

**SEQR RESOLUTION
USEF SAILFISH, LLC PROJECT ASSIGNMENT**

A special 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 February 14, 2020 at 11:30 o'clock a.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	Secretary
Robert J. McLaughlin, Esq.	Agency Counsel

The following resolution was offered by Member Dickson, seconded by Member Macioce, to wit:

Resolution No.

**RESOLUTION AUTHORIZING THE ISSUANCE OF A FINDINGS STATEMENT
RELATIVE TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT FOR THE USEF
SAILFISH, LLC PROJECT ASSIGNMENT**

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, 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, at a regular meeting of the Agency held on November 12, 2019, to aid the Agency in determining whether the Project would have significant effect upon the environment, the Agency reviewed the Company's submission to the Agency consisting of 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, prior to the Agency meeting held on November 12, 2019, pursuant to SEQRA, (A) the staff of the Agency 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 reviewed the Reviewed Materials; and

WHEREAS, at the November 12, 2019 Agency meeting, (A) the staff of the Agency and Agency Counsel 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 and Agency Counsel discussed the Planning Board Findings Statement with the members of the Agency; (D) the members of the Agency reviewed and

considered the Planning Board Findings Statement; and (E) the members of the Agency reviewed the Reviewed Materials; and

WHEREAS, the Agency adopted 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 on 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, at this meeting, the staff of the Agency and Agency Counsel discussed with the members of the Agency the Agency Findings Statement adopted on November 12, 2019; and

WHEREAS, the Agency now desires to confirm and re-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, in connection with the proposed Assignment;

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 Agency Findings Statement adopted on November 12, 2019 in regards to the Project, which Agency Findings Statement is hereby incorporated into and made a part of this Resolution, the Agency confirms and re-adopts the Agency Findings Statement as adopted on November 12, 2019 in connection with the Project and the Project Assignment.

Section 2. In consequence of the foregoing, the Agency hereby makes a determination to proceed with the Assignment.

Section 3. 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 and the Assignee; (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 4. 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	YES

The foregoing Resolution was thereupon declared duly adopted.

I, the undersigned, 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 February 14, 2020 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 February, 2020.


Secretary

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 (in connection with the Application) and on February 14, 2020 (in connection with the Assignment), each 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 Agency 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.