

**Montgomery County Industrial Development Agency Meeting
September 20, 2018
Meeting Minutes**

MEMBERS PRESENT:

John McGlone, Chairman
Carol Shineman, Secretary
Robert Harris, Treasurer
Amanda Auricchio, Esq.
Mark Kowalczyk, Member
John Snyder, Member

STAFF MEMBERS PRESENT:

Kenneth F. Rose, Chief Executive Officer
Sheila Snell, Chief Financial Officer
Michele Pawlik, Ec Dev Program Asst.
Andrew Santillo, Staff Assistant
Karl Gustafson Jr., Grant Assistant
A. Joseph Scott, Esq., Agency Counsel

ABSENT:

Matthew Beck, Vice-Chair

OTHERS PRESENT:

Daniel Wilson, County Legislator

I. Call to Order

The meeting was called to order by Chairman, McGlone at 4:30pm.

II. Minutes

Motion was made by Mark Kowalczyk, seconded by John McGlone to approve the Marketing Committee meeting minutes of July 19, 2018. All members present were in favor.

Motion was made by Mark Kowalczyk, seconded by John Snyder to approve the IDA regular meeting minutes of July 19, 2018. All members present were in favor.

III. Communications

There were no communications to report.

IV. Public Comments

There were no public comments

V. Chair's Report

There was no chairs report

VI. Director's Report

Motion was made by Carol Shineman, seconded by Robert Harris to enter into executive session to discuss financial history of a particular person and/or corporation at 4:31pm. All members present were in favor

A motion was made by Robert Harris, seconded by Carol Shineman to adjourn executive session at 5:43pm. All members present were in favor. No action was taken in Executive Session.

DRI Update

Mr. Rose stated that we are hoping to hear something in the upcoming weeks on who the Mohawk Valley Region DRI winner is.

Exit 29 Redevelopment Project Update

Mr. Rose reported that on October 2nd, there will be an Exit 29 Re-Defined kick-off meeting with Montgomery County and Village of Canajoharie. At this meeting, Mr. Rose stated that the County Executive will give a status update on the Exit 29 Redevelopment Project as well as discuss the issuance of a Request for Expressions of Interests from potentially stakeholders and interested parties with ideas and plans for the site.

Vida Blend Expansion Project

Mr. Rose informed the board that Vida Blend's engineers were working the IDA's engineers in relation to the new park road that would need to be constructed on the north side of STHWY 5S to serve Vida Blend which would be the first tenant in the Florida Park Extension north side. Mr. Rose informed the board that Vida Blend would be undertaking the local site plan and subdivision approval process shortly with the Town of Florida.

VII. Financial Report

IDA Financial report

Ms. Snell stated that the financial report is included in the board packet for review. Ms. Snell indicated there was nothing unusual to report this month.

Revolving Loan Fund

Ms. Snell report that the Revolving Loan Fund and Annual Site Visit Report were included in the board packet for review.

VIII. Unfinished Business

Marketing Update

Ms. Pawlik stated that MCBDC will be working on the 2018 Montgomery County Works marketing video. This video will focus on a young professional seeking job opportunities in Montgomery County. Ms. Pawlik stated that the video will also focus on businesses that are included in the top employers list and will showcase a couple of the companies throughout the video. Ms. Pawlik reported that Marc Barraco, Governor's Office Representative from the Mohawk Valley Region, met with business owners in Montgomery County and toured their facilities. It was reported that this month's Focus on Business, Anderson-Negele, will be a part of the Mohawk Valley Regional Economic Development Council's 2018 Progress Report.

IX. New Business

A. Dollar General

Dollar General sent a letter to the MCIDA requesting that based upon well over a half of a year of weather days that the PILOT Agreement commence one year later in 2019. All job numbers and conditions would remain unchanged.

The following resolution was offered by Carol Shineman, seconded by Mark Kowalczyk, to wit:

RESOLUTION AUTHORIZING AMENDMENTS TO CERTAIN DOCUMENTS RELATING TO THE DOLLAR GENERAL 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	ABSENT
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	YES
Mark Kowalczyk	VOTING	YES
John Snyder	VOTING	YES

The foregoing Resolution No. 18-18 was thereupon declared duly adopted.

B. Labella

Labella submitted a change order request as it related to air monitoring for the debris pile clean up at the Exit 29 Redevelopment Site. The original contract called for 6 days of monitoring, however, due to various weather delays associated with the project they were actually on site over 30 days.

The following resolution was offered by Mark Kowalczyk, seconded by John Snyder, to wit:

RESOLUTION AMENDING AIR MONITORING CONTRACT-LABELLA ASSOCIATES-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	ABSENT
Robert Harris	VOTING	YES
Carol Shineman	VOTING	YES
Amanda Auricchio, Esq.	VOTING	YES
Mark Kowalczyk	VOTING	YES
John Snyder	VOTING	YES

The foregoing Resolution No. 18-19 was thereupon declared duly adopted.

C. MCIDA 2019 Budget

The proposed 2019 IDA Budget was presented to the board. Mr. Rose stated that the Marketing budget line would go up as soon as soon as the results of the Brand Revaluation were completed. Once that is completed this fall the Marketing Committee would convene to review the results and establish the Marketing program for 2019 based upon the findings and recommendations of that report. Mr. Rose stated that the Finance Committee reviewed the 2019 budget, and recommended it the full board. Mr. Rose stated that we would just need a motion and a second if there were no other discussion. The board didn't have any other discussion, issues or question.

Motion was made by Mark Kowalczyk, and seconded by Robert Harris to accept the 2019 IDA Budget as presented. All those present were in favor.

X. Adjournment

A motion was made by Carol Shineman, seconded Robert Harris to adjourn the meeting at 6:04pm. All members present were in favor.

Respectfully submitted

Michele Pawlik
Ec. Dev. Program Asst.
Attachments: Resolution No. 18-18, 18-19

**RESOLUTION AUTHORIZING AMENDMENTS TO
CERTAIN DOCUMENTS RELATING TO THE
DOLLAR GENERAL 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 20, 2018 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
Carol Shineman	Secretary
Robert Harris	Treasurer
Amanda J. Auricchio, Esq.	Member
Mark Kowalczyk	Member
John Snyder	Member

ABSENT:

Matthew Beck	Vice Chairman
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AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Kenneth Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Michele Pawlik	Economic Development Program Assistant
A. Joseph Scott, III, Esq.	Agency Counsel

OTHERS PRESENT:

The following resolution was offered by Carol Shineman, seconded by Mark Kowalczyk, to wit:

Resolution No. 18-18

**RESOLUTION AUTHORIZING AMENDMENTS TO CERTAIN DOCUMENTS
RELATING TO THE DOLLAR GENERAL 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, on January 20, 2017 (the “Closing”), the Agency entered into a lease agreement dated as of January 20, 2017 (the “Lease Agreement”) by and between the Agency and DG Distribution Northeast, LLC (the “Company”) for the purpose of undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in an approximately 100 acre parcel of land located at the intersection of State Highway 5S and Fort Hunter Road in the Town of Florida, Montgomery County, New York (the “Land”), (2) the construction on the Land of an approximately 750,000 square foot building (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 constitute a warehouse and distribution 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 pursuant to the Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, the Agency, the Company and other parties entered into certain documents relating to the Project, including but not limited to (A) a payment in lieu of tax agreement dated as of January 20, 2017 (the “PILOT Agreement”), pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility, (B) a uniform agency project agreement dated as of January 20, 2017 (the “Uniform Agency Project Agreement”) by and between the Agency and the Company relating to the terms of the granting by the Agency of the Financial Assistance to the Company and (C) a sales tax exemption letter dated January 20, 2017 (the “Sales Tax Exemption Letter”), which Sales Tax Exemption Letter by its terms was effective until June 30, 2019; and

WHEREAS, the Agency received a letter dated July 13, 2018 from the Company pursuant to which the Company, as a result of permitting and weather delays relating to the Project, requested (the “Initial Request”) the extension of the expiration date under the Sales Tax Exemption Letter until December 31, 2019, which Initial Request was authorized pursuant to a resolution adopted by the Agency on July 19, 2018; and

WHEREAS, the Agency subsequently received a letter dated August 29, 2018 from the Company pursuant to which the Company, as a result of construction and weather delays, requested (the “Subsequent Request”) that the Agency extend the deadline for job requirements and incentives relating to the Project until December 31, 2019; and

WHEREAS, the Subsequent Request will require that certain amendments be made to the PILOT Agreement and the Uniform Agency Project Agreement (collectively, the “Amendments”), including but not limited to (A) the extension of initial and subsequent compliance dates relating to the job requirements set forth in the Uniform Agency Project Agreement and (B) the extension of the schedule of payments by the Company to the Taxing Entities under and as defined in the PILOT Agreement; and

WHEREAS, the Agency desires to approve the Subsequent Request and to authorize the Amendments; 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 Subsequent Request; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Subsequent Request in order to make a determination as to whether the Subsequent 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. 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;

(B) The Project constitutes a “project,” as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of Montgomery County, New York;

(D) The approval of the Subsequent Request constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(20) and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Amendments;

(E) The approval of the Subsequent Request 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, and thereby serve the public purposes of the Act;

(F) It is desirable and in the public interest for the Agency to enter into the Amendments; and

(G) In connection with the execution and delivery of the Amendments there is no additional “financial assistance” being granted to the Company and, accordingly, there is no need to hold a public hearing under Section 859-a of the Act.

Section 2. The Agency hereby approves the Subsequent Request and the execution of the Amendments; 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 Amendments, including the fees of Agency Bond Counsel, and (C) the following additional conditions: _____.

Section 3. The form and substance of the Amendments are hereby approved.

Section 4. The Chairman (or Vice Chairman) of the Agency is hereby authorized to execute and deliver the Amendments 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 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 Amendments, 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 Amendments 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	YES
Matthew Beck	VOTING	ABSENT
Carol Shineman	VOTING	YES
Robert Harris	VOTING	YES
Amanda J. Auricchio, Esq.	VOTING	YES
Mark Kowalczyk	VOTING	YES
John Snyder	VOTING	YES

The foregoing Resolution No. 18-18 was thereupon declared duly adopted.

[Remainder of page left blank intentionally]

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, including the resolution contained therein, held on September 20, 2018, 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 20th day of September, 2018.

(Assistant) Secretary

(SEAL)

**RESOLUTION AMENDING AIR MONITORING CONTRACT-
LABELLA ASSOCIATES-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 20, 2018 at 4:30, 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
Robert Harris	Treasurer
Carol Shineman	Secretary
Amanda Auricchio, Esq.	Member
Mark Kowalczyk	Member
John Snyder	Member

ABSENT:

Matthew Beck	Vice-Chair
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THE FOLLOWING PERSONS WERE ALSO PRESENT:

Kenneth Rose	Chief Executive Officer
Sheila Snell	Chief Financial Officer
Michele Pawlik	Ec. Dev. Program Assistant
Andrew Santillo	Staff Assistant
Karl Gustafson, Jr.	Grant Assistant
A. Joseph Scott, Esq.	Agency Counsel

The following resolution was offered by Mark Kowalczyk, seconded by John Snyder, to wit:

Resolution No.18-19

**RESOLUTION AMENDING AIR MONITORING CONTRACT-
LABELLA ASSOCIATES-EXIT 29 REDEVELOPMENT 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, the Agency in support of its underlying mission established the Industrial Stie 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, the Agency through the adoption of Resolution 17-20 contracted with Labella Associates for Air Monitoring services associated with debris pile clean up at the site for an amount not to exceed \$3,978.50 for 6 days of abatement monitoring and testing, and

WHEREAS, due to weather related events and further testing to meet EPA requirements Labella was on site a total of 30 days and has requested a change order for \$15,708.24,

RESOLVED, the Agency hereby approves an amendment to the contract with Labella Associates for and amount not to exceed \$15,708.24, and

FURTHER RESOLVED, 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 to carry out the terms of this Resolution, and to execute and deliver any 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 this Resolutions, and

FURTHER RESOLVED, 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	YES
Matthew Beck	VOTING	ABSENT
Robert Harris	VOTING	YES
Carol Shineman	VOTING	YES
Amanda Auricchio, Esq.	VOTING	YES
Mark Kowalczyk	VOTING	YES
John Snyder	VOTING	YES

The foregoing Resolution No. 18-19 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, including the resolution contained therein, held on September 20, 2018, 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 20^h day of September, 2018.

(Assistant) Secretary

(SEAL)