

MINUTES OF MEETING (EXTRACT)

A meeting of the County of Lewis Industrial Development Agency was convened in public session on July 12, 2012 at 8:00 AM local time.

The meeting was called to order by Jack T. Bush, the Chairman, and upon roll being called, the following members of the Agency were:

Present: Jack T. Bush, Roscoe Fawcett, Edward Boliver, Gerald Haenlin

Absent: Mickey Lehman (excused), Stevie Smith (excused)

Others present were: Richard Porter, executive director of the Agency; Thomas Campany, legal counsel to the Agency; Vanessa Schulz, assistant to the executive director; and Eric Virkler.

On motion duly made and seconded, during the course of the meeting the following resolution was placed before the members of the County of Lewis Industrial Development Agency:

RESOLUTION TAKING OFFICIAL ACTION TOWARDS: THE ISSUANCE FINANCIAL ASSISTANCE TO BRANDT'S BUTCHER BLOCK, LLC FOR THE PURPOSE OF THE REHABILITATION, REPAIR, UPGRADE AND EQUIPPING OF A SLAUGHTERHOUSE FACILITY TO BE USED IN CONNECTION WITH THE COMPANY'S MEAT PROCESSING AND STORAGE ACTIVITIES; DETERMINING COMPLIANCE WITH THE STATE ENVIRONMENTAL QUALITY REVIEW ACT WITH RESPECT TO SUCH PROJECT; DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO SUCH PROJECT; AND AUTHORIZING PUBLIC HEARINGS WITH RESPECT TO SUCH FINANCING.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 62 of the Laws of 1973 of the State of New York, as amended and codified as Section 903 of the General Municipal Law (the "Act"), the COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY (the "Agency") was created with the authority and power to own, lease and sell property and to issue its bonds as authorized by the Act; and

WHEREAS, BRANDT'S BUTCHER BLOCK, LLC (the "Company") has presented an application (the "Application") to the Agency, copies of which have been circulated to Agency board members and a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of: (A) the repair and upgrade of an existing slaughterhouse and meat processing plant (the "New Improvements") on land to be owned by the Agency and leased to the Company at 9095 Briot Road in the Town of New Bremen, Lewis County, New York (the "Land") presently improved by a commercial building (the "Existing Improvements") and machinery and equipment (the "Existing Equipment") used in furtherance of the Company's business activities, and (B) the acquisition and installation of equipment, furnishings and other tangible personal property in, upon and around the New Improvements and the Land (the "New Equipment"; and collectively with the Land, the

Existing Improvements, the Existing Equipment, and the New Improvements, the "Facility"), and (C) paying certain costs and expenses incidental to those activities (the costs associated with items A through C above being hereinafter collectively referred to as "Project Costs"); and

WHEREAS, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (1) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the New Improvements or constituting New Equipment, and (2) the retention of title to the Facility by the Agency for a period of time so as to enable the Company to enter into an agreement regarding payments in lieu of real property taxes (a "PILOT Agreement") with the Agency for the benefit of each municipality and school district having taxing jurisdiction over the Project and the Facility; and

WHEREAS, the Company has provided the Agency with a description of the intended Project work and copies of its site plan review/zoning permit application and of the permit issued by the Town of New Bremen to assist the Agency in determining whether the Project is subject to the applicable standards of Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (said law and regulations hereinafter collectively referred to as "SEQR").

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

Section 1. Based upon the representations made by the Company to the Agency in the Company's application, and otherwise, and based also on a review of the Project concept and plans by the members of the Agency, the Agency hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and
- (B) The Project will constitute a "Type II action" under SEQR and, therefore, is not subject to an environmental impact assessment.
- (C) It is desirable and in the public interest for the Agency to (i) acquire title to or an interest in the Facility, (ii) lease or sell the Agency's interest in the Facility to the Company pursuant to a lease agreement (with an obligation to purchase) or sale agreement to be negotiated, and (iii) make available to the Company the other elements of the Financial Assistance; and
- (D) The Agency has the authority to take the actions contemplated herein under the Act; and
- (E) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in Lewis County and otherwise furthering the purposes of the Agency as set forth in the Act; and
- (F) The Project will not result in the removal of a civic, commercial, industrial, or

manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and

Section 2. The immediate granting of Financial Assistance for the Project up to, but not in excess of, \$99,999 without prior public hearing is within the prerogative of the Agency under the Act, is warranted to enable the Company to proceed expeditiously with the Project, and is hereby authorized in the form of exemption from state and local sales and use taxes up to, but not in excess of, \$99,999; and

Section 3. The granting of other contemplated Financial Assistance for the Project shall be subject to:

- (A) The conducting of all necessary public hearings relating to the Project, the Facility, and the proposed Financial Assistance which are required by the Act;
- (B) Agreement by the Agency and the Company on mutually acceptable terms for the PILOT Agreement.

Section 4. From and after the adoption of this Resolution, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for or contemplated herein on the part of the Agency, and the Chairman and the Executive Director of the Agency are further authorized to perform such acts and things and to execute all such documents on the Agency's behalf as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution.

Section 5. The chairman of the Agency is hereby empowered on its behalf to schedule such public hearings of the Agency with regard to the Project, including any associated with the Agency's entry into the PILOT Agreement, as are required by the Act.

Section 6. Thomas A. Campany, as counsel to the Agency, is hereby authorized to prepare for submission to the Agency all documents necessary to effect the authorization of the Project and the granting of the Financial Assistance.

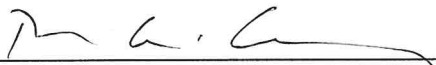
Section 7. The Chairman of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 8. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote of the members on roll call, and the result was as follows:

| | <u>Yea</u> | <u>Nay</u> | <u>Abstain</u> | <u>Absent</u> |
|----------------|------------|------------|----------------|---------------|
| Jack T. Bush | [X] | [] | [] | [] |
| Mickey Lehman | [] | [] | [] | [X] |
| Roscoe Fawcett | [X] | [] | [] | [] |
| Edward Boliver | [X] | [] | [] | [] |
| Gerald Haenlin | [X] | [] | [] | [] |
| Stevie Smith | [] | [] | [] | [X] |

The Resolutions were thereupon duly adopted.



Thomas A. Company, Acting Secretary