

**SALE OF CERTAIN ASSETS TO MONTGOMERY COUNTY, NEW YORK
APPROVING RESOLUTION**

A regular meeting of Montgomery County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 113 Park Drive, Fultonville, New York on July 13, 2023 at 3:00 o'clock p.m., local time.

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

PRESENT:

Matthew Beck	Chairperson
Carol Shineman	Vice-Chairperson
Cheryl Reese	Treasurer
Mark Kowalczyk	Member
Brent Phetteplace	Member

ABSENT:

Laurie Weingart	Secretary
Amanda Auricchio, Esq.	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

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

The following resolution was offered by Carol Shineman, seconded by Brent Phetteplace, to wit:

Resolution No. 23-12

**RESOLUTION APPROVING THE SALE OF CERTAIN ASSETS OF
MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY TO
MONTGOMERY COUNTY, NEW YORK.**

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 (the "State"), to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the Agency currently owns certain assets (the "Assets") as described in Exhibit A hereto which are no longer utilized by the Agency in its daily operations; and

WHEREAS, in furtherance of the purpose, mission and governing statutes of the Agency, the Agency desires to sell the Assets to Montgomery County, New York (the "County") for the consideration of One Dollar (\$1.00) to be owned and used by the County (the "Proposed Sale"); and

WHEREAS, since the Assets will be sold to a political subdivision of the State, the Proposed Sale is permitted to be made on a negotiated basis pursuant to Section 3(f)(iii)(D) of the Property Disposition Policy of the Agency (the "Policy") and in accordance with Section 2897(6)(c)(v) of the Public Authorities Law, as amended (the "Public Authorities Law"); and

WHEREAS, since the Assets will be sold to a government entity and the ownership and use of the Assets will remain with the County, the Proposed Sale is permitted to be made for less than the fair market value of the Assets pursuant to Section 3(g)(A) of the Policy and in accordance with Section 2897(7)(a)(i) of the Public Authorities Law; and

WHEREAS, the Agency now wishes to authorize the Proposed Sale;

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) The sale of the Assets by the Agency to the County constitutes the purchase or sale of furnishings, equipment or supplies and is therefore a "Type II action" under 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 Environment Conservation of the State, being 6 NYCRR Part 617, as amended (the "Regulations") (the SEQR Act and the Regulations being collectively referred to as "SEQRA") and, accordingly, no further action by the Agency under SEQRA is required with respect thereto.

(B) By virtue of the Enabling Act, the Issuer has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Enabling Act and to exercise all powers granted to it under the Enabling Act.

(C) The Agency believes that the Proposed Sale 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

(D) The Proposed Sale is desirable and in the public interest.

Section 2. The execution and delivery by the Agency of an agreement relating to the Proposed Sale, together with any and all documents deemed necessary or advisable by Chairperson or Vice Chairperson of the Agency in connection with the Proposed Sale (collectively, the "Sale Documents"), are hereby approved, and any changes to any of the Sale Documents approved by the Chief Executive Officer of the Agency are hereby authorized and approved.

Section 3. The form and substance of the Sale Documents and any documents necessary and incidental thereto including, but not limited to, any documents approved by counsel to the Agency are hereby approved.

Section 4. The Chairperson, Vice Chairperson or Chief Executive Officer of the Agency, either of them without the other, are hereby authorized, on behalf of the Agency, to execute, acknowledge (if appropriate) and deliver the Sale Documents and such other documents as may be necessary or appropriate in order to effectuate the execution and delivery of the Sale Documents, with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson or Chief Executive Officer shall approve, the execution thereof by the Chairperson, Vice Chairperson or Chief Executive Officer of the Agency 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 Sale 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 Sale Documents binding upon the Agency, and all actions heretofore taken or taken hereinafter by the Chairperson, Vice Chairperson and Chief Executive Officer in furtherance of the actions authorized herein are ratified, confirmed, adopted and approved in all respects.

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

The foregoing resolution was thereupon declared duly adopted.

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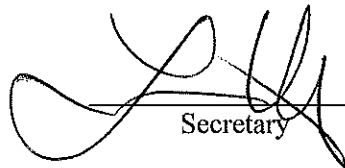
STATE OF NEW YORK)
) SS.:
COUNTY OF MONTGOMERY)

I, the undersigned 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 July 13, 2023 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 21st day of September, 2023.


Secretary

(SEAL)

EXHIBIT A
PROPOSED SALE ASSETS

See attached.

Asset Listing - MCIDA

<u>Date Acquired</u>	<u>Asset #</u>	<u>Product Descriptio/Location</u>	<u>Cost</u>	<u>Purchased From</u> *CC= <u>Credit Card</u>
2/11/2010	IDA - 10 - 1	Table & Placemats-Conference Room	\$ 3,643.00	Seely Conover
2/11/2010	IDA - 10 - 2	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 3	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 4	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 5	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 6	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 7	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 8	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 9	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 10	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 11	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 12	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 13	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 14	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 15	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 16	Chair -Conference Room	\$ 135.77	Seely Conover
2/11/2010	IDA - 10 - 17	Chair -Conference Room	\$ 135.77	Seely Conover
3/8/2012	IDA - 12 - 1	Park Sign - Florida Business Park/Conference Room	\$ 2,278.28	Mohawk Signs Systems
8/26/2014	IDA - 14 - 3	White Board/Break Room	\$ 398.00	Seely Conover
8/26/2014	IDA - 14 - 4	Chair - Conference Room	\$ 217.40	Seely Conover
12/8/2014	IDA - 14 - 5	Desk -Room #	\$ 414.74	Seely Conover
12/8/2014	IDA - 14 - 6	Desk -Room #	\$ 414.74	Seely Conover
5/14/2015	IDA - 15 - 3	Chair -Room #	\$ 225.37	Seely Conover
5/14/2015	IDA - 15 - 4	Chair -Room #	\$ 225.37	Seely Conover
5/14/2015	IDA - 15 - 5	Chair -Room #	\$ 225.37	Seely Conover
5/14/2015	IDA - 15 - 6	Chair -Room #	\$ 225.37	Seely Conover
5/14/2015	IDA - 15 - 7	Chair -Room #	\$ 225.37	Seely Conover
6/15/2015	IDA - 15 - 8	Chair -Room #	\$ 225.37	Seely Conover
6/15/2015	IDA - 15 - 9	Desk -Room #	\$ 414.74	Seely Conover
7/7/1905	IDA - 15-11	Divider	\$ 1,500.00	Versare
9/27/2016	IDA - 16 - 1	SMART BOARD	\$ 8,000.00	The Geek Pantology
10/3/2016	IDA - 16 - 3	Retractable Screen - Conference Room	\$ 346.41	C Gerard Marketing
10/5/2016	IDA - 16-6	Director's Desk		Amazon- *CC