

**SEQR RESOLUTION
BLUEWATER I LLC PROJECT**

A regular meeting of the Town of Montgomery Industrial Development Agency (the "Agency") was convened in public session in the Town Hall located at 110 Bracken Road in the Town of Montgomery, Orange County, New York on November 12, 2019 at 5:30 o'clock p.m., 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:

Jeffrey D. Crist	Chairperson
Edwin Williams	First Vice Chairperson
Stephen Rainaldi	Second Vice Chairperson
Matthew P. Stoddard	Treasurer
John W. Dickson	Member
John Macioce	Member
Robert Santo	Member

ABSENT:

None

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Suzanne Hadden	Clerical and Recording Secretary
Robert J. McLaughlin, Esq.	Agency Counsel

The following resolution was offered by John W. Dickson, seconded by Matthew P. Stoddard, to wit:

Resolution No. _____

**RESOLUTION AUTHORIZING THE ISSUANCE OF A FINDINGS STATEMENT
RELATIVE TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT FOR THE
BLUEWATER I LLC PROJECT**

WHEREAS, Town of Montgomery 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 527 of the 1971 Laws of New York, as amended, constituting Section 911-c 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 commercial, manufacturing 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, Bluewater I LLC, a Delaware limited liability company (the “Company”), or such other person(s) or entities as may be designated by the Company and agreed upon by the Agency (collectively the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 187 acre parcel of land located at NYS Route 17K and 747, AKA 635 International Drive in the Town of Montgomery, Orange County, New York (tax map numbers 31-1-64; 31-1-65.22; 31-1-70.2 and 31-1-89) (collectively the “Land”), (2) the construction on the Land of an approximately 1,010,880 square foot facility with related site work and exterior improvements (the “Facility”), and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (collectively, the “Equipment”), all of the foregoing to constitute a warehouse/distribution facility (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (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 estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person(s) or entities as may be designated by the Company and agreed upon by 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 (the “SEQR Act”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6NYCRR Part 617, as amended (collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA and the Regulations prior to making a final determination whether to undertake the Project; and

WHEREAS, to aid the Agency in determining whether the Project may have significant effect upon the environment, the Company has submitted to the Agency the following documents with respect to the Project: (A) an environmental assessment form (the “EAF”) dated March 16, 2018; (B) a final environmental impact statement (the “FEIS”) completed on August 1, 2019 by the Town of Montgomery Planning Board (the “Town Planning Board”), as lead agency pursuant to SEQRA; and (C) a findings statement with respect to the FEIS adopted on September 24, 2019 by the Town Planning Board (the “Planning Board Findings Statement”); and

WHEREAS, pursuant to SEQRA, (A) the staff of the Agency have received a copy of the (1) EAF, (2) FEIS, and (3) Planning Board Findings Statement (collectively the “Reviewed Materials”) and (B) the staff of the Agency have reviewed the Reviewed Materials; and

WHEREAS, at this meeting, (A) the staff of the Agency have discussed with the members of the Agency the results of the review of the Reviewed Materials conducted by the staff of the Agency; (B) a copy of the Planning Board Findings Statement was presented to the members of the Agency; (C) the staff of the Agency has discussed the Planning Board Findings Statement with the members of the Agency; (D) the members of the Agency have reviewed and considered the Planning Board Findings Statement; and (E) the members of the Agency have reviewed the Reviewed Materials; and

WHEREAS, the Agency now desires to adopt the Planning Board Findings Statement as the Agency's written findings statement relative to the Project, as required by Section 617.11(c) of the Regulations;

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

Section 1. Based upon (A) the discussions held by the members of the Agency at this meeting respecting the Reviewed Materials and (B) the review of the Planning Board Findings Statement conducted by the members of the Agency at this meeting, the Agency hereby (1) makes the findings and provides the rationale for such findings as set forth in the Planning Board Findings Statement, which Planning Board Findings Statement is hereby incorporated into and made a part of this Resolution, and (2) adopts the Planning Board Findings Statement as the Agency's written findings statement relative to the Project, as required by Section 617.11(c) of the Regulations.

Section 2. Based upon the foregoing, the Agency hereby finds and determines that:

A. The Agency has reviewed the Reviewed Materials and has considered the relevant environmental impacts, facts and conclusions disclosed in the Reviewed Materials;

B. The Agency has weighed and balanced the relevant environmental impacts identified in the Reviewed Materials with social, economic and other considerations;

C. The Agency has reviewed the Act, the Reviewed Materials, including the Planning Board Findings Statement, and based on said materials, the Agency finds no compelling reason not to proceed with the Project;

D. The requirements of SEQRA have been met with respect to the Project; and

E. As set forth in the Planning Board Findings Statement as adopted by the Agency as the Agency's written findings statement relative to the Project (Exhibit A), consistent with social, economic and other essential considerations, from among the reasonable alternatives available, (1) the Project minimizes adverse environmental impacts to the maximum extent practicable and (2) adverse environmental effects revealed in the Reviewed Materials will be minimized or avoided to the maximum extent practicable by incorporating as conditions to the decision those mitigative measures that were identified as practicable in the Reviewed Materials.

Section 3. In consequence of the foregoing, the Agency hereby makes a determination to proceed with the Project.

Section 4. The Chairperson, any Vice Chairperson and/or Chief Executive Officer of the Agency is hereby directed to (A) send a copy of this Resolution to the chief executive officer of the Town of Montgomery, New York; (B) send a copy of this Resolution to the Lead Agency; (C) send a copy of this Resolution to each entity identified by the Agency as an "involved agency" with respect to the Project (as such quoted term is used in SEQRA), (D) send a copy of this Resolution to the Company; (E) send a copy of this Resolution to each other person who has requested a copy of same, and (F) place a copy of this Resolution in the files of the Agency that are readily accessible to the public and made available on request.

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:

Jeffrey D. Crist	VOTING	YES
Edwin Williams	VOTING	YES
Stephen Rainaldi	VOTING	NO
Matthew P. Stoddard	VOTING	YES
John W. Dickson	VOTING	YES
John Macioce	VOTING	YES
Robert Santo	VOTING	ABSTAIN

The foregoing Resolution was thereupon declared duly adopted.

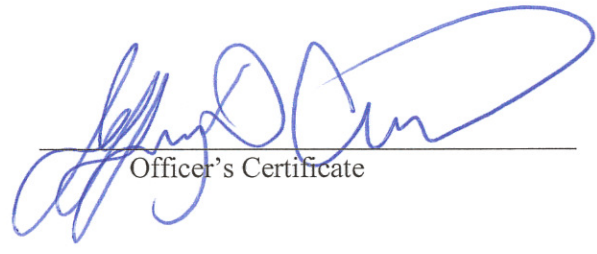
STATE OF NEW YORK)
) SS.:
COUNTY OF ORANGE)

I, the undersigned ^{Chair} (~~Assistant~~) Secretary of the Town of Montgomery Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on November 12, 2019 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein 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 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 due notice of the time and place of said meeting was duly 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.

15 IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this day of November, 2019.



Officer's Certificate



EXHIBIT A

AGENCY FINDINGS STATEMENT

In accordance with Article 8 (State Environmental Quality Review) of the Environmental Conservation Law (the "Act"), and the statewide regulations under the Act (6 NYCRR Part 617) (the "Regulations"), Town of Montgomery Industrial Development Agency (the "Agency") has received an application (the "Application") from Bluewater I LLC (the "Company"), which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 187 acre parcel of land located at NYS Route 17K and 747, AKA 635 International Drive in the Town of Montgomery, Orange County, New York (tax map numbers 31-1-64; 31-1-65.22; 31-1-70.2 and 31-1-89) (collectively the "Land"), (2) the construction on the Land of an approximately 1,010,880 square foot facility with related site work and exterior improvements (the "Facility"), and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (collectively, the "Equipment"), all of the foregoing to constitute a warehouse/distribution facility (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (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 estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person(s) or entities as may be designated by the Company and agreed upon by the Agency.

To aid the Agency in determining whether the Project may have significant effect upon the environment, the Company has submitted to the Agency the following documents with respect to the Project: (A) an environmental assessment form (the "EAF") dated March 16, 2018; (B) a final environmental impact statement (the "FEIS") completed on August 1, 2019 by the Town of Montgomery Planning Board (the "Town Planning Board"), as lead agency pursuant to SEQRA; and (C) a findings statement with respect to the FEIS adopted on September 24, 2019 by the Town Planning Board (the "Planning Board Findings Statement") a copy of which is attached to and made a part of this findings statement as Exhibit B.

On November 12, 2019, by resolution adopted by the members of the Agency, the Agency adopted the Planning Board Findings Statement as the Agency's written findings statement relative to the Project, as required by 6 NYCRR 617.11(c). This written findings statement has been prepared in accordance with Article 8 of the Environmental Conservation Law.

Additional information may be obtained from the following: Jeffrey D. Crist, Chairperson, Town of Montgomery Industrial Development Agency, 110 Bracken Road Montgomery, New York 12549; Telephone No. (845) 649-3930.

EXHIBIT B

PLANNING BOARD FINDINGS STATEMENT