with me regarding the above referenced property. As I explained to you, we have recently been retained by the property owner, the Edward Pigliavento, Jr. and Michael Pigliavento Rental Partnership, to represent them in obtaining financing on the property with KeyBank. During the course of our review of the matter, we learned that the Montgomery County Industrial Development Agency has an interest in the property and has provided assistance to the project located thereon. As such, we are seeking the IDA's consent to the proposed transaction with KeyBank. Please allow this correspondence to serve as a request to be placed upon the IDA's next available meeting agenda which I believe is scheduled to occur on January 13, 2022 to seek this consent.

I apologize for the short notice of this request but we only recently became involved with this matter and learned of the IDA's interest in the property. I have included for your review a draft of the proposed mortgage provided by KeyBank and have discussed with them the potential need to add language into the document that your client may require. If you are able to provide any comments you may have upon the proposed document as well as any language that your client will require, it would be much appreciated.

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On behalf of our client, thank you in advance for your efforts in this matter. Please do not hesitate to contact me if you have questions or require any additional documentation or information. As always, it is a pleasure to be working with you and your firm again and I appreciate your time and consideration.

Sincerely,

Brick Law Firm, P.C.

BY: 

Andrew Brick, Esq.

AB:tlc
Enclosure

cc via email: Raymond Ruff, Esq., Phillips Lytle (Key Bank); RRuff@phillipslytle.com
Michael Pigliavento; mike@pigliaventobuilders.com

**RESOLUTION RELATING TO LETTER OF INTENT
TO SELL CERTAIN REAL PROPERTY**

A regular meeting of Montgomery County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at the Old County Courthouse, 9 Park Street, Fonda, New York on January 13, 2022 at 4:30 o'clock p.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Matthew Beck	Chairman
Carol Shineman	Vice-Chairman
Mark Kowalczyk	Member
Amanda Auricchio	Member
Laurie Weingart	Member
Brent E. Phetteplace	Member

Each of the members of the Agency present participated in the meeting either in person or remotely pursuant to Chapter 417 of the Laws of 2021 as signed into law on September 2, 2021, as amended by Chapter 1 of the Laws of 2022 as signed into law on January 14, 2022.

ABSENT:

Cheryl Reese	Member
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth F. Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Andrew Santillo	Staff Assistant
Vincenzo Nicosia	Economic Development Specialist
Christopher C. Canada, Esq.	Agency Counsel

The following resolution was offered by Brent Phetteplace, seconded by Laurie Weingart, to wit:

Resolution No. 22-05

RESOLUTION AUTHORIZING MONTGOMERY COUNTY INDUSTRIAL
DEVELOPMENT AGENCY TO ENTER INTO LETTER OF INTENT RELATING TO
THE SALE OF CERTAIN REAL PROPERTY IN THE FLORIDA BUSINESS PARK
BY NEGOTIATION TO AN ENTITY TO BE NAMED.

WHEREAS, Montgomery County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 666 of the 1970 Laws of New York, as amended, constituting Section 895-d 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 manufacturing,

warehousing, research, commercial and industrial 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 one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to and in accordance with the Act, the Agency has title to approximately twenty-one (21) acres of real property located in the Florida Business Park in the Town of Fonda, Montgomery County, New York (the “Land”); and

WHEREAS, by letter of intent (the “Letter of Intent”), an entity to be named (the “Purchaser”) has offered to purchase the Land from the Agency; and

WHEREAS, the Agency is currently in negotiations with the Purchaser with respect to the purchase of the Land but wishes to enter into the Letter of Intent (the “Action”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “SEQRA”), it appears that the Action constitutes a “Type II action” (as said quoted term is defined in the Regulations), and therefore it appears that no further determination or procedure under SEQRA is required with respect to the Disposition; and

WHEREAS, the Agency now wishes to authorize the Action;

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

Section 1. The Agency hereby finds and determines that the Action constitutes a “Type II action” (as said quoted term is defined in the Regulations) and therefore that no further determination or procedure under SEQRA is required with respect to the Action.

Section 2. The Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The purpose of the proposed sale of the Land to the Purchaser pursuant to the terms outlined in the Letter of Intent is within the purpose, mission and governing statutes of the Agency.

Section 3. The Agency is hereby authorized to enter into the Letter of Intent and to do all things necessary and appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to the Action are hereby approved, ratified and confirmed.

Section 4. The Chairperson, Vice Chairperson and the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Letter of Intent and the other documents related thereto and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the forms thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson or the Chief Executive Officer shall approve, the execution thereof by the Chairperson, Vice Chairperson or the Chief Executive Officer to constitute conclusive evidence of such approval.

Section 5. 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 Letter of Intent, 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 this resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Letter of Intent binding upon the Agency.

Section 6. 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:

Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda Auricchio	VOTING	YES
Laurie Weingart	VOTING	YES
Cheryl Reese	VOTING	ABSENT
Brent E. Phetteplace	VOTING	YES

The foregoing resolution was thereupon declared duly adopted.

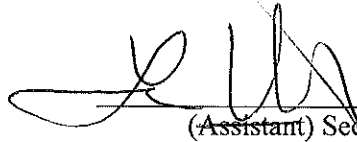
STATE OF NEW YORK)
) SS.:
COUNTY OF MONTGOMERY)

I, the undersigned (~~Assistant~~) Secretary of Montgomery County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on January 13, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Corporation had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Chapter 417 of the Laws of 2021 (the "Laws"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Agency, either in person or attending remotely in accordance with the Laws, 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.

10th IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of March, 2022.



(Assistant) Secretary

(SEAL)