

MINUTES OF MEETING AND RESOLUTION (EXTRACT)

A meeting of the County of Lewis Industrial Development Agency was convened in public session on September 5, 2013 at 8:00 AM local time.

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

Present: Jack T. Bush; Mickey Lehman; Roscoe Fawcett; Gerald Haenlin; Stevie Smith

Absent: Edward Boliver

Others present were: Richard Porter, executive director of the Agency; Thomas Campany, legal counsel to the Agency; and Vanessa Schulz, assistant to the executive director.

In the course of the meeting the Board discussed the status of the Victorian Lake, LLC (Drs. Steven Lyndaker and Shereen Palmer) medical arts building/renovation project on Dayan Street in the Village of Lowville, for which the IDA had previously approved financial assistance in the form of sales tax exemption benefits for materials, machinery and equipment acquired for incorporation into the improvements.

Subsequently, on motion duly made and seconded during the course of the meeting the following resolution was placed before the members of the County of Lewis Industrial Development Agency:

RESOLUTION TAKING OFFICIAL ACTION TOWARDS THE ISSUANCE OF FINANCIAL ASSISTANCE TO VICTORIAN LAKE, LLC FOR THE PURPOSE OF THE DEVELOPMENT IN THE VILLAGE AND TOWN OF LOWVILLE, LEWIS COUNTY, NEW YORK OF A PROFESSIONAL MEDICAL ARTS AND HEALTH CARE FACILITY AND RELATED INFRASTRUCTURE; DETERMINING COMPLIANCE WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SUCH PROJECT; DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO SUCH PROJECT; AND AUTHORIZING PUBLIC HEARINGS WITH RESPECT TO SUCH FINANCING.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 62 of the Laws of 1973 of the State of New York, as amended and codified as Section 903 of the General Municipal Law (the "Act"), the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY (the "Agency") was created with the authority and power to own, lease and sell property and to issue its bonds as authorized by the Act; and

WHEREAS, VICTORIAN LAKE, LLC (the "Company") has presented an application (the "Application") to the Agency, copies of which were circulated at this meeting and a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of: (A) the exterior and interior structural renovation and improvement of the former Village of Lowville offices and related infrastructure (the "Improvements") for the purpose of operating and leasing space for professional medical arts

and other health care services at 5402 Dayan Street, Lowville, New York (the "Land"), and (B) the acquisition and installation of machinery, equipment and other tangible personal property in, upon and around the Improvements and the Land (the "Equipment"; and collectively with the Land and the Improvements, the "Facility"), and (C) paying certain costs and expenses incidental to those activities (the costs associated with items A and B above being hereinafter collectively referred to as "Project Costs"); and

WHEREAS, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (1) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Improvements or constituting Equipment, (2) the retention of title to the Facility by the Agency for a period of time so as to enable the Company to enter into an agreement regarding payments in lieu of real property taxes (a "PILOT Agreement") with the Agency for the benefit of each municipality and school district having taxing jurisdiction over the Project and the Facility, and (3) an exemption from all mortgage recording taxes with respect to any qualifying mortgage on the Facility (or such interest in the Facility as is conveyed to the Agency) to secure bonds or notes executed by the Company for the purpose of obtaining financing for some or all of the costs of the Project; and

WHEREAS, Michael Tabolt, the chairman of the Lewis County Board of Legislators, had determined and advised the Agency that the Project and Facility would make available services which would not otherwise be reasonable accessible to the residents of the Village of Lowville and the County of Lewis because of a lack of facilities offering the services contemplated to be offered by the Facility; and

WHEREAS, the Agency understands that the Village of Lowville, as lead agency, has in reviewing and approving the issuance of a building permit for the Project conducted an environmental assessment, including a review of environmental impact statements, to determine whether the Project would have a significant impact on the environment under the applicable standards of Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (said law and regulations hereinafter collectively referred to as "SEQR") and has concluded that the Project would have no negative environmental impact;

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

Section 1. Based upon the representations made by the Company to the Agency in the Company's application, and otherwise, and based also on a review of the Project concept and plans by the members of the Agency, 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) It is desirable and in the public interest for the Agency to (i) acquire title to or a leasehold interest in the Improvements, the Land and the Equipment, (ii) sell or sublease the Agency's interest in the Improvements, the Land and the

Equipment to the Company pursuant to an agreement or agreements to be negotiated, and (iii) make available to the Company the other elements of the Financial Assistance; and

- (C) The Agency has the authority to take the actions contemplated herein under the Act; and
- (D) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in Lewis County and otherwise furthering the purposes of the Agency as set forth in the Act; and
- (E) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and

Section 2. The granting of other contemplated Financial Assistance for the Project, other than the sales tax benefits previously approved by the Agency, shall be subject to:

- (A) The conducting of all necessary public hearings relating to the Project, the Facility, and the proposed Financial Assistance which are required by the Act;
- (B) Agreement by the Agency and the Company on terms for the PILOT Agreement which are consistent with the Agency's uniform tax exemption policy.

Section 3. From and after the adoption of this Resolution, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for or contemplated herein on the part of the Agency, and the Chairman and the Executive Director of the Agency are further authorized to perform such acts and things and to execute all such documents on the Agency's behalf as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution.

Section 4. The chairman and the executive director of the Agency, or either one of them, is hereby empowered on its behalf to schedule such public hearings of the Agency with regard to the Project, including any associated with the Agency's entry into the PILOT Agreement, as are required by the Act and to execute such documents as may be required to effect and facilitate the granting of the Financial Assistance in accordance with the terms of this Resolution.

Section 5. Thomas A. Campany, as counsel to the Agency, is hereby authorized to prepare for submission to the Agency all documents necessary to effect the authorization of the Project and the granting of the Financial Assistance.

Section 6. The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 7. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote of the members on roll call, and the result was as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Jack T. Bush	[X]	[]	[]	[]
Mickey Lehman	[X]	[]	[]	[]
Roscoe Fawcett	[X]	[]	[]	[]
Gerald Haenlin	[X]	[]	[]	[]
Edward Boliver	[]	[]	[]	[X]
Stevie Smith	[X]	[]	[]	[]

The Resolutions were thereupon duly adopted.



Thomas A. Campany, Acting Secretary