

**RESOLUTION CONSENTING TO ADDITIONAL FACILITIES
SCHLUTER SYSTEMS L.P. PROJECT**

A regular meeting of County of Clinton Industrial Development Agency (the "Agency") was convened in public session in the offices of the Agency located at 137 Margaret Street, Suite 208 in the City of Plattsburgh, Clinton County, New York on March 16, 2020 at 12:00 o'clock noon, 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:

Trent Trahan	Chairperson
David Hoover	Vice Chairperson
Michael E. Zurlo	Secretary
Mark Leta	Member
John VanNatten	Member

ABSENT:

Keith Defayette	Treasurer
Kim Murray	Assistant Secretary

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Renee McFarlin	Executive Director
Jeanene Bell	Executive Assistant
Christopher C. Canada, Esq.	Agency Counsel
George W. Cregg, Jr., Esq.	Agency Counsel

The following resolution was offered by J. VanNatten, seconded by M. Leta, to wit:

Resolution No. 03-20-05

**RESOLUTION CONSENTING TO ADDITIONAL FACILITIES WITH RESPECT TO
THE SCHLUTER SYSTEMS L.P. 2019 MANUFACTURING PROJECT**

WHEREAS, County of Clinton 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 225 of the 1971 Laws of New York, as amended, constituting Section 895-f 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, 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 install one or more “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

WHEREAS, on February 4, 2019 (the “Closing”), the Agency entered into a lease agreement dated as of February 1, 2019 (the “Lease Agreement”) by and between the Agency and Schluter Systems L.P., a New York State limited partnership (the “Company”) for the purpose of undertaking a project (the “Project”) consisting of the following: (A) (1) the acquisition of an interest in a portion of an approximately 9.51 acre parcel of land located at Pleasant Ridge Road (Tax Map No. 232.-3-10.1) in the Town of Plattsburgh, Clinton County, New York (collectively, the “Land”), (2) the construction on the Land of an approximately 45,000 square foot industrial facility to include material storage silos, loading docks, parking area and other site improvements (collectively, the “Facility”) and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property, including without limitation, tenant improvement and finish (collectively, the “Equipment”) (the Land, the Facility, and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute a manufacturing facility and other directly and 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 and use taxes, real property taxes, real property transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease of the Project Facility to the Company pursuant to the Lease Agreement; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement, (A) the Company executed and delivered to the Agency (1) a certain lease to agency dated as of February 1, 2019 (the “Lease to Agency”) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company leased to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the “Leased Premises”); and (2) a certain license agreement dated as of February 1, 2019 (the “License to Agency”) by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company granted to the Agency (a) a license to enter upon the balance of the Land (the “Licensed Premises”) for the purpose of undertaking and completing the Project and (b) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement; (B) the Company and the Agency executed and delivered (1) a certain payment in lieu of tax agreement dated as of February 1, 2019 (the “Payment in Lieu of Tax Agreement”) by and between the Agency and the Company, pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility, (2) a certain recapture agreement (the “Section 875 GML Recapture Agreement”) by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes and (3) a certain uniform project benefits agreement dated as of February 1, 2019 (the “Uniform Project Benefits Agreement”) relating to the granting of the Financial Assistance by the Agency to the Company and (C) the Agency filed with the assessor and mailed to the chief executive officer of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form 412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (the “Real Property Tax Exemption Form”) relating to the Project Facility and the Payment in Lieu of Tax Agreement (the above enumerated documents collectively referred to as the “Basic Documents”); and

WHEREAS, the Company has made a request to the Agency (the “Request”), which Request is attached hereto as Exhibit A, that the Agency consent to the addition of two (2) silos to the Project Facility (collectively, the “Additional Facilities”); and

WHEREAS, pursuant to Section 4.1(B) of the Lease Agreement, Agency consent is required for any material change in the Plans and Specifications (as defined in the Lease Agreement) (the "Consent"); and

WHEREAS, pursuant to 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 Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations" and collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Consent; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Consent in order to make a determination as to whether the Consent is subject to SEQRA, and it appears that the Consent constitutes a Type II action under SEQRA;

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

Section 1. Based upon an examination of the Consent and discussions with Agency Counsel, the Agency hereby makes the following determinations:

(A) The Consent constitutes a "Type II action" pursuant to 6 NYCRR 617.5(c)(9), and therefor that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Consent.

(B) That since compliance by the Agency with the Consent will not result in the Agency providing more than \$100,000 of "financial assistance" (as such quoted term is defined in the Act), Section 859-a of the Act does not require a public hearing to be held with respect to the Consent.

Section 2. Subject to (A) compliance with the terms and conditions in the Lease Agreement with respect to the Request, (B) approval of any consent and related documents with respect to the Request (collectively, the "Consent Documents") by counsel to the Agency, and (C) payment by the Company of all fees and expenses of the Agency in connection with the Request and the delivery of the Consent Documents, including the fees of Agency Counsel, the Agency hereby (a) consents to the Request and (b) determines to enter into the Consent Documents.

Section 3. Subject to the satisfaction of the conditions described in Section 2 hereof, the Chairperson (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Subagent 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 the forms thereof as the Chairperson (or Vice Chairperson) shall approve, the execution thereof by the Chairperson (or Vice Chairperson) to constitute conclusive evidence of such approval.

Section 4. 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 Consent 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 Consent Documents binding upon the Agency.

Section 5. 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:

Trent Trahan	VOTING	YES
David Hoover	VOTING	YES
Michael E. Zurlo	VOTING	YES
Kim Murray	VOTING	EXCUSED
Keith Defayette	VOTING	EXCUSED
Mark Leta	VOTING	YES
John VanNatten	VOTING	YES

The foregoing Resolution was thereupon declared duly adopted.

EXHIBIT A

REQUEST

- SEE ATTACHED -



P R O F I L E O F I N N O V A T I O N

February 25, 2020

County of Clinton Industrial Development Agency
137 Margaret Street, Suite 209
Plattsburgh, New York 12901
Attention: Chairman (Hand Delivery to Office)

Christopher C. Canada, Esq.
Hodgson Russ LLP
677 Broadway, Suite 301
Albany, New York 12207 (CERTIFIED MAIL R/R/R)

RE: Schluter Systems L.P. 02-01-2019 Straight Lease Financing

Dear Sirs:

I am writing to follow up on the verbal notice I provided the Agency when requesting consent to the splitting of the vacant lands on the Thin Set Facility, which was and is the subject of a Underlying Lease to the Agency, dated 02-01-2019 and Lease back to the Company dated 02-01-2019, to the extent necessary so as to proceed with our present application for our R & D facility on such vacant lands.

Further, the Underlying Lease referenced above also requires Agency consent of Additions to the Project Facility. As I have noted, the Thin Set Facility has two silos and we are expanding by adding two additional silos. Accordingly, we respectfully give notice and ask for your written consent for the same.

I provide herewith, a proposed description for release of lands from the 02-01-2019 Lease and Underlying Lease that will be the subject parcel for the R & D unless Mr. Canada instructs otherwise.

Should you have any questions herewith, please contact me.

Respectfully requested,

A handwritten signature in black ink, appearing to read "C. J. Madonna".

C. J. Madonna
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cmadonna@schluter.com

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