

At a regular meeting of Tioga County Industrial Development Agency (the "Agency") was convened in public session at the Hubbard Auditorium, 56 Main Street, Owego, Tioga County, New York on Wednesday, October 3, 2018, at 4:30 o'clock p.m., local time.

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

PRESENT:	Ralph E. Kelsey	Chairman
	Kevin Dougherty	Vice Chairman
	Martha Sauerbrey	Secretary
	Aaron Gowan	Treasurer
	Kevin Gillette	Member
	Tracy Monell	Member
	Jenny Ceccherelli	Member

ABSENT:

AGENCY STAFF PRESENT:

Lee Ann Tinney	Economic Development & Planning
Bryant Myers	Executive Director
Joseph B. Meagher, Esq.	Agency Counsel

The following resolution was offered by Ms. Ceccherelli, seconded by Mr. Gowan, to wit:

RESOLUTION AUTHORIZING A SALE/LEASEBACK OR LEASE/LEASEBACK TRANSACTION TO FACILITATE THE ACQUISITION, CONSTRUCTION, AND EQUIPPING OF A CERTAIN STEEL GALVANIZING PRODUCTION FACILITY APPOINTING TBD HD LLC (THE "COMPANY") AS AGENT OF THE AGENCY FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, EQUIPPING, AND LEASING THE PROJECT AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS WITH RESPECT THERETO, INCLUDING A PAYMENT IN LIEU OF TAX AGREEMENT.

WHEREAS, the Tioga County 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, as amended (the "Enabling Act") and Chapter 534 of the 1971 Laws of the State of New York, as amended by Chapter 883 of the 1974 Laws of the State of New York, constituting Section 912 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, recreation and civic 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, reconstruct and equip one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to an application (the "Application") submitted to the Agency by TBD HD LLC (the "Company"), the members of the Agency, on September 5, 2018, adopted a resolution (the "Resolution") whereby the Agency preliminarily agreed, subject to numerous conditions, to consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of 35.58+/- acres of land located on the west side of State Route 38 in the Town of Owego, County of Tioga and State of New York (the "Land"); (2) the construction on the Land of a 47,000+/- square foot building, to include 42,000+/- square feet of manufacturing space and 5,000+/- square feet of office space (the "Facility"); and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment being hereinafter collectively referred to as the "Project"), all of the foregoing to be acquired by the Company as a steel galvanizing production facility, and any other directly or indirectly related activities; (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 taxes, mortgage taxes and real property taxes (collectively, the "Financial Assistance"); (C) the lease of the Project from the Company to the Agency; and (D) the lease of the Project from the Agency back to the Company, or such other person(s) or entity(ies) as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in compliance with the provisions of Section 859-a of the Act, the Resolution indicated that the undertakings of the Agency contained therein are contingent upon the Agency making a determination to proceed with the Project following compliance by the Agency with the public notice and public hearing requirements set forth in Section 859-a of the Act; and

WHEREAS, pursuant to the authorization contained in the Resolution, the Chairman of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the "Public Hearing"), to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on September 6, 2018 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located; (B) caused notice of the Public Hearing to be published on September 11, 2018 in the Press and Sun Bulletin, a newspaper of general circulation available to residents of the Town of Owego; (C) conducted the Public Hearing on September 27, 2018 at 5:30 o'clock p.m., local time, at the Hubbard Auditorium, Ronald E. Dougherty County Office Building in the Town of Owego, Tioga County, New York; and (D) prepared a report of the Public Hearing (the "Report") which fairly summarized the views presented at said Public Hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, "SEQRA"), the Agency has determined that the Project constitutes an "unlisted action" that will not have a "significant effect on the environment" (as such quoted terms are defined in SEQRA); and

WHEREAS, in order to complete the documentation necessary to consummate the aforesaid Project described in the Notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"):

- (A) a lease agreement (and a memorandum thereof) (the “Lease Agreement”) by the Company to the Agency, pursuant to which, among other things, the Agency acquires an interest in the Project;
- (B) a leaseback agreement (and a memorandum thereof) (the “Leaseback Agreement”) by the Agency to the Company, pursuant to which, among other things, the Company agrees to undertake and complete the Project as agent of the Agency and the Company further agrees to leaseback the Project from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project;
- (C) a payment-in-lieu-of-tax agreement (the “Payment-in-Lieu-of-Tax Agreement”) by and between the Company and the Agency, pursuant to which the Company agrees to make payments in lieu of taxes with respect to the Project as set forth in Exhibit “A” attached hereto; and
- (D) a project agreement (the “Project Agreement”) by and between the Company and the Agency;
- (E) an agency agreement (the “Agency Agreement”) authorizing the Company to act as the agent of the Agency for the purpose of the construction and equipping of the Project;
- (F) a sales tax exemption letter partially exempting the Company from sales tax for purchases related to the Project which would, otherwise, be subject to tax; and
- (G) any and all documents necessary to effect this Project (the “Closing Documents”).

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF TIOGA 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; and
- (B) The Project constitutes a “project”, as such term is defined in the Act; and
- (C) The construction and equipping of the Project, the lease of the Project by the Company to the Agency, and the lease of the Project back to the Company by the Agency will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Tioga County, New York and the State of New York and improve their standard of living; and
- (D) Having reviewed the report of the Public Hearing and having fully considered all comments contained therein, the Agency hereby further determines that it is desirable and in the public interest for the Agency to proceed with the Project and enter into the Agency Documents.

SECTION 2. In consequence of the foregoing, the Agency hereby determines to: (A) proceed with the Project; (B) acquire the Project from the Company pursuant to the Lease Agreement; (C) construct and equip the Project, or cause the Project to be constructed and equipped; (D) lease the Project back to the Company pursuant to the Leaseback Agreement

between the Agency and the Company pursuant to which, among other things, the Company shall be obligated (1) to pay all costs incurred by the Agency with respect to the Project, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project, and (2) to comply with the provisions of the Act applicable to beneficiaries of financial assistance from the Agency; and (E) enter into the Payment-in-Lieu-of-Tax Agreement.

SECTION 3. The Agency is hereby authorized to acquire (A) a leasehold interest in the Project pursuant to the Lease Agreement by the Company to the Agency, and (B) title to the Equipment pursuant to a bill of sale (the "Bill of Sale") by the Company to the Agency and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

SECTION 4. The Agency is hereby authorized to construct and equip the Project described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such construction and equipping are hereby approved, ratified and confirmed.

SECTION 5. The form and substance of the Agency Documents (in substantially the forms presented to this meeting) are hereby approved.

SECTION 6. The Chairman, Vice Chairman, or Secretary of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents and, where appropriate, the 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 thereof presented to this meeting, with such changes, variations, omissions and insertions thereto as the Chairman, Vice Chairman, or Secretary shall approve, the execution thereof by the Chairman, Vice Chairman, or Secretary to constitute conclusive evidence of such approval.

SECTION 7. 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 Agency 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 the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

SECTION 8. 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:

Ralph E. Kelsey	voting	Yes
Kevin Dougherty	voting	Absent for Voting
Martha Sauerbrey	voting	Yes
Aaron Gowan	voting	Yes
Tracy Monell	voting	Absent for Voting
Kevin Gillette	voting	Absent for Voting
Jenny Ceccherelli	voting	Yes

The Resolution was thereupon declared duly adopted.

STATE OF NEW YORK:
 : ss.:
COUNTY OF TIOGA :

I, the undersigned Secretary of Tioga County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the annexed extract of the minutes of the meeting of the Agency, including the Resolution contained therein, held on October 3, 2018, 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 such proceedings of the Agency and of such Resolution set forth therein and insofar 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 public notice of the time and place of said meeting was duly given in accordance with such Article 7, 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 7th day of November, 2018.


Martha Sauerbrey
Secretary

(SEAL)

EXHIBIT "A"

SEE ATTACHED PILOT SCHEDULE

PROPOSED PAYMENT-IN-LIEU-OF-TAX

The following is a standard PILOT applied for by TBD HD, LLC.

Year	Estimated Real Property Tax*	Estimated PILOT payment amount	Real Property Tax Abatement
1	\$164,316.32	0	\$164,316.32
2	\$167,602.65	\$16,760.26	\$150,842.39
3	\$170,954.70	\$34,190.94	\$136,763.76
4	\$174,373.79	\$52,312.14	\$122,061.65
5	\$177,861.27	\$71,144.51	\$106,716.76
6	\$181,418.49	\$90,709.25	\$90,709.24
7	\$185,046.86	\$111,028.12	\$74,018.74
8	\$188,747.80	\$132,123.46	\$56,624.34
9	\$192,522.76	\$154,018.21	\$38,504.55
10	\$196,373.21	\$176,735.89	\$19,637.32
Total	\$1,799,217.85	\$839,022.77	\$960,195.07