

A special meeting of the Town of Clifton Park Industrial Development Agency was convened in public session at the Clifton Park Town Hall, One Town Hall Plaza, in the Town of Clifton Park, New York and telephonically on July 19, 2021 at 7:00 o'clock p.m., local time following the conclusion of a public hearing.

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

PRESENT:

Jonathan Schopf	Chairman
Joshua O'Leary	Member
Todd Hess	Member
Daniel Fariello	Member

ABSENT:

Derek Brown	Member
Sheila Barkevich	Member

ALSO PRESENT:

Melissa C. Yager	CEO
Thomas Gibbs	CFO
Jean M. Mahserjjan, Esq.	Agency Counsel
James A. Carminucci, Esq.,	Special Counsel

The following resolution was offered by Mr. Fariello, seconded by Mr. Hess, to wit:

RESOLUTION GRANTING FINAL APPROVAL TOWARD THE PROVIDING OF FINANCIAL ASSISTANCE BY THE TOWN OF CLIFTON PARK INDUSTRIAL DEVELOPMENT AGENCY WITH RESPECT TO A PROJECT CONSISTING OF THE ACQUISITION, CONSTRUCTION, AND INSTALLATION OF TWO APPROXIMATELY 32,500 AND 38,500 RESPECTIVELY SQUARE FOOT LIGHT INDUSTRIAL, DISTRIBUTING, COMMERCIAL OFFICE AND WAREHOUSING FACILITIES TO BE LOCATED AT 25/27 WOOD ROAD IN THE TOWN OF CLIFTON PARK, SARATOGA COUNTY, NEW YORK, UPON APPLICATION OF DONALD C. GREENE D/B/A DCG DEVELOPMENT CO AT A TOTAL PROJECT COST OF \$5,555,000.00, MAKING A DETERMINATION UNDER THE NYS ENVIRONMENTAL QUALITY REVIEW ACT WITH REPESECT TO THE PROJECT, APPOINTING DCG DEVELOPMENT CO. AGENT OF THE AGENCY FOR PURPOSES OF UNDERTAKING THE PROJECT AND APPROVING THE EXECUTION AND DELIVERY OF DOCUMENTS.

WHEREAS, the Town of Clifton Park Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of the State of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of the State of New York, as amended (the "Enabling Act"), and Chapter 630 of the 1980 Laws of the State of New York, as amended, constituting Section 925-p of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York,

to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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

Donald C. Greene d/b/a/ DCG Development Co., an individual having an address of 800 NYS Route 146, Suite 240, Clifton Park, New York 12065 (the “Applicant”), has requested that the Agency undertake a project (the “Project”) consisting of (A) (1) the acquisition of an interest in an approximately 36.10 acre parcel of land constituting tax map parcel 259.-2-74.11 and located at 25/27 Wood Road in the Town of Clifton Park, New York (the “Land”) (2) the construction on the Land of two approximately 32,500 and 38,500 respectively square foot light industrial, distributing, commercial office and warehousing facilities (the “Facility”) to be leased to as of yet unidentified thirds party tenants (the “Tenants”) and (3) the acquisition and installation in the Facility of certain machinery and equipment (the “Equipment” and together with the Land and the Facility, collectively the “Project Facility”) (B) the lease (with the obligation to purchase) or the sale of the Project Facility to the Applicant or such other person as may be designated by the Applicant and agreed upon by the Agency and (C) the providing by the Agency of certain “financial assistance” (as defined in the Act) in the form of exemptions from state and local sales tax and real property taxes; and

WHEREAS, the Applicant has estimated that the total cost of the Project will equal \$5,555,000.00; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Applicant that the undertaking of the Project will be an inducement to the Applicant to undertake the Project in the Town of Clifton Park, New York; and

WHEREAS, the Agency desires to encourage the Applicant to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Town of Clifton Park, New York by undertaking the Project in Town of Clifton Park, New York; and

WHEREAS, immediately prior to the consideration of this Resolution, a public hearing with respect to the Project was conducted by the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of the State of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the “SEQR Act”), the Agency is required to make a determination with respect to the environmental impact of any “Action” (as defined by the SEQR Act) to be taken by the Agency and the approval of the Project constitutes such an “Action”; and

WHEREAS, in order to consummate the aforesaid Project, the Agency has been requested to enter into (a) an underlying lease agreement (the “Underlying Lease”) by and between the Applicant and the Agency (the “Underlying Lease”), (b) a lease agreement (the “Lease Agreement”) by and between the Agency and the Applicant (the “Lease Agreement”) which among things, will obligate the Applicant to comply with the provisions of Attachment A hereto with respect to third party leases of the Facility, (c) a payment in lieu of tax agreement (the “PILOT Agreement”) by and between the Agency and the Applicant; (d) a project agreement (the “Project Agreement”) by and between the Applicant and the Agency,

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE TOWN OF CLIFTON PARK INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

SECTION 1. Based upon the representations made by the Applicant to the Agency, the Agency hereby makes the following findings and determinations with respect to the project:

A. The Project constitutes a “project” within the meaning of the Act; and

B. The undertaking by the Agency of the acquisition, reconstruction and installation of the Project Facility pursuant to the Act, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Town of Clifton Park, New York and the State of New York, improve their standard of living and thereby serve the public purposes of the Act; and

C. Based upon covenants of the Applicant, the completion of the Project will not result in the removal of a facility or plant of the Applicant or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Applicant or any other proposed occupant of the Project Facility located in the State except to the extent the foregoing is reasonably necessary to discourage the Applicant or said occupant from removing such other plant or facility outside the State of New York or is reasonably necessary to preserve the competitive position of the Applicant or said occupant in its respective industry.

SECTION 2. Based upon a review of the Environmental Assessment Form relating to the Project and submitted by the Applicant together with the minutes and record of the Town of Clifton Park Planning Board relating to the Project, the Agency hereby confirms and ratifies the findings of the Town of Clifton Park Planning Board made on September 11, 202 that the Project constitutes a “Type I Action” (as such term is defined by the SEQR Act) which would not have a significant effect upon the environment (hereinafter the “Initial Determination”). The Chairman shall take all action required by the SEQR Act to cause such Initial Determination to become final in accordance with the terms and provisions of the SEQR Act, including the filing of this Resolution in the office of the Agency to be made available for public inspection during business hours.

SECTION 3. The Agency hereby determines to (A) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, constructed and installed, and (B) provide the Financial Assistance described in the Application.

SECTION 4. The Applicant is hereby appointed the true and lawful agent of the Agency (A) to (1) acquire the Land, (2) construct the Facility, and (3) acquire and install the Equipment, (B) to appoint sub-agents for such purposes and (C) to make, execute, acknowledge, and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for completing the Project and all with the same powers and the same validity as the Agency could do if acting on its own behalf. In addition, the Applicant is hereby authorized to advance such funds as may be necessary to accomplish such purposes.

SECTION 5. (a) Each officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Underlying lease, the Lease Agreement, the PILOT Agreement, and the Project Agreement, (hereinafter collectively called the “Leasing Documents”), 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 forms previously executed and delivered by the Agency for similar-type transactions with such changes, variations, omissions and insertions as the officer so executing and counsel to the Agency shall approve, the execution thereof by such officer to constitute conclusive evidence of such approval.

SECTION 6. The Agency is hereby authorized to acquire all of the real and personal property described in the Lease Agreement.

SECTION 7. The officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution.

SECTION 8. Lemery Greisler LLC is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Applicant, to work with the Applicant and others to prepare, for submission to the Agency, all documents necessary to effect the undertaking of the Project.

SECTION 9. This Resolution shall take effect immediately and shall remain in effect until the earlier of (1) the execution and delivery of the Agreement at which time all provisions and conditions hereof shall be deemed merged into such Agreement and (2) the date which is two (2) years from the date hereof.

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

Jonathan Schopf	VOTING AYE
Joshua O’Leary	VOTING AYE
Todd Hess	VOTING AYE
Daniel Fariello	VOTING AYE

The foregoing Resolution was thereupon declared duly adopted.

## ATTACHMENT A

Prior to a Tenant locating at the Facility the Agency will require the following:  
Review of each Sublease

Signed Statement from the proposed Tenant to include:

- Description of business
- Present headquarters and operating location(s)
- Description of present NYS locations & discussion of why it/they are not sufficient
- Description of the proposed local operation
- Discussion of site selection process and alternative locations considered

The information will be submitted to the Agency confidentially and will be promptly reviewed within ten (10) business days of the receipt thereof to determine that it meets the anti-pirating test.

If the Tenant will be establishing an initial State location or if the location represents an expansion of company facilities within the state with no reduction of employment elsewhere in the State the Tenant will be approved.

If the Tenant will be relocating from within the State and abandoning other State facilities it must provide a statement of compelling reason(s) to relocate to the Facility from another area of the State to include discussion of out-of-state options (if any), factors concerning their competitive position, and options explored with regional economic development officials in the area being abandoned.

If a proposed Tenant does not meet the anti-pirating test the Applicant will be so notified and that Tenant will not be qualified to locate at the Facility.

If a Tenant is located at the Facility without review and is subsequently found to be unqualified or after being disqualified through the above procedure any Financial Assistance (as defined in the Act) will immediately cease and Financial Assistance already received will be immediately reimbursable by the Applicant to the Agency.

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

I, the undersigned Chairman of the Town of Clifton Park 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 July 19, 2021, including the resolution contained therein, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public, and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_, (Assistant) Secretary