

AUTHORIZING RESOLUTION

At a meeting of the Herkimer County Industrial Development Agency, Herkimer County, New York (the "Agency"), held at 420 E. German Street, Herkimer, New York on the 27th day of September, 2016 at 4:00 p.m., the following members of the Agency were:

Present: Vincent J. Bono, David Chlus, John Piseck, Catherine Ricci,
Michael Werenczak, Dan Reardon

Absent: John Scarano

Also Present: James Wallace, Steve Smith, Stacey Holleran and Anthony G. Hallak, Daniel Sargent

After the meeting had been duly called to order, the Chairman announced that the purpose of the meeting was to consider and take action on certain matters pertaining to Northern Safety Co., Inc. and Salvatore Longo Realty, LLC, (the "Companies")

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

AYE	NAY	ABSTAINED
*ALL	*NONE	*NONE

RESOLUTION AUTHORIZING THE AGENCY TO EXECUTE ALL RELEVANT CLOSING DOCUMENTS WITH RESPECT TO THE ACQUISITION OF AN INTEREST IN THE REAL PROPERTIES SITUATE IN THE TOWN OF FRANKFORT, COUNTY OF HERKIMER AND STATE OF NEW YORK AND THE PERSONAL PROPERTY TO BE ACQUIRED AND LOCATED THEREAT (the "Facilities") THROUGH A LEASE AGREEMENT, LEASING SAID FACILITIES BACK TO THE COMPANIES THROUGH SALES AND MORTGAGE TAX EXEMPTIONS; AND TO ADDRESS ENVIRONMENTAL ISSUES AND TO PROVIDE FOR INDEMNIFICATION OF THE AGENCY ON SUCH ISSUES RELATING TO THE PROJECT THROUGH THE

EXECUTION OF AN ENVIRONMENTAL COMPLIANCE AND INDEMNIFICATION AGREEMENT WITH THE COMPANIES (the "ECIA"); AND TO JOIN WITH THE COMPANIES IN THE EXECUTION OF A FEE AND LEASEHOLD MORTGAGE (IF NECESSARY), ASSIGNMENT OF LEASES AND RENTS AND SECURITY AGREEMENT (the "Mortgage") AMONG THE AGENCY AND NBT Bank (the "Bank"); TO PROVIDE FOR A RECAPTURE AGREEMENT RELATING TO THE CREATION OF JOBS AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, Northern Safety Co., Inc. and Salvatore Longo Realty, LLC, on behalf of itself and/or the principals of Northern Safety Co., Inc. and Salvatore Longo Realty, LLC (the "Companies") have applied to the Herkimer County Industrial Development Agency (the "Agency") to enter into a transaction relating to the renovation, construction of and equipping of existing structures and commercial space located at 126 Industrial Park Drive, Frankfort, NY (the "Improvements") Herkimer County, New York (the "Land"), and the acquisition and installation of equipment in the Improvements, all to be used by the Companies in connection with providing professional office space, training facilities and light manufacturing (the Land, Improvements and Equipment) are referred to collectively as the "Facilities" and the construction and equipping of the Improvements is referred to as (the "Project"); and

WHEREAS, the Companies will lease the Facilities to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York, and Chapter 372 of the Laws on 1970 of the State of New York, as may be amended from time to time (collectively the "Act") and the Agency will lease the Facilities back to the Companies pursuant to a Leaseback Agreement (the "Leaseback Agreement"); and

WHEREAS, the Companies will construct and equip the Project; and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facilities and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, representations made by the Companies in their Application for Financial Assistance support the finding that the Project will promote employment opportunities in the area served by the Agency by adding jobs over the next five (5) years; and

WHEREAS, the Companies intend to finance the project in part through a loan from the Bank and secured by the Mortgage; and

WHEREAS, the Companies have asked the Agency to join with the Companies in executing a Mortgage; and

WHEREAS, the Agency does not contemplate that it will provide financial assistance to the Companies in the form of abatements from real property taxes; and

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, a public hearing (the "Hearing") was held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facilities, could be heard; and

WHEREAS, notice of the Hearing was given prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, and such notice (together with proof of publication) was in the form annexed hereto as Exhibit A; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as Exhibit B; and

WHEREAS, the Agency has given due consideration to the application of the Companies and to representations by the Companies that the proposed lease-leaseback transaction is either an inducement to the Companies to maintain and expand the Facilities in the County or is necessary to maintain the competitive position of the Companies in its industry; and

WHEREAS, to aid the Agency in determining whether the Facilities may have a significant effect upon the environment, the Companies have prepared and submitted to the Agency an Environmental Assessment Form and related documents (the "Questionnaire") with respect to the Facilities, a copy of which is on file as the office of the Agency; and

Section 1. The Agency hereby finds and determines:

- (a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes of the Act and to exercise all powers granted to it under the Act; and
- (b) The Facilities constitutes a "project", such as that term is defined in the Act; and
- (c) The acquisition, construction, equipping and financing of the Facilities, and the leasing of the Facilities to the Companies will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Herkimer County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

- (d) The acquisition, construction and equipping of the Facilities is reasonably necessary to induce the Companies to maintain and expand its business operations in the State of New York; and
- (e) Based upon representations of the Companies, the Facilities conform with the local zoning laws and planning regulations of Herkimer County and all regional and local use plans for the area in which the Facilities are located; and
- (f) It is desirable and in the public interest for the Agency to acquire a leasehold interest in the Facilities and lease the Facilities back to the Companies; and
- (g) The Lease is an effective instrument whereby the Companies conveys a leasehold interest to the Agency; and
- (h) The Leaseback Agreement is an effective instrument whereby the Companies leases the Facilities from the Agency; and

Section 2. In consequence of the foregoing, the Agency hereby determines to acquire a leasehold interest in the Facilities from the Companies and to lease the Facilities back to the Companies and to execute and deliver the Lease Agreement, the Leaseback Agreement and memoranda thereof, the ECIA, the PILOT Agreement (if applicable), the Mortgage (if applicable), the Recapture Agreement and all related documents (collectively the Closing Documents).

Section 3. The form and substance of the Closing Documents (each in substantially the forms presented to the Agency and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 4.

- (a) The Chairman, Vice Chairman, Secretary or any member of the Agency and the Executive Director, Stephen Smith, are hereby authorized, on behalf of the Agency, to execute and deliver the closing documents, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, Vice Chairman, Secretary, Executive Director or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution. The execution thereof by the Chairman, Vice Chairman, Executive Director or any member of the Agency shall constitute conclusive evidence of such approval.

- (b) The Chairman, Vice Chairman, Secretary or member of the Agency and the Executive Director, Stephen Smith are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 5. 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 Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 Closing Documents binding upon the Agency.

STATE OF NEW YORK)
):ss.:
COUNTY OF HERKIMER)

I, Stacey Holleran, the undersigned Assistant Secretary of the Herkimer County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the Herkimer County Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on the 27th day of September, 2016 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

That the Closing Documents contained in this transcript of proceedings are each in substantially the substance presented to the Agency and/or approved by said meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 27th day of September, 2016.

HERKIMER COUNTY INDUSTRIAL
DEVELOPMENT AGENCY



Stacey Holleran, Assistant Secretary

Exhibit A

STATE OF NEW YORK)
)ss
County of Oneida)

Patricia Zehr _____ of the City of Utica, in said county, being duly sworn, says she is the Principal Clerk of the Utica Observer-Dispatch the Publishers of The Times-Telegram, a daily newspaper printed and published in the city of Utica, County and State aforesaid, and that an advertisement of which the attached is a copy, cut from the columns of said paper has been regularly published in said paper on each of the following dates:

7/13/16

Patricia Zehr

Sworn to before me this

13 day of July 2016
Theresa B. McFadden
NOTARY PUBLIC ONEIDA CO., N.Y.

THERESA B MCFADDEN
NOTARY PUBLIC-STATE OF NEW YORK
No. 01MC6303520
Qualified in Madison County
My Commission Expires May 12, 2018

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 25th day of July 2016, at 10:00 AM, local time at the Town Hall, Village of Frankfort, 201 Third Avenue, Herkimer County, New York, in connection with the following matter:

Northern Safety Co., Inc., a New York business corporation; and Salvatore Longo Realty, LLC, a New York limited liability corporation (the "Companies") has requested that the Agency consider undertaking; (i) to provide assistance through sales tax ~~and mortgage tax incentives~~ for the constructing, equipping, and financing of the above described project Facility (the "Assistance"), (ii) to construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of the renovation, construction, and equipping of existing structures into professional office space and training facilities, together with the renovation, constructing and equipping of current commercial space located at 126 Industrial Park Drive for office space and light manufacturing. The Project has an estimated cost of Five Million Thirty Six Thousand Twenty Three Dollars (\$5,036,023.00) (the "Project Costs").

A representative of the Agency will be at the above-stated time and place to review the project application, and hear comments and accept written statements from any persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility.

HERKIMER COUNTY
INDUSTRIAL
DEVELOPMENT AGENCY

Date: July 8, 2016
By Stacey J. Holleran
Assistant Secretary
TT: 7/13/2016

Exhibit B

PUBLIC HEARING MINUTES

**Herkimer County Industrial Development Agency
July 25, 2016
Northern Safety Co., Inc.
Town of Frankfort, Town Hall, 201 Third Avenue
Frankfort, NY 13340**

Stephen R. Smith introduced himself as the Executive Director of the Herkimer County Industrial Development Agency and opened the public hearing at 10:15 AM.

Mr. Smith appointed Stacey Holleran, Financial Manager of the Agency, to record the minutes of the hearing.

Mr. Smith also introduced Mr. Neil Sexton, President of Northern Safety Co., Inc.

Then Mr. Smith stated that on July 13, 2016 a Public Hearing notice was published in the legal section of the Times Telegram as well as being posted on the Agency website. The Agency also provided a copy to the CEO of all affected taxing jurisdictions. The following is the published notice:

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Herkimer County Industrial Development Agency (the "Agency") on the 25th day of July 2016, at 10:00 AM, local time at the Town Hall, Village of Frankfort, 201 Third Avenue, Herkimer County, New York, in connection with the following matter:

Northern Safety Co., Inc., a New York business corporation; and Salvatore Longo Realty, LLC, a New York limited liability corporation (the "Companies") has requested that the Agency consider undertaking; (i) to provide assistance through sales tax and mortgage tax incentives for the constructing, equipping, and financing of the above described project Facility (the "Assistance"), (ii) to construct, equip, and finance the Facility or to cause the Facility to be constructed, equipped, and financed; and (iii) to lease (with an obligation to purchase) or sell the Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Facility will consist of the renovation, construction, and equipping of existing structures into professional office space and training facilities, together with the renovation, constructing and equipping of current commercial space located at 126 Industrial Park Drive for office space and light manufacturing. The Project has an estimated cost of Five Million Thirty Six Thousand Twenty Three Dollars (\$5,036,023.00) (the "Project Costs").

A representative of the Agency will be at the above-stated time and place to review the project application, and hear comments and accept written statements from any persons

with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the Facility.

Any person interested in making a comment regarding the Project was invited to speak.

Mr. Jim Fresco and Mr. Neil Sexton stated they are in favor of the project. Mr. Fresco asked if the project involved Wurth Group. Mr. Sexton explained that Northern Safety Co., Inc. is now a subsidiary of Wurth Group. The project entails expansion of Northern Safety Co., Inc. offices, meeting rooms, video and photography studio, and a gymnasium. This area will house 50-70 people. Mr. Sexton also stated that they are expanding their product line from 100,000 products to 500,000 products.

The public hearing adjourned at 10: 24 AM

Respectfully Submitted,

A handwritten signature in cursive script that reads "Stacey J. Holleran".

Stacey J. Holleran
Financial Manager

Attachment: Sign in sheet

ATTENDEES - PUBLIC HEARING
NORTHERN SAFETY CO., INC. - 10:00 A.M. - JULY 25, 2016
TOWN HALL, TOWN OF FRANKFORT, 201 THIRD AVE., FRANKFORT, NY

NAME

ORGANIZATION

Stephen B. Smith

HCIDA

Stacey Holleran

HCIDA

Jim Fresco

Tof F assessor

Ally Sexton

Northern Safety