

A regular meeting of Tioga County Industrial Development Agency (the "Agency") was convened in public session at the Ronald E. Dougherty County Office Building, 56 Main Street, in the Town of Owego, Tioga County, New York on June 3, 2015 at 5:30 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
	Raymond P. Case	Secretary
	Aaron Gowan	Treasurer
	Tracy Monell	Member
	Kevin Gillette	Member

ABSENT:

AGENCY STAFF PRESENT:

Lee Ann Tinney	Economic Development & Planning
Ruth Fiato	Business Administrator
Joseph B. Meagher, Esq.	Agency Counsel

The following resolution was offered by Raymond P. Case, seconded by Kevin Gillette, to wit:

RESOLUTION TAKING ACTION TOWARD A LEASE/
LEASEBACK TRANSACTION TO FACILITATE THE
FINANCING OF THE CONSTRUCTION AND EQUIPPING
OF A CERTAIN COMMERCIAL PROJECT, APPOINTING
NICHOLS CROSS DOCK, LLC (THE "COMPANY") AGENT
OF THE AGENCY FOR THE PURPOSE OF CONSTRUCTING
AND EQUIPPING THE FACILITY AND AUTHORIZING
THE EXECUTION AND DELIVERY OF AN AGREEMENT BY
AND BETWEEN THE AGENCY AND THE COMPANY WITH
RESPECT TO THE PROVIDING OF THE FACILITY.

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 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, Nichols Cross Dock, LLC (the "Company") has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file in the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the construction and equipping on approximately 20.854 acres of land located at 734 Stanton Hill Road in the Town of Nichols, County of Tioga and State of New York (the "Land") of a 52 door cross dock facility, a 24,560+/- square foot office, a 5,151+/- square foot building, and a 9,679+/- square foot vehicle repair shop, together with a fueling island and small truck lubrication shop as well as 169 truck parking spaces and 71 car parking spaces. In addition, the site has been designed to allow for an expansion of the service center to increase the number of doors to as many as 88 in addition to increased parking capacity (the "Facility") and (2) 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 leased by the Company as a transportation hub, 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 recording taxes and real property taxes (collectively, the "Financial Assistance"); and (c) the lease (with an obligation to purchase) of the Project to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given 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 Tioga County, New York, and (B) the completion of the Project will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located in the State of New York; and

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

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

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

Section 1. The Agency has reviewed the Application and, based upon the representations

as contemplated by Section 2 of this Resolution shall be subject to: (A) execution and delivery by the Company of the Agency Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Agency Agreement applicable to the Company; (B) agreement by the Agency and the Company on mutually acceptable terms for the conveyance of the Land to the Agency; (C) agreement between the Company and the Agency as to payment by the Company of payments-in-lieu-of-taxes with respect to the Project, together with the administrative fee of the Agency with respect to the Project; (D) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; (E) if any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance; and (F) the following additional condition(s): None.

Section 4. The form, terms and substance of the Agency Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and the Chairman or Vice Chairman of the Agency are hereby authorized, empowered and directed to execute and deliver said Agency Agreement in the name and on behalf of the Agency, said Agency Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Agency Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Agency Agreement as executed.

Section 6. The Agency hereby authorizes the Chairman of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with counsel to the Agency, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at such public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 7. The Chairman, Vice Chairman and Business Administrator of the Agency are

hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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	Aye
Kevin Dougherty	voting	Aye
Raymond P. Case	voting	Aye
Aaron Gowan	voting	Aye
Tracy Monell	voting	Aye
Kevin Gillette	voting	Aye

The foregoing Resolution was thereon declared duly adopted.

