

**Montgomery County Industrial Development Agency Meeting
September 12, 2019
Meeting Minutes**

MEMBERS PRESENT:

John McGlone, Chairman
Matthew Beck, Vice Chair
Robert Harris, Treasurer
Carol Shineman, Secretary
Mark Kowalczyk, Member
Laurie Weingart, Member

STAFF MEMBERS PRESENT:

Kenneth F. Rose, Chief Executive Officer
Sheila Snell, Chief Financial Officer
Andrew Santillo, Staff Assistant
Vincenzo Nicosia, Economic Dev. Specialist
Karl Gustafson, Jr., Grant Assistant
Alex Kuttesch, Senior Planner (GIS)
A. Joseph Scott, Esq., Agency Counsel

ABSENT:

Amanda Auricchio, Esq., Member (via phone)

OTHERS PRESENT:

Robert Purtell, Eco. Dev. Committee Chairman
Ethan Winters, Cypress Creek
Keddy Chandran, NextEra Energy Resources, LLC.
Stella Gittle
Steve Helmin
Ray Dykeman
Chris Persons
Marguerite Wells, Invenergy

I. Call to Order

The meeting was called to order by Chairman McGlone at 4:30 p.m.

II. Minutes

Motion was made by Matthew Beck, seconded by Laurie Weingart, to approve the minutes from the Governance Committee meeting of June 13, 2019. All members present were in favor.

Motion was made by Robert Harris, seconded by Carol Shineman, to approve the minutes from the IDA regular meeting of June 13, 2019. All members present were in favor.

III. Communications

There was no communications.

IV. Public Comments

Chairman McGlone opened the public comment.

Chris Persons from the Town of Florida addressed the board. He stated that he is one of the people hosting an energy project with the utilization of his land, if it does go forward. He stated he believes

in solar 100 percent and has purchased his own solar array. He stated that after some research, he believes NextEra is a tremendous outfit. They have changed some of the grid layout to alleviate concerns and set aside funds for different programs in the community. If the board or the town decides not to go ahead with the project, he's okay with that, but he wanted an opportunity to voice his support for the project.

Marguerite Wells, from Invenergy, stated that her company is looking at a project in Montgomery County. She wanted to make the point to the board that the Payment In Lieu of Taxes (PILOT) agreement for any renewable project is a critical ingredient. She states that you can't finance a project without knowing what the tax payments will be and because there is no known way for a local assessor to assess renewable projects reliably, a PILOT is as much about a known payment as it is providing incentive for the project. She says there are a lot of proposed projects happening all over the state, but places that can't get a PILOT agreement won't realize any, and they will go to places that can provide PILOTs. She admits that while these projects are not big jobs drivers, which she knows is the primary task of an IDA — generating jobs — she thinks the secondary jobs benefits from solar and the cash infusion is pretty important and not to be ignored.

Ray Dykeman address the board about his support for other landowners. He is a dairy farmer in the Town of Glen. He says he doesn't believe most people can really understand today what it's like to be in the Ag business. It's very difficult and so if farmers have an opportunity to put these solar projects in areas on poor ground or areas that don't affect the real prime land that is left in the county, he supports it. He doesn't believe people should be prohibited from using their land, which they pay taxes on, how they want to, as long as things are done the correct way. He states he doesn't have any solar projects on his property, but as business gets together, he may look to section off acreage for a renewable project.

Keddy Chandran from NextEra thanks the board for holding these meetings and listening to the comments. He states that solar projects need these types of incentives to get projects done. He says that his company has been working with the local community and is hoping to create some real benefits for economic stimulus in the area. He hopes NextEra will be enabled to do these things by receiving a PILOT eventually.

Motion was made by Chairman McGlone to close public comment. All members present were in favor.

V. Chair's Report

Motion was made by Matthew Beck, seconded by Robert Harris, to enter into executive session to discuss company financials at 4:42 p.m. All members present were in favor.

A motion was made by Matthew Beck, seconded by Mark Kowalczyk, to adjourn executive session at 5:48 p.m. All members present were in favor. No action was taken in Executive Session.

Chairman McGlone addressed the board and said this will be his final meeting as chairman of the IDA board. His final day is Sept. 30. He let Mr. Ken Rose and County Executive Matthew L. Ossenfort know his decision a couple of months ago, as he wanted to provide more time for a succession plan, with the absence of meetings over the summer. He thanked the rest of the board for being great colleagues. He has enjoyed his time on the board, but he would like to focus on another part of his interests at this time.

VI. Director’s Report

Mr. Ken Rose said that Governor Cuomo signed legislation requiring IDA’s to live stream and record their meetings. He says that this requirement is not even made of the County Legislature, which does record its meetings, but posts them on the internet at a later time.

IDA Counsel says most of its clients are looking into how this can be accomplished, potentially with use of a third-party vendor. Many are still sorting it out and even the Economic Development Council is putting together some suggestions for how to move forward. The language in the statute says “to the extent practicable,” so it is still something that has to be looked at further and worked through.

VII. Financial Report

IDA Financial Report

Ms. Sheila Snell stated that the financial report is included in the board packet for review. She noted that the balance is slightly lower due to the cost of the Route 5S Infrastructure Improvement Project. The IDA did get a reimbursement from the county, which came from the grant we were awarded and that balance will go back up.

Revolving Loan Fund

Ms. Snell stated that the financial report is included in the board packet for review.

Mr. Mark Kowalczyk said it was good to see all of these projects moving forward.

VIII. Unfinished Business

A. Green Energy UTEP

Chairman McGlone stated that at this time the board has decided to take input from today’s public comment section and continue discussing the proposed policy and move forward at a later date, following revisions from counsel. At this time, the IDA is taking no action.

B. Policy & Procedure Manual Revisions

Mr. Rose informed the board that this resolutions is for the revisions that the Governance Committee has been working on for several months.

The following resolution was offered by Mark Kowalczyk, seconded by Robert Harris, to wit:

RESOLUTION ADOPTING AMENDMENTS TO THE POLICY AND PROCEDURE
MANUAL

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

John McGlone	VOTING	YES
Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	ABSENT
Mark Kowalczyk	VOTING	YES
Laurie Weingart	VOTING	YES

The foregoing Resolution No. 19-25 was thereupon declared duly adopted.

C. Valley View Hospitality

Mr. Rose stated that this is a cleanup item that counsel realized when reviewing the project application, with regards to how sales tax was computed. The project has broken ground and is proceeding forward.

The following resolution was offered by Matthew Beck, seconded by Carol Shineman, to wit:

RESOLUTION AUTHORIZING REVISED SALES TAX EXEMPTION AND RELATED AMENDMENTS FOR THE VALLEY VIEW HOSPITALITY, INC. PROJECT

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

John McGlone	VOTING	YES
Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	ABSENT
Mark Kowalczyk	VOTING	YES
Laurie Weingart	VOTING	YES

The foregoing Resolution No. 19-26 was thereupon declared duly adopted.

D. Vida Blend

The Vida-Blend project in the Florida Business Park Extension was approved through the IDA, but the final action of selling the property to the company remains. This resolution authorizes that transfer and enters into a licensing agreement, so Vida-Blend can access the site and physically start their earth work. They are currently projecting their new building will be delivered sometime in November.

The following resolution was offered by Robert Harris, seconded by Mark Kowalczyk, to wit:

RESOLUTION AUTHORIZING THE SALE OF LAND 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:

John McGlone	VOTING	YES
Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	ABSENT
Mark Kowalczyk	VOTING	YES
Laurie Weingart	VOTING	YES

The foregoing Resolution No. 19-27 was thereupon declared duly adopted.

E. Marketing Update

Mr. Rose informs the board that one of the recommendations provided by Empire Solutions during its audit was to put everything for the websites under Montgomery County Works name, instead of having two different sites. The plan is to eventual merge the department website and the employment website, but this first phase allows for the beginning of that process.

The following resolution was offered by Mark Kowalczyk, seconded by Laurie Weingart, to wit:

RESOLUTION AUTHORIZING THE ENTERING OF THE MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY INTO AN AGREEMENT FOR PROFESSIONAL SERVICES-WEBSITE DEVELOPMENT

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

John McGlone	VOTING	YES
Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	ABSENT
Mark Kowalczyk	VOTING	YES
Laurie Weingart	VOTING	YES

The foregoing Resolution No. 19-28 was thereupon declared duly adopted.

Mr. Andrew Santillo provided some marketing updates, including showing a couple of videos for a Focus on Business feature and also a quality of life video that is being put together.

Chairman McGlone states his approval of recent steps and hopes these positive marketing initiatives will continue.

IX. New Business

A. Exit 29 Redevelopment Project

Mr. Rose explains that the department is working to install a billboard at the Exit 29 Redevelopment Site, where the old “Beech-nut” sign once stood. With board approval, the billboard would be purchased and the IDA would pay, with the understanding that an Memorandum of Understanding (MOU) would be entered into with the county to reimburse the money, upon sale of the property.

The following resolution was offered by Laurie Weingart, seconded by Robert Harris, to wit:

RESOLUTION AUTHORIZING THE ENTERING OF THE MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY INTO AN AGREEMENT FOR ERECTION OF BILLBOARD-EXIT 29 REDEVELOPMENT PROJECT

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

John McGlone	VOTING	YES
Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	ABSENT
Mark Kowalczyk	VOTING	YES
Laurie Weingart	VOTING	YES

The foregoing Resolution No. 19-29 was thereupon declared duly adopted.

A motion was offered by Robert Harris, seconded by Mark Kowalczyk, to appoint Matthew Beck as Chairman of the Montgomery County Industrial Development Agency board. All members present voted in favor, except Mr. Beck, who abstained.

A motion was offered by Laurie Weingart, seconded by Robert Harris, to appoint Carol Shineman as Vice-Chair of the Montgomery County Industrial Development Agency board. All members present voted in favor, except Ms. Shineman, who abstained.

X. Adjournment

On behalf of the entire board and the department staff, Mr. Matthew Beck wanted to show appreciation to Chairman McGlone for his hard work and numerous hours of dedication. He has invested a lot of time and work on various initiatives and Mr. Beck says that Chairman McGlone will be missed tremendously by the board. Chairman McGlone is presented with a plaque for his service to the county and to the IDA.

A motion was made by Matthew Beck, seconded by Mark Kowalczyk, to adjourn the meeting at 6:30 p.m. All members present were in favor.

Respectfully submitted,

Andrew Santillo
Economic Development Staff Assistant
Attachments: Resolution No. 19-25, 19-26, 19-27, 19-28, 19-29

**RESOLUTION ADOPTING AMENDMENTS TO THE POLICY AND PROCEDURE
MANUAL**

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 September 12, 2019 at 4:30 P.M.

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

PRESENT:

John McGlone	Chairman
Matthew Beck	Vice Chairman
Carol Shineman	Secretary
Robert Harris	Treasurer
Mark Kowalczyk	Member
Laurie Weingart	Member

ABSENT:

Amada J. Auricchio, Esq.	Member
--------------------------	--------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Vincenzo Nicosia	Economic Development Specialist
Alex Kuttesch	Sr. Planner/GIS
Andrew Santillo	Staff Assistant
Karl Gustafson	Grant Assistant
A. Joseph, Scott, Esq.	Agency Counsel

The following resolution was offered by Mark Kowalczyk seconded by Robert Harris to wit:

Resolution No. 19-25

**RESOLUTION ADOPTING AMENDMENTS TO THE POLICY AND
PROCEDURE MANUAL**

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 industrial, warehousing, commercial, research and manufacturing 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, the Agency undertook a comprehensive review of the Agency's Policy and Procedure Manual and made numerous changes and updates to ensure compliance with various laws and regulations that govern Industrial Development Agencies in New York State,

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

Section 1. The Agency hereby adopts the amended Policy and Procedure Manual.

Section 2. 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 this Resolution, 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 this Resolution.

Section 3. This Resolution shall take effect immediately.

John McGlone	VOTING	YES
Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Mark Kowalczyk	VOTING	YES

Amanda J. Auricchio, Esq.
Laurie Weingart

VOTING
VOTING

ABSENT
YES

The foregoing Resolution No. 19-25 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 extract of the minutes of the meeting of the members of the Agency held on September 12, 2019 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 through-out 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 12th day of September, 2019.

_____ (Assistant) Secretary

(S E A L)

**RESOLUTION AUTHORIZING REVISED SALES TAX EXEMPTION
AND RELATED AMENDMENTS FOR THE
VALLEY VIEW HOSPITALITY, 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, Fonda, New York on September 12, 2019 at 4:30 o’clock p.m., local time.

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

PRESENT:

John McGlone	Chairman
Matthew Beck	Vice Chairman
Carol Shineman	Secretary
Robert Harris	Treasurer
Mark Kowalczyk	Member
Laurie Weingart	Member

ABSENT:

Amanda J. Aurrichio, Esq.	Member
---------------------------	--------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth F. Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Andrew Santillo	Staff Assistant
Karl Gustafson, Jr.	Grant Assistant
Vincenzo Nicosia	Economic Development Specialist
Alex Kuttesch	Sr. Planner/GIS
A. Joseph Scott, III, Esq.	Agency Counsel

OTHERS PRESENT:

The following resolution was offered by Matthew Beck, seconded by Carol Shineman, to wit:

Resolution No. 19-26

**RESOLUTION AUTHORIZING REVISED SALES TAX EXEMPTION AMOUNT
AND RELATED AMENDMENTS FOR THE VALLEY VIEW HOSPITALITY, INC.
PROJECT**

WHEREAS, 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 industrial, warehousing, commercial, research and manufacturing 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, in November, 2018, Valley View Hospitality, Inc. (the “Applicant”) presented an application (the “Application”) to the Agency on behalf of Valley View Land Development, Inc. (the “Company”), which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project to include the following: (A) (1) the acquisition of an interest in an approximately 2.4 acre parcel of land located at 1393 NYS Route 5S in the City of Amsterdam, Montgomery County, New York (the “Land”), (2) the construction on the Land of an approximately 32,000 square foot motel consisting of sixty-seven (67) rooms (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 motel; (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, by resolution adopted by the members of the Agency on November 15, 2018 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on January 7, 2019 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the Public Hearing to be posted on January 7, 2019 on a bulletin board located at Amsterdam City Hall, 61 Church Street, Amsterdam, Montgomery County, New York, (C) caused notice of the Public Hearing to be posted on January 4, 2019 on the Agency’s website; (D) caused notice of the Public Hearing to be published on January 5, 2019 in The Recorder, a newspaper of general circulation available to the residents of the City of Amsterdam, Montgomery County, New York, (E) conducted the Public Hearing on January 24, 2019 at Amsterdam City Hall, 61 Church Street, Amsterdam, Montgomery County, New York, and (F) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; 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”), by resolution adopted by the members of the Agency on March 14, 2019 (the “SEQRA Resolution”), the Agency (A) acknowledged receipt of a determination by the Amsterdam Planning Commission (the “Planning Commission”), in which the Planning Commission determined that the Project would not result in any significant adverse environmental impacts; and (B) determined that the Agency had no information to suggest that the Planning Commission was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA); and

WHEREAS, the Agency’s Uniform Tax Exemption Policy (the “Policy”) provides a standardized method for the determination of payments in lieu of taxes for a facility similar to the Project Facility. In connection with the Application, the Company made a request to the Agency (the “Pilot Request”) that the Agency deviate from the Policy with respect to Project Facility. Pursuant to the resolution adopted by the members of the Agency on January 10, 2019 (the “Pilot Deviation Notice Resolution”), the members of the Agency authorized the Chief Executive Officer of the Agency to send a notice to the chief executive officers of the “Affected Tax Jurisdictions” (as defined in the Act) pursuant to Section 874(4) of the Act, informing said individuals that the Agency had received the Pilot Request and that the members of the Agency would consider said request at a meeting of the members of the Agency scheduled to be held on March 14, 2019. The Chief Executive Officer of the Agency caused a letter dated January 22, 2019 (the “Pilot Deviation Notice Letter”) to be mailed to the chief executive officers of the Affected Tax Jurisdictions, informing said individuals that the Agency would, at its meeting on March 14, 2019, consider a proposed deviation from the Policy with respect to the payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility (the “Payment in Lieu of Tax Agreement”) and the reasons for said proposed deviation; and

WHEREAS, in connection with the Pilot Request, the proposed deviation was outlined in resolutions provided to the Affected Tax Jurisdictions (the “Deviation Approval Resolutions”), which Deviation Approval Resolutions were subsequently adopted by the Affected Tax Jurisdictions; and

WHEREAS, subsequent to and as a result of the adoption of the Deviation Approval Resolutions by the Affected Tax Jurisdictions, the members of the Agency by resolution adopted on March 14, 2019 determined to deviate from the Policy with respect to the Project (the “Pilot Deviation Approval Resolution”); and

WHEREAS, by further resolution adopted by the members of the Agency on March 14, 2019 (the “Commercial/Retail Findings Resolution”), the Agency (A) determined that the Project constituted a “commercial project” within the meaning of the Act, (B) found that although the Project Facility appears to constitute a project where facilities or properties that are primarily used in making the retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the Project is located in a “highly distressed area” as defined in the Act, (C) determined, following a review of the Hearing Report, that the Project would serve the public purposes of the Act by preserving permanent private sector jobs in the State of New York, and (D) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no financial assistance would be provided to the Project by the

Agency unless and until the chief executive officer of County, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project; and

WHEREAS, by certificate executed by the Deputy County Executive of the County on March 26, 2019 (the “Public Approval”), the Deputy County Executive confirmed the proposed action to be taken by the Agency with respect to the Project for the purposes of Section 862(2)(c) of the Act; and

WHEREAS, by further resolution adopted by the members of the Agency on March 14, 2019 (the “Approving Resolution”), the Agency determined to grant the Financial Assistance and to enter into a lease agreement dated as of March 1, 2019 (the “Lease Agreement”) between the Agency and the Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the “Basic Documents”), including a uniform agency project agreement dated as of March 1, 2019 (the “Original Uniform Agency Project Agreement”); and

WHEREAS, pursuant to the Original Uniform Agency Project Agreement, the Agency agreed to provide a sales and use tax exemption relating to the Project Facility to the Company in the amount of \$46,080; and

WHEREAS, in June, 2019, the Agency was notified by the Company that the \$46,080 sales tax exemption amount specified in the Application and the Original Uniform Agency Project Agreement was erroneous, and that the correct amount of sales and use tax exemption relating to the Project Facility being sought by the Company from the Agency is \$217,320; and

WHEREAS, the Company has requested that the Agency approve the granting of \$217,320 in sales and use tax exemption relating to the Project Facility (the “Proposed Modification”) and the execution by the Chairman or Vice Chairman of certain documents in connection therewith (the “Proposed Modification Documents”); and

WHEREAS, the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Proposed Modification; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Proposed Modification in order to make a determination as to whether the Proposed Modification is subject to SEQRA, and it appears that the Proposed Modification 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 Proposed Modification, the Agency hereby determines that the Modification constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(26), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Proposed Modification.

Section 2. The Agency hereby approves the Proposed Modification and the execution of the Proposed Modification Documents; provided, however, that such consent is contingent upon (A) compliance with the terms and conditions contained in the Basic Documents (as defined in the Lease Agreement), (B) the payment by the Company, as applicable, of the administrative fee of the Agency, and

all other fees and expenses of the Agency in connection with the delivery of the Proposed Modification Documents, including the fees of Agency Counsel, and (C) the following additional conditions: None.

Section 3. The form and substance of the Proposed Modification Documents are hereby approved.

Section 4. The Chairman or Vice Chairman of the Agency is hereby authorized to execute and deliver the Proposed Modification Documents to the Company, 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 form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chairman or Vice Chairman shall approve, the execution thereof by the Chairman or Vice Chairman 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 Proposed Modification 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 this Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Proposed Modification Documents 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:

John McGlone	VOTING	<u>YES</u>
Matthew Beck	VOTING	<u>YES</u>
Carol Shineman	VOTING	<u>YES</u>
Robert Harris	VOTING	<u>YES</u>
Amanda J. Auricchio, Esq.	VOTING	<u>ABSENT</u>
Mark Kowalczyk	VOTING	<u>YES</u>
Laurie Weingart	VOTING	<u>YES</u>

The foregoing Resolution No. 19-26 was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

**RESOLUTION AUTHORIZING THE SALE OF LAND
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, Fonda, New York on September 12, 2019 at 4:30 o’clock p.m., local time.

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

PRESENT:

John McGlone	Chairman
Matthew Beck	Vice Chairman
Carol Shineman	Secretary
Robert Harris	Treasurer
Mark Kowalczyk	Member
Laurie Weingart	Member

ABSENT:

Amanda J. Auricchio, Esq.	Member
---------------------------	--------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth F. Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Andrew Santillo	Staff Assistant
Karl Gustafson, Jr.	Grant Assistant
Vincenzo Nicosia	Economic Development Specialist
Alex Kuttesch	Sr. Planner/GIS
A. Joseph Scott, III, Esq.	Agency Counsel

The following resolution was offered by Robert Harris, seconded by Mark Kowalczyk, to wit:

Resolution No. 19-27

RESOLUTION AUTHORIZING THE SALE OF LAND LOCATED IN THE TOWN OF FLORIDA, MONTGOMERY COUNTY, NEW YORK AND THE EXECUTION BY MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY OF CERTAIN DOCUMENTS IN CONNECTION WITH SUCH SALE.

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 or about September 11, 2018, Vida-Blend, LLC (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 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 estate transfer taxes, and mortgage recording taxes (the “Financial Assistance”); and (C) the lease of the Project Facility to the Company or such other entity or person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on December 20, 2018 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency (the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on January 7, 2019 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located, (B) caused notice of the Public Hearing to be posted on January 7, 2019 on a bulletin board located at 214 Hunter Road in the Town of Florida, Montgomery County, New York, (C) caused notice of the Public Hearing to be posted on January 4, 2019 on the Agency’s website; (D) caused notice of the Public Hearing to be published on January 5, 2019 in The Recorder, a newspaper of general circulation available to the residents of the Town of Florida, Montgomery County, New York, (E) conducted the Public Hearing on January 23, 2019 at the Town of Florida Office Building located at 214 Fort Hunter Road, Amsterdam, Montgomery County, New York, and (F) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; 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”), by resolution adopted by the members of the Agency on March 14, 2019 (the “SEQRA Resolution”), the Agency (A) acknowledged receipt of a determination by the Town of Florida Planning Board (the “Planning Board”), in which the Planning Board determined that

the Project would not result in any significant adverse environmental impacts; and (B) determined that the Agency had no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA); and

WHEREAS, by further resolution adopted by the members of the Agency on March 14, 2019 (the “Approving Resolution”), the Agency determined to grant the Financial Assistance and to enter into a lease agreement dated as of May 1, 2019 (the “Lease Agreement”) between the Agency and the Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the “Basic Documents”). Pursuant to the terms of the Lease Agreement, (A) the Company will agree (1) to cause the Project to be undertaken and completed, and (2) as agent of the Agency, to undertake and complete the Project and (B) the Agency has leased the Project Facility to the Company. The Lease Agreement grants to the Company certain options to acquire the Project Facility from the Agency; and

WHEREAS, the Agency presently holds fee title to the Land; and

WHEREAS, in connection with the Project, the Agency desires to sell the Land (the “Disposition”) to the Company or a related entity (collectively, the “Purchaser”); and

WHEREAS, the Agency has reached agreement with the Purchaser on the terms of the Disposition; and

WHEREAS, to fulfill the requirements imposed by the New York State Public Authorities Law, as amended (the “PAL”), and the Agency’s Property Disposition Policy and Property Acquisition Policy, an appraisal of the Land was obtained by the Agency, and the appraised value of the Land as specified in such appraisal was \$65,000.00 (copies of such appraisal are on file with the Agency); and

WHEREAS, the Agency has arranged for a purchase contract to be provided to the Purchaser (the “Purchase Contract”), which Purchase Contract shall provide for the conveyance of the Land from the Agency to the Purchaser at a price not less than the fair market value of the Land, which purchase price shall not exceed \$65,000.00; and

WHEREAS, the Agency would like to proceed with the actions contemplated by the Conveyance Documents and move forward with the sale of the Land; and

WHEREAS, the Agency recognizes that there will some time required in order to complete the sale of the Land and, in the interim, the Agency is willing to grant the Purchaser a license to enter upon the Land and to initiate the Project, subject to the conditions described in a license agreement to be entered into between the Agency and the Purchaser (the “License Agreement”); and

WHEREAS, the Land will ultimately be conveyed by the Agency through the execution and delivery of a warranty deed, a form of which shall be contained in the Purchase Contract (the “Warranty Deed” and together with the Purchase Contract and the License Agreement, the “Conveyance Documents”); and

WHEREAS, if the Agency determines to proceed with the Disposition, the Agency must also comply with Article 9, Section 2897 of the PAL,

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:

(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 Disposition is governed by various sub-sections of Section 2897 of the PAL; and

(C) Section 2897(3) of the PAL requires that property owned by the Agency be appraised prior to sale and sold for an amount not less than fair market value; and

(D) In compliance with Section 2897(3) of the PAL and the Agency's Property Disposition Policy and Property Acquisition Policy, the Agency has obtained an appraisal of the Land; and

(E) The Land is being sold for not less than fair market value and the appraised value of the Land is less than \$100,000, and therefore the Land may be sold through negotiation; and

(F) The Disposition will result in the creation of a significant number of jobs over the next three (3) years.

Section 2. In consequence of the foregoing, and subject to the approval of the form of the Conveyance Documents by Agency counsel, the Agency hereby determines to: (A) grant a license to the Purchaser for a temporary period pursuant to the License Agreement, (B) convey the Land to the Purchaser according to the terms of the Conveyance Documents, and (C) execute the Conveyance Documents.

Section 3. The Agency is hereby authorized to convey the Land to the Purchaser pursuant to the Conveyance Documents and to do all things necessary and appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 4. The Chairman (or Vice Chairman) and the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Conveyance Documents 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 Chairman (or Vice Chairman) or the Chief Executive Officer shall approve, the execution thereof by the Chairman (or Vice Chairman) 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 Conveyance 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 this Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Conveyance Documents 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:

John McGlone	VOTING	<u>YES</u>
Matthew Beck	VOTING	<u>YES</u>
Carol Shineman	VOTING	<u>YES</u>
Robert Harris	VOTING	<u>YES</u>
Amanda J. Auricchio, Esq.	VOTING	<u>ABSENT</u>
Mark Kowalczyk	VOTING	<u>YES</u>
Laurie Weingart	VOTING	<u>YES</u>

The foregoing Resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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

I, the undersigned 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 September 12, 2019 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 12th day of September, 2019.

Secretary

(SEAL)

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

I, the undersigned 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, including the resolution contained therein, held on September 12, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such resolution set forth 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 12th day of September, 2019.

Secretary

(SEAL)

**RESOLUTION AUTHORIZING THE ENTERING OF THE MONTGOMERY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY INTO AN AGREEMENT FOR
PROFESSIONAL SERVICES-WEBSITE DEVELOPMENT**

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 September 12, 2019 at 4:30 P.M.

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

PRESENT:

John McGlone	Chairman
Matthew Beck	Vice Chairman
Carol Shineman	Secretary
Robert Harris	Treasurer
Mark Kowalczyk	Member
Laurie Weingart	Member

ABSENT:

Amanda J. Auricchio, Esq.	Member
---------------------------	--------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Vincenzo Nicosia	Economic Development Specialist
Alex Kuttesch	Sr. Planner/GIS
Andrew Santillo	Staff Assistant
Karl Gustafson	Grant Assistant
A. Joseph, Scott, Esq.	Agency Counsel

The following resolution was offered by Mark Kowalczyk, seconded by Laurie Weingart to wit:

Resolution No. 19-28

RESOLUTION AUTHORIZING THE ENTERING OF THE MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY INTO AN AGREEMENT FOR PROFESSIONAL SERVICES-WEBSITE DEVELOPMENT

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 industrial, warehousing, commercial, research and manufacturing 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 administers the Economic Development Program for the purpose of creating and retaining jobs, and

WHEREAS, after the Agency's consulting firm undertook an audit and review of the Agency's websites it was recommended that various changes be made of the sites along with consolidating them into one website; and

WHEREAS, the Agency has adopted a Procurement Policy to guide the Agency in contracting for goods and services, and

WHEREAS, the Procurement Policy permits the Agency, in its sole discretion, to exempt entering into of a contract from the Procurement Policy based on the circumstances of the contact and the needs of the Agency,

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:

(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 enter into a contract for Professional Services, and

(B) Entering into the contract for professional services will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Montgomery County, New York and the State of New York and improve their standard of living.

Section 2. In consequence of the foregoing, the Agency hereby determines to enter into a contract with Engines of Creation, for the purposes of revamping the Agency's websites based upon an audit undertaken by the Agency's consulting firm in the amount of \$629 and to exempt the selection of the contractor from the Agency's Procurement Policy for the following reasons: (1) The contractor is familiar with the Agency, its mission and operations and (2) The contractor has provided services for the Agency in the past which were provided in a timely, professional and cost effective manner.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of this Resolution, 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 this Resolution.

Section 4. This Resolution shall take effect immediately.

John McGlone	VOTING	YES
Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	ABSENT
Laurie Weingart	VOTING	YES

The foregoing Resolution No. 19-28 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 extract of the minutes of the meeting of the members of the Agency held on September 12, 2019 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 through-out 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 12th day of September, 2019.

(Assistant) Secretary

(S E A L)

**RESOLUTION AUTHORIZING THE ENTERING OF THE MONTGOMERY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY INTO AN AGREEMENT FOR ERECTION OF
BILLBOARD-EXIT 29 REDEVELOPMENT 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 September 12, 2019 at 4:30 P.M.

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

PRESENT:

John McGlone	Chairman
Matthew Beck	Vice Chairman
Carol Shineman	Secretary
Robert Harris	Treasurer
Amanda J. Auricchio, Esq.	Member
Mark Kowalczyk	Member
Laurie Weingart	Member

ABSENT:

Amanda J. Auricchio, Esq.	Member
---------------------------	--------

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Vincenzo Nicosia	Economic Development Specialist
Alex Kuttesch	Sr. Planner/GIS
Andrew Santillo	Staff Assistant
Karl Gustafson	Grant Assistant
A. Joseph, Scott, Esq.	Agency Counsel

The following resolution was offered by Laurie Weingart seconded by Robert Harris to wit:

Resolution No. 19-29

RESOLUTION AUTHORIZING THE ENTERING OF THE MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY INTO AN AGREEMENT FOR ERECTION OF BILLBOARD-EXIT 29 REDEVELOPMENT PROJECT

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 industrial, warehousing, commercial, research and manufacturing 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 administers the Economic Development Program for the purpose of creating and retaining jobs, and

WHEREAS, the Agency in support of its underlying mission established the Industrial Site Redevelopment Program through Resolution 15-15, and

WHEREAS, a strong focus of the program to date has been on the Exit 29 Redevelopment project, and

WHEREAS, Montgomery County is the owner of said site and is working with the Village of Canajoharie on the redevelopment of the site, and

WHEREAS, in furtherance of said Agency mission and program the Agency is working with the County to place a billboard at the site for marketing purposes,

WHEREAS, the Agency has adopted a Procurement Policy to guide the Agency in contracting for goods and services and three quotes were solicited for the erection of a billboard,

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:

(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 enter into a contract for Professional Services, and

(B) Entering into the contract for professional services will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Montgomery County, New York and the State of New York and improve their standard of living.

Section 2. In consequence of the foregoing, the Agency hereby determines to enter into a contract with All American Sign, for the purposes of erecting a marketing billboard at the Exit 29 Redevelopment site in the amount not to exceed \$26,350.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of this Resolution, 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 this Resolution.

Section 4. This Resolution shall take effect immediately.

John McGlone	VOTING	YES
Matthew Beck	VOTING	YES
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Mark Kowalczyk	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	ABSENT
Laurie Weingart	VOTING	YES

The foregoing Resolution No. 19-29 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 extract of the minutes of the meeting of the members of the Agency held on September 12, 2019 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 through-out 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 12th day of September, 2019.

_____ (Assistant) Secretary

(S E A L)