

**RESOLUTION
USEF SAILFISH, LLC PROJECT – ARNOT-HABER HOUSE**

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 9, 2022 at 1:00 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	Chair
John Dickson	First Vice Chair and Member
Matthew P. Stoddard	Treasurer and Member
Robert Santo	Member
George DeClue	Member

ABSENT:

J. Thomas Jones	Second Vice Chair and Member
Meghan Hurlburt	Administrative Secretary

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Felicia Kalan	Executive Director
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ALSO PRESENT:

Ashley N. Torre, Esq.	Agency Counsel
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The following resolution was offered by Matthew P. Stoddard, seconded by George DeClue, to wit:

Resolution No. 1122-2

RESOLUTION DETERMINING THAT ACTION TO GRANT MODIFIED APPROVALS FOR THE USEF SAILFISH, LLC PROJECT WILL NOT HAVE A SIGNIFICANT IMPACT ON THE ENVIRONMENT AND AUTHORIZING FIRST AMENDMENT TO LEASE/LEASEBACK TRANSACTION FOR THE USEF SAILFISH, LLC PROJECT AND THE EXECUTION OF DOCUMENTS IN CONNECTION THEREWITH.

WHEREAS, Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "Enabling Act") was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York; and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State of New York (the "State") and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction, which shall be suitable for manufacturing, warehousing, research, commercial or industrial purposes, in order to advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Enabling Act further authorizes each such agency, for the purpose of carrying out any of its corporate purposes, to lease or sell any or all of its facilities, whether then owned or thereafter acquired; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 527 of the Laws of 1971 of the State (collectively, with the Enabling Act, the "Act") and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so advance the job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

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 and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in December, 2018, 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, by resolution adopted by the members of the Agency on January 14, 2019 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chairperson of the Agency (A) caused notice of a public hearing of the Agency (the "Public Hearing") pursuant to Section 859-a of the Act, 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 and hand delivered on January 28, 2019 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on January 28, 2019 on a bulletin board located at Town Hall located at 110 Bracken Road in the Town of Montgomery, Orange County, New York; (C) caused notice of the Public Hearing to be published on January 30, 2019 in the Wallkill Valley Times, a newspaper of general circulation available to the residents of the Town of Montgomery, Orange County, New York; (D) conducted the Public Hearing on February 12, 2019 at 5:45 o'clock p.m., local time at the office of the Agency located at 110 Bracken Road in the Town of Montgomery, Orange County, New York; and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Hearing Report to be made available 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 (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Company submitted to the Agency (A) the Final Environmental Impact Statement prepared with respect to the Project (the "FEIS") which was submitted and accepted by the Town of Montgomery Planning Board (the "Planning Board"), as the lead agency with respect to SEQRA on August 1, 2019, (B) the Planning Board's findings statement dated September 24, 2019 (the "Findings Statement") and (C) an environmental assessment form (the "EAF"); and

WHEREAS, by resolution adopted by the members of the Agency on November 12, 2019 (the "SEQR Resolution"), the Agency adopted the Findings Statement as the Agency's written Findings Statement relative to the Project, as required by 6NYCRR 6.17.11(c); and

WHEREAS, the Agency gave due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in the Town of Montgomery, Orange County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desired to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the Town of Montgomery, New York by undertaking the Project in the Town of Montgomery, Orange County, New York; and

WHEREAS, the Agency approved the Financial Assistance requested by the Company as set forth in the Agency's Approving Resolution dated November 12, 2019; and

WHEREAS, on December 2, 2019, the Agency received various documents, including an assignment application (the "Assignment") submitted by USEF Sailfish, LLC, (the "Assignee"), which requested consent to the designation and assignment of the Application, the Project and the Financial Assistance approved by the Agency for the benefit of the Company and the Project on November 12, 2019; and

WHEREAS, the Company submitted a letter dated November 29, 2019 in which the Company consented to the assignment to Assignee of (i) all of the Company's right, title, benefit, privileges and interest in, to and under the Application submitted by the Company in December 2018, and (ii) the Financial Assistance approved by the Agency for the benefit of the Company and the Project on November 12, 2019; and

WHEREAS, the Assignment and designation by the Company was consistent with the disclosures and statement set forth in the Application; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any "financial assistance" (as defined in the Act) of more than \$100,000, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desired to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project; and

WHEREAS, by resolution adopted by the members of the Agency on December 3, 2019 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project and the Assignment; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chairperson of the Agency (A) caused notice of a second public hearing for the Project of the Agency (the "Second Public Hearing" and with the Public Hearing, the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project, the Assignment and the Financial Assistance previously approved by the Agency with respect to the Project, to be mailed and hand delivered on December 5, 2019 and again on December 16, 2019 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on December 5, 2019 and again on December 16, 2019 on a bulletin board located at Town Hall located at 110 Bracken Road in the Town of Montgomery, Orange County, New York; (C) caused notice of the Public Hearing to be published on December 11, 2019 and on December 18, 2019 in the Wallkill Valley Times, a newspaper of general circulation available to the residents of the Town of Montgomery, Orange County, New York; (D) commenced the Public Hearing on January 6, 2020 at 5:30 o'clock p.m., local time at the Agency meeting room located at 110 Bracken Road, second floor, in the Town of Montgomery, Orange County, New York; (E) caused such Public Hearing to be live-streamed and archived and available to the members of the Agency and the public; (F)

prepared a written report of the Public Hearing (the "Hearing Report") presenting the views presented at such Public Hearing and caused copies of said Hearing Report to be made available to the members of the Agency and the public; (G) continued such Public Hearing on February 11, 2020 at 5:30 o'clock p.m., local time at the Agency meeting room located at 110 Bracken Road, second floor, in the Town of Montgomery, Orange County, New York; (H) caused such Public Hearing to be live-streamed and archived and available to the members of the Agency and the public; and (I) prepared a written report of the continuation of Public Hearing (the "Additional Hearing Report") presenting the views presented at such Public Hearing and caused copies of said Additional Hearing Report to be made available to the members of the Agency and the public; and

WHEREAS, in connection with the Application and the Financial Assistance approved on November 12, 2019, the Company made a request to the Agency (the "Original Pilot Request") to deviate from the Agency's uniform tax exemption policy (the "Policy") with respect to the payments to be made under a payment in lieu of tax agreement by and between the Agency and the Company (the "Proposed Pilot Agreement"); and

WHEREAS, the Assignee requested that the Assignment to be approved by the Agency include the Original Pilot Request; and

WHEREAS, pursuant to Section 874(4) of the Act and the Policy, prior to taking final action on a deviation from the Policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project is located (collectively, the "Affected Tax Jurisdictions") prior written notice of the proposed deviation from the Policy and the reasons therefore; and

WHEREAS, the Agency authorized the Chair, or his designee, by resolution dated December 3, 2019, to send a written notice to the chief executive officers of each of the Affected Tax Jurisdictions (the "First Deviation Notice") informing them that the Agency was considering a proposed deviation from the Policy with respect to the Project and the reasons therefore and soliciting any comments that such Affected Tax Jurisdictions may have with respect to said proposed deviation; and

WHEREAS, the Town Board of the Town of Montgomery (the "Town Board") and the Valley Central School District (the "District") submitted written responses containing concerns with respect to the Project and the proposed deviation from the Policy as set forth in the First Deviation Notice; and

WHEREAS, the Agency considered the comments received from the Town Board and the District with respect to the First Deviation Notice; and

WHEREAS, on January 21, 2020, the Assignee made a revised Pilot Request (the "Revised Pilot Request" and with the Original Pilot Request, the "Pilot Request") to the Agency which would modify the Financial Assistance approved by the Agency on November 12, 2019; and

WHEREAS, pursuant to Section 874(4) of the Act and the Policy, the Agency authorized the Chair, or his designee, by resolution dated January 24, 2020, to send a written notice to the chief executive officers of each of the Affected Tax Jurisdictions (the "Second Deviation Notice") informing them that the Agency was considering a proposed deviation from the Policy with respect to the Project and the reasons therefore and soliciting any comments that such Affected Tax Jurisdictions may have with respect to said proposed deviation; and

WHEREAS, the Town Board and the District submitted written responses with respect to the Project and the proposed deviation from the Policy as set forth in the Second Deviation Notice; and

WHEREAS, the Town Board's response to the Second Deviation Notice stated the Town Board's support for the Project, the Assignment and the Pilot Request; and

WHEREAS, the District's response to the Second Deviation Notice set forth certain concerns regarding the Project which reservations the Agency has duly considered; and

WHEREAS, pursuant to SEQRA Act and the Regulations, the Company previously submitted, and by reason of the Assignment, the Assignee resubmitted, to the Agency (A) the FEIS which was submitted and accepted by the Town Board as the lead agency with respect to SEQRA on August 1, 2019, (B) the Findings Statement and (C) EAF; and

WHEREAS, by resolution adopted by the members of the Agency on February 14, 2020 (the "February SEQRA Resolution"), the Agency confirmed and re-adopted the Findings Statement as the Agency Findings Statement relative to the Assignment and the Project, as required by the Regulations; and

WHEREAS, by further resolution adopted by the members of the Agency on February 14, 2020 (the "Approving Resolution"), the Agency determined to assign the Financial Assistance to USEF Sailfish, LLC (hereinafter, USEF Sailfish, LLC shall be referred to as the "Company") and to enter into a lease agreement dated as of August 1, 2020 (the "Lease Agreement") between the Agency and the Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the "Basic Documents"). Pursuant to the terms of the Lease Agreement, (A) the Company will agree (1) to cause the Project to be undertaken and completed, and (2) as agent of the Agency, to undertake and complete the Project and (B) the Agency has leased the Project Facility to the Company. The Lease Agreement grants to the Company certain options to acquire the Project Facility from the Agency; and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement (the "Closing"), (A) the Company executed and delivered to the Agency (1) a certain lease to agency dated as of August 1, 2020 (the "Lease to Agency") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Land and all improvements now or hereafter located on the Land (collectively, the "Leased Premises"); (2) a certain bill of sale dated as of August 1, 2020 (the "Bill of Sale to Agency"), which conveys to the Agency all right, title and interest of the Company in the Equipment, (B) the Company and the Agency executed and delivered (1) a certain payment in lieu of tax agreement dated as of August 1, 2020 (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree 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 August 1, 2020 (the "Uniform Project Benefits Agreement") relating to the granting of the Financial Assistance by the Agency to the Company, (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, (D) the Agency executed and delivered to the Company a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance and (E) the Agency filed with the New York State Department of Taxation and Finance the form entitled "IDA Appointment of Project Operator or Agent for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report"); and

WHEREAS, the providing of the Project Facility and the lease of the Project Facility to the Company pursuant to this Lease Agreement is for a proper purpose, to wit, to advance the job opportunities, health, general prosperity and economic welfare of the inhabitants of the State, pursuant to the provisions of the Act; and

WHEREAS, the Company has requested that the Agency release a portion of the Land from the Leased Land, as defined in the Lease Agreement, to facilitate compliance with the requirement to relocate and rehabilitate the historic Arnot-Haber House ("Haber House") as set forth in the Town of Montgomery Planning Board's Special Exception Use Permit and Site Plan Approval dated November 25, 2019, the Planning Board's Findings Statement dated September 24, 2019, adopted by resolution of the members of the Agency on November 12, 2019 as the Agency's SEQR Resolution, and the Final Environmental Impact Statement dated May 10, 2019, revised July 5, 2019; and

WHEREAS, the Agency is willing to accommodate the Company's request to release that portion of the Leased Land depicted as "Haber House - Lot 2" on that certain map entitled "Haber House Subdivision, Block No. 1, Lot No. 70.22, Town of Montgomery, Orange County, New York" prepared by Langan Engineering Environmental, Surveying, Landscape Architecture and Geology, D.P.C., dated as of July 16, 2021, last revised November 30, 2021 subject to the Town of Montgomery Planning Board's approval of the Haber House Subdivision; 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 (collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA and in the Regulations prior to making a final determination on the Company's request for modified approvals from the Agency; and

WHEREAS, the Agency has been informed that the Town of Montgomery Planning Board conducted an uncoordinated review of the Project when reviewing the subdivision application, and has issued a Negative Declaration on October 24, 2022 (the "Planning Board Negative Declaration"), determining that the subdivision will not have a "significant impact on the environment"; and

WHEREAS, the Agency must conduct its own uncoordinated review of the Project to determine whether the Project may have a "significant impact on the environment" and therefore require the preparation of an environmental impact statement; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant impact upon the environment, the Company has submitted to the Agency the Planning Board's Negative Declaration and the documents on which it was based, including a Short Environmental Assessment Form Part One (the "EAF") with respect to the Project, correspondence from the New York State Historic

Preservation Office, Arnot-Haber House Addendum to the Rehabilitation Plan, subdivision plat and related plans (collectively, the "SEQRA Documents"), copies of which were reviewed by the Agency and are on file at the office of the Agency; and

WHEREAS, the Agency has examined and reviewed the EAF and SEQRA Documents in order to make a determination as to the potential environmental significance of the Project;

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

Section 1. Based upon an examination of the EAF, the Planning Board Negative Declaration and SEQRA Documents, the criteria contained in 6 NYCRR § 617.7(c), and based further upon the Agency's knowledge of the action and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations pursuant to SEQRA:

A. The Project constitutes an "Unlisted Action" (as said quoted term is defined in SEQRA), and therefore coordinated review is not required;

B. The Agency hereby declares lead agency status in an "uncoordinated" review (as said quoted term is defined in SEQRA);

C. The Project will not have a significant adverse impact on the environment, and the Agency hereby issues a negative declaration pursuant to SEQRA, attached hereto as Exhibit A, which shall be filed in the office of the Agency in a file that is readily accessible to the public.

Section 2. The Executive Director of the Agency is hereby directed and authorized to distribute copies of this Resolution and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution, and to take all further actions deemed necessary and appropriate to fulfill the Agency's responsibilities under SEQRA.

Section 3. The Agency hereby releases that portion of the Leased Land depicted as "Haber House - Lot 2" on that certain map entitled "Haber House Subdivision, Block No. 1, Lot No. 70.22, Town of Montgomery, Orange County, New York" prepared by Langan Engineering Environmental, Surveying, Landscape Architecture and Geology, D.P.C., dated as of July 16, 2021, last revised November 30, 2021 subject to the Town of Montgomery Planning Board's approval of the Haber House Subdivision.

Section 4. The law firm of Naughton & Torre, LLP is hereby appointed Agency Counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 5. The Chair (or Vice Chair) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the documents to effect the transactions contemplated by this Resolution.

Section 6. (A) The Chair (or Vice Chair) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver amendments to the Lease to Agency, the Lease Agreement, the Payment in Lieu of Tax Agreement and any other documents, as determined by Agency Counsel, necessary to effect the transactions contemplated by this Resolution, 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 Chair (or Vice Chair) shall approve, the execution thereof by the Chair (or Vice Chair) 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. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 9. 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:

John W. Dickson	VOTING	AYE
Matthew P. Stoddard	VOTING	AYE
Jeffrey D. Crist	VOTING	AYE
Robert Santo	VOTING	AYE
George DeClue	VOTING	AYE
J. Thomas Jones	VOTING	ABSENT

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)

) SS.:

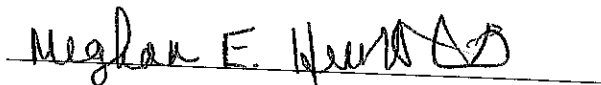
COUNTY OF ORANGE)

I, the undersigned (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 9, 2022 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14th day of November, 2022.



(Assistant) Secretary

(SEAL)

**EXHIBIT A:
NEGATIVE DECLARATION
(WITH SHORT EAF PARTS 2 & 3)**

State Environmental Quality Review Act
NEGATIVE DECLARATION
Notice of Determination of Non-Significance

This notice is issued pursuant to Part 617 of the implementing regulations pertaining to Article 8 (State Environmental Quality Review Act) of the Environmental Conservation Law. The Town of Montgomery Industrial Development Agency, as Lead Agency in an Uncoordinated Review, has determined that the proposed action described below will not have any significant adverse environmental impacts and a Draft Environmental Impact Statement will not be prepared.

Name of Action: USEF Sailfish, LLC – Release of Arnot-Haber House

Lead Agency: Town of Montgomery Industrial Development Agency
110 Bracken Road
Montgomery, New York 12549

Date of Action: November 9, 2022

SEQR Status: Unlisted

Conditioned
Negative Declaration: No

Description of Action: USEF Sailfish, LLC (“Company”) requests that the Town of Montgomery Industrial Development Agency (“Agency”) release a portion of land (1.117 acres) containing the historic Arnot-Haber House (“Haber House”) from the Leased Land, as defined in a lease agreement dated as of August 1, 2020 (the “Lease Agreement”), in connection with a previously approved warehouse/distribution facility project. The Company seeks to relocate and rehabilitate the Haber House in connection with the Planning Board’s Special Exception Use Permit and Site Plan Approval dated November 25, 2019, the Planning Board’s Findings Statement dated September 24, 2019, adopted by resolution of the members of the Agency on November 12, 2019 as the Agency’s SEQR Resolution, and the Final Environmental Impact Statement dated May 10, 2019, revised July 5, 2019. The Company proposes to subdivide the Leased Land into two lots, with the Haber House to be located on its own 1.117-acre lot and the previously approved project facility to be located entirely on the remaining 186.681 acres.

Location: NYS Route 17K and NYS Route 747 (International Drive)
Town of Montgomery, Orange County, New York
Tax Map Parcel # 31-1-70.22

Reasons Supporting this Determination:

The Town of Montgomery Industrial Development Agency (the “Agency”) went over Part 2 of the Environmental Assessment Form for the Project, a copy of which is attached hereto. No questions on Part 2 of the Environmental Assessment Form identified an impact identified as potentially moderate to large. However, where there is a need to explain why a particular element of the proposed action will not result in a significant adverse environmental impact, the Agency required a Part 3 evaluation of the magnitude and importance of the proposed action’s impacts.

Impact on Historic & Archeological Resources: The proposed action involves a building that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places, and the project site, or a portion of it, is located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory. The Haber House is eligible to be listed on the State and National Registers of Historic Places, and the DEC EAF Mapper indicates that the project site is in an archeologically sensitive area. SHPO had reviewed the original warehouse/distribution facility project and determined by letter dated June 24, 2019 that relocating the Haber House would have no adverse effect on archeological resources provided certain conditions were met. The proposed subdivision of the Haber House onto its own lot has also been submitted to SHPO for review. By letter dated June 17, 2022, SHPO has indicated it reviewed the Arnot-Haber House Addendum to the Rehabilitation Plan, dated June 1, 2022, and that such document fulfills several of the conditions of SHPO's 2019 determination letter. In the June 17th letter, SHPO has set forth the following newly completed/partially completed conditions:

1. *The rehabilitation plan, which will place the house back into a state of modern utility, will be fully executed within 2-years of relocation.* Most rehabilitation information has been provided within this report, except the finalized mechanical system and ADA accessibility information. Completed rehabilitation documentation will be provided under a separate submission.
2. *Appropriate access, parking area and buffering will be developed as part of the plan.* SHPO previously recommended the location of the ADA accessibility and parking be located at the rear or non-historic elevations of the house. The parking lot is proposed for installation on the north side of the house, which is acceptable. The included plan shows a new bluestone-tinted concrete ramp at the east elevation of the house. Please confirm if this is the final proposed installation location for the ADA ramp. Is it feasible for the ramp to be located at the west elevation?
3. *Applicant will provide ongoing upkeep and maintenance of the building before relocation, post relocation and post rehabilitation for a period of 5-years (post-rehabilitation) or until an appropriate long term tenant arrangement can be made.* Current owner is maintaining and rehabilitating the building and will do so until a new owner takes over maintenance of the building and incorporates a deed covenant for future compliance review with OPRHP.
4. *Applicant will first seek historic preservation groups, historical groups, museum or other similar tenants to utilize the house before residential tenants.*

Further, the Town of Montgomery Town Board adopted a Resolution on October 6, 2022 which provides that the Company's commitment to rehabilitate the Haber House in accordance with SHPO's requirements in the Rehabilitation Plan is being incorporated into the terms and conditions of the Town's acceptance of the donation of the Haber House lot. As a result, and based on the Company's compliance with the conditions in the SHPO comment letter, no significant adverse impacts to historic or archeological resources are anticipated.

Impacts on Plants and Animals: The DEC EAF Mapper has identified records of Indiana Bat (*Myotis sodalist*), a NYS and federal listed endangered species, near the project site. The action does not include any tree clearing or activities that may potentially disturb Indiana Bat habitat. Additionally, the Negative Declaration adopted by the Planning Board states that a note will be added to the subdivision plan indicating that tree clearing shall only be conducted October 1 through March 31 to avoid any potential impacts to this endangered species. Thus, the Company will be required to comply with the NYSDEC tree removal to avoid impacts to Indiana Bat and their habitats. As a result, no significant adverse impacts to plants and animals are anticipated.

Impact on Drainage, Runoff & Flooding: The only future disturbance proposed on the Haber House lot will be for construction of an on-site parking area; no further improvements are proposed on the remaining land. As a result, no significant adverse drainage, runoff or flooding impacts are anticipated.

The Town of Montgomery Industrial Development Agency finds that the proposed action will not result in any significant adverse environmental impacts by its approval, and therefore no further environmental review is necessary.

For Further Information, Contact:

Felicia Kalan, Executive Director
Town of Montgomery Industrial Development Agency
110 Bracken Road
Montgomery, New York 12549
Phone: 845-745-0349
Email: executivedirector@montgomeryida.com

A copy of this Notice has been filed with the Town of Montgomery Industrial Development Agency as SEQRA Lead Agency.

**Short Environmental Assessment Form
 Part 2 - Impact Assessment**

Part 2 is to be completed by the Lead Agency

Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept "Have my responses been reasonable considering the scale and context of the proposed action?"

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?	<input type="checkbox"/>	<input type="checkbox"/>
2. Will the proposed action result in a change in the use or intensity of use of land?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Will the proposed action impair the character or quality of the existing community?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. Will the proposed action impact existing: a. public / private water supplies? b. public / private wastewater treatment utilities?	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, ground water, air quality, flora and fauna)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Will the proposed action create a hazard to environmental resources or human health?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Short Environmental Assessment Form
Part 3 Determination of Significance

For every question in Part 2 that was answered "moderate to large impact may occur", or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

See attached Negative Declaration.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.

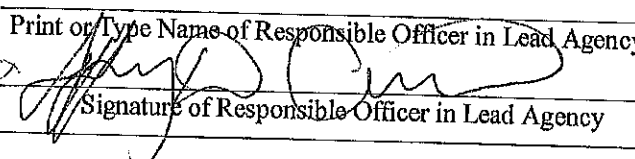
Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.

Town of Montgomery Industrial Development Agency _____
 Name of Lead Agency

Jeffrey D. Crist _____
 Chair

November 14, 2022 _____
 Date

Print or Type Name of Responsible Officer in Lead Agency _____
 Title of Responsible Officer

 _____
 Signature of Responsible Officer in Lead Agency

 Signature of Preparer (if different from Responsible Officer)

PRINT FORM