

A regular meeting of the Town of Clifton Park Industrial Development Agency was convened in public session at the offices of the Capital Region Chamber of Commerce, 58 Clifton Country Road, Suite 102, in the Town of Clifton Park, New York on September 7, 2021 at 6:45 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
Derek Brown	Member
Sheila Barkevich	Member

ABSENT:

ALSO PRESENT:

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

The following resolution was offered by _____, seconded by _____, to wit:

RESOLUTION GRANTING PRELIMINARY 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 AN APPROXIMATELY 40,000 SQUARE FOOT LIGHT INDUSTRIAL FACILITY TO BE LOCATED AT 587 WAITE ROAD IN THE TOWN OF CLIFTON PARK, SARATOGA COUNTY, NEW YORK, UPON APPLICATION OF RMK ENTERPRISES, LLC AT A TOTAL PROJECT COST OF \$3,651,200.00, MAKING A DETERMINATION UNDER THE NYS ENVIRONMENTAL QUALITY REVIEW ACT WITH REPESECT TO THE PROJECT, APPOINTING RMK ENTERPRISES, LLC AND TRINOVA, INC. AGENTS OF THE AGENCY FOR PURPOSES OF UNDERTAKING THE PROJECT.

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

RMK Enterprises, LLC, a New York limited liability company having an address of 2 McCrea Hill Road, Ballston Spa, New York 12020 (the “Applicant”), has requested that the Agency undertake a project (the “Project”) consisting of (a) the acquisition of an interest in an approximately 7.40 acre parcel of land constituting a portion of tax map parcel 270.-1-20.111 and located at 587 Waite Road in the Town of Clifton Park, New York (the “Land”) (b) the construction on the Land of an approximately 10,520 square foot light manufacturing facility (the “Facility”) to be leased to TriNova, Inc. (the “Tenant”) to be utilized in its corporate operations 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, mortgage recording tax and real property taxes; and

WHEREAS, the Applicant has estimated that the total cost of the Project will equal \$3,651,200; 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

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. Subject to the conditions set forth in Section 3 of this Resolution, the Agency will (A) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, constructed and installed, (B) lease (with the obligation to purchase) or sell the Project Facility to the Applicant or its designee pursuant to a lease agreement (hereinafter, the “Agreement”) between the Agency and the Applicant, (3) if requested by the Applicant, authorize by future resolution the execution and delivery of a mortgage on its interest in the Project Facility to secure a borrowing by the Applicant to finance all or a portion of the costs of the Project and (4) provide the Financial Assistance described in the Application.

SECTION 3. The undertaking of the Project, as contemplated by Section 2 of this Resolution, shall be subject to: (A) agreement between The Applicant and the Agency as to payment by The Applicant of payments in lieu of taxes with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; and (B) the following additional conditions: (1) that the Applicant procure all necessary federal, state and local approvals and permits with respect to the construction and operation of the Project Facility and (2) satisfaction by the Agency with the requirements of the Act,.

SECTION 4. 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 July 13, 2021 that the Project constitutes an “Unlisted 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 5. The Applicant and the Tenant are hereby appointed the true and lawful agents 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 and the Tenant are hereby authorized to advance such funds as may be necessary to accomplish such purposes.

SECTION 6. 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 7. 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
Joshua O'Leary	VOTING
Todd Hess	VOTING
Daniel Fariello	VOTING
Derek Brown	VOTING
Sheila Barkevich	VOTING

The foregoing Resolution was thereupon declared duly [adopted/defeated].

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 September 7, 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