



WYOMING COUNTY INDUSTRIAL DEVELOPMENT AGENCY

AMENDED AND RESTATED
RESOLUTION TO APPROVE INCENTIVES FOR

Arcade REHC 1, LLC

February 24, 2017

(Original Resolution for Approval Dated November 12, 2015)

Whereas, Arcade REHC 1, LLC, on behalf of itself and affiliated individuals or entities (including entities to be formed to undertake the Project, as hereinafter defined) (collectively, the "Company") submitted an application to the WCIDA requesting financial assistance for the 18,000 sq. ft. expansion of its building at 7426 Tanner Parkway (the "Project") to be located in the Town of Arcade, and

Whereas, in order to provide financial assistance to the Company in connection with the construction of its existing building (referred to herein as the "2008 Project") located at 7426 Tanner Parkway, Arcade, New York (the "Premises"), WCIDA leased the Premises from the Company pursuant to a lease agreement dated October 3, 2008 and leased the Premises back to the Company pursuant to an Agency Leaseback Agreement dated October 3, 2008 and the Company and WCIDA entered into a Payment in Lieu of Tax Agreement dated October 3, 2008 (all referred to herein as the "2008 Project Documents"), and

Whereas, Project will allow Gowanda- BTI, LLC (as successor to Base Technologies), the sole tenant of the Premises, to continue and expand its business in Wyoming County and retain 61 current jobs and create 35 new jobs, and

Whereas, after the giving of all required notices (including published notice), WCIDA held a public hearing on the Project on November 4, 2015, and has considered all oral and written presentations made at or in connection with said public hearing; and

Whereas, the Company has completed and submitted to WCIDA Part 1 of an Environmental Assessment Form ("EAF") in accordance with the provisions of the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, "SEQRA"); and

Whereas, by resolution adopted November 12, 2015 (the "November 12, 2015 Resolution"), WCIDA determined the Project would not have a significant effect on the environment and adopted a negative declaration with respect to the Project, and approved the provisions of certain tax incentives in connection with the Project; and

Whereas, Arcade REHC 1, LLC has submitted a request to increase the amount of exemption from the Wyoming County mortgage recording tax with respect to one or more mortgages in an aggregate amount not to exceed \$2,500,000, (an increase from \$1,300,000).

Whereas, the requested increase to the amount of exemption from mortgage recording tax will not result in a proposed increase to financial incentive of more than \$100,000, therefore a new public hearing was not necessary, and

Whereas, WCIDA wishes to amend and restate the November 12, 2015 Resolution to authorize a mortgage recording tax exemption for the increased mortgage amount and further finds, based on the application, that the Project will serve the public purpose of Article 18-A of the General Municipal Law by preserving permanent, private sector jobs or increasing the overall number of permanent, private sector jobs in New York State.

Now therefore be it resolved that:

1. WCIDA hereby resolves that the proposed Project will not have a significant impact on the environment for the reasons more particularly set forth in the negative declaration prepared by WCIDA and, in accordance with SEQRA, hereby adopts such negative declaration with regard to the Project.
2. WCIDA hereby determines that the Project and the financial assistance (as more particularly described below) by the Agency pursuant to the New York State Industrial Development Agency Act constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended, and Chapter 343 of the 1974 Laws of New York, as amended (collectively, the "Act") will promote and is authorized by and will be in furtherance of the policy of the State as set forth in said Act.
3. Pursuant to the Act, the WCIDA, in order to secure this Project and the significant economic benefits that it could provide the people of Wyoming County approves the following amended tax incentives:
 - ◆ A one-year exemption from the payment of state and local sales tax on materials, supplies, and non-production equipment purchased for this Project having a total cost not to exceed \$1,000,000.
 - ◆ An exemption from the Wyoming County mortgage recording tax with respect to one or more mortgages in an aggregate amount not to exceed \$2,500,000, (an increase from \$1,300,000).
 - ◆ A partial exemption from real estate taxes as specified in the following PILOT schedule. This schedule will apply to the increased assessed value created by the construction associated with this Project. Full payments are required for special district charges.

Tax Years	Exemption
1 - 5	100%

6	80%
7	60%
8	40%
9	20%
10	10%

4. The Company is authorized as agent of WCIDA, for the purpose of constructing and equipping the Project. The designation of the Company as agent hereunder is limited to purchases of sales-taxable tangible personal property and services in connection with the Project which do not exceed the amounts authorized in this resolution and shall not apply to any other purchase by the Company or any operating expenses of the Company. In addition, in the event, because of the involvement of WCIDA, the Company claims an exemption from state sales or use tax in connection with the Project, and such exemption is claimed with respect to property or services not authorized hereunder, or which exemption is in excess of the amounts authorized hereunder, or is otherwise not permitted under this resolution, or if the Company shall fail to comply with a material term or condition regarding the use of property or services acquired by the Company as agent for the Agency as set forth in this resolution or in any document authorized hereunder (collectively, the "Project Documents"), then the Company shall be required to remit to WCIDA an amount equal to the amount of state sales and use taxes for which such exemption was improperly claimed. A failure to remit such amounts may result in an assessment against the Company by the New York State Commissioner of Taxation and Finance of state sales and use taxes, together with any relevant penalties and interest. In addition, in the event WCIDA determines, in its sole discretion, that the Project has failed to meet its intended goals, including, but not limited to, a sale or closure of the Project facility, a material shortfall in the Company's stated job creation or retention, a significant change in the use of the Project facility, a significant change in the business activities of the Company or other operator of the Project, a material noncompliance with the Project Documents or breach of the terms of the Project Documents or violation of zoning or land use laws or regulations, or federal, state, or local environmental laws or regulations, or if the financial assistance described in this resolution was obtained based on fraud or intentional misrepresentation of material facts regarding the Project, WCIDA may require the Company to repay the value of any or all exemptions from taxation granted with respect to the Project pursuant to this resolution, or may require a modification of the terms of the Project Documents, including any payment in lieu of tax agreement.

5. The Chairman, Vice Chairman, Secretary, Treasurer and the CEO/CFO are each authorized to execute such documents as may be necessary or desirable to complete the transactions described in this resolution, to provide the financial assistance authorized herein and to otherwise carry out this resolution, including an amendment and restatement of the 2008 Project Documents to allow for the continued payment in lieu of tax arrangement with respect to the 2008 Project and the financial

assistance authorized herein for the Project, subject however, to satisfaction of WCIDA's standard closing requirements and receipt of evidence of such municipal and other approvals as WCIDA shall deem appropriate.

Agency Signature:

James Pelice