



Empowering Businesses. Inspiring Growth.

Dean Tamburri, Acting Chairman/Vice Chairman • **Vincent Odock**, Secretary • **James Rinaldi**, Board Member

Susan Walski, Board Member • **Marc Greene**, Board Member • **Giovanni Palladino**, Board Member

William Fioravanti, Chief Executive Officer • **Susan R. Katzoff**, General Counsel • **Christopher C. Canada**, Bond Counsel

Special Meeting Agenda

PLEASE TAKE NOTICE, The Orange County Industrial Development Agency will hold a special meeting on May 26, 2023, starting at 12:00pm at the Orange County IDA Headquarters, 4 Crotty Lane, Suite 100, New Windsor, NY to consider and/or act upon the following:

Order of Business

- **Call Meeting to Order**
- **Pledge of Allegiance**
- **Roll Call**
- **Proof of Notice**
- **Old Business**
 - Scannell Properties #600 LLC & Amazon.com Services LLC
Clarification RE Sales Tax Exemptions
- **Adjournment**

To watch the livestream, please visit our website: www.ocnyida.com

Dated: May 24, 2023

By: William Fioravanti – Chief Executive Officer



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Bill Fioravanti, Chief Executive Officer • **Susan R. Katzoff**, General Counsel • **Christopher C. Canada**, Bond Counsel

Date: May 23, 2023
From: Dean Tamburri
RE: Next Meeting Date

SPECIAL IDA Board Meeting Notice

A Special Board of Directors meeting of the
Orange County Industrial Development Agency is:

**Friday, May 26, 2023
at 12:00pm**

**OCIDA Headquarter
4 Crotty Lane, Suite 100
New Windsor, NY**

**&
45 Eastdale Ave N
Poughkeepsie, NY**

**&
1212 6th Ave. 17th Floor
New York, NY 10036**

To watch the livestream, please visit our website: www.ocnyida.com.

Orange County Industrial Development Agency
4 Crotty Lane, Suite 100 • New Windsor, NY 12553
Phone: (845) 234-4192 • Fax: (845) 220-2228 • Email: business@ocnyida.com

CLARIFYING RESOLUTION

(Scannell Properties #600, LLC and Amazon.com Services LLC Project)

A special meeting of the Orange County Industrial Development Agency held on May 26, 2023 at 12:00 p.m. (local time) at the following locations: Orange County Industrial Development Agency Headquarter, 4 Crotty Lane, Suite 100, New Windsor, New York; 45 Eastdale Avenue N., Poughkeepsie, New York; and 121 6th Avenue, 17th Floor, New York, New York.

The meeting was called to order by _____ and upon the roll being duly called, the following members were:

MEMBERS PRESENT:

THE FOLLOWING PERSONS WERE ALSO PRESENT:

The following Resolution was offered by _____ and seconded by _____:

RESOLUTION CLARIFYING THE AMOUNT OF EXEMPTIONS PROVIDED TO THE PROJECT

WHEREAS, by Title I of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 390 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "*Act*"), the **ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "*Agency*") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, Scannell Properties #600, LLC and Amazon.com Services LLC, each a Delaware limited liability company, each for itself or on behalf of an entity to be formed (collectively, the "*Company*") submitted an application (the "*Application*") to the Agency requesting the Agency's assistance with respect to a certain project (the "*Project*") consisting of: (A)(i) the acquisition of a leasehold interest in an aggregate approximately 100 acres of land located at 22 McBride Road (Tax Map No. 15-1-63.21), Hoops Road (Tax Map No. 11-1-34.34) and portions of the following: 3079 Route 6 (Tax Map No. 11-1-34.1), 3141 Route 6 (Tax Map No. 11-1-41), 3071 Route 6 (Tax Map No. 11-1-34.31), Hoops Road (Tax Map No. 11-1-34.32) and Hoops Road (Tax Map No. 11-1-34.33), all in Wawayanda, New York (collectively, the "*Land*"); (ii) the demolition of certain structures and the construction of an approximately 925,000 sq.ft. distribution center/warehouse, including office space, specializing in distribution and delivery, site improvements including stormwater controls, utility improvements, including but not limited to, water, sewer, pumpstation, electric, gas, car parking spaces, trailer/truck storage spaces, loading docks, dark-sky compliant lighting, sound barrier walls and landscaping (collectively, the "*Facility*"); (iii) the acquisition and installation in and on the Facility of furniture, fixtures and equipment (collectively, the "*Equipment*" and together with the Land and the Facility,

the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from State and local sales and use tax and mortgage recording tax (collectively, the “**Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, equipping and completion of the Project Facility; and (D) the acquisition of an interest in the Land and Facility by the Agency pursuant to a lease agreement and the acquisition of an interest in the Equipment pursuant to a bill of sale from the Company to the Agency; and the sublease of the Project Facility back to the Company pursuant to a leaseback agreement; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as said quoted term is defined in SEQRA) to be taken by the Agency and the approval of the Project constitutes such an action; and

WHEREAS, the Town of Wawayanda Planning Board, acting as lead agency for a coordinated review and having notified the Agency of same, determined that the project before it and described in the Full Environmental Assessment Form (“**EAF**”) submitted by the Company constituted a “Type I” action and determined that the project would not have a significant adverse impact on the environment, and adopted a Negative Declaration; and

WHEREAS, on May 17, 2023 the Agency resolved to undertake the Project and authorized the appointment of the Company, as its agent, to make purchases of goods and services relating to the Project, that would otherwise be subject to New York State and local sales and use tax and provided an exemption from each State and local sales and use tax as well as mortgage recording taxes associated with the Project (the “**Final Resolution**”); and

WHEREAS, prior to the May 17, 2023 board meeting, the Agency was provided with the Application and the Final Resolution relative to the award of benefits sought, both of which clearly provided for the award of State and local sales and use tax exemption benefits (“**Sales Tax Exemption**”) in an amount not to exceed **\$9,517,908**; and (b) exemption from mortgage recording taxes in the approximate amount of **\$1,149,756** in connection with the financing of the Project and any future financing, refinancing or permanent financing of the Project (the “**MRTE**” and together with the Sales Tax Exemption, collectively the “**Exemptions**”); and

WHEREAS, during the course of the May 17, 2023 meeting, the amount of Sales Tax Exemption benefits was erroneously stated to be \$7,486,658; and

WHEREAS, for the avoidance of all doubt, the Agency wishes to clarify and confirm the Exemptions being awarded and provided to the Project by the Agency which consist of Sales Tax Exemption in an amount not to exceed \$9,517,908 and MRTE in the approximate amount of \$1,149,756 all as set forth in the Application and the Final Resolution submitted to the Agency prior to the May 17, 2023 board meeting and adopted thereat.

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

SECTION 1. The Agency hereby finds and determines that the Final Resolution is hereby affirmed and ratified in all respects and the Agency hereby confirms and approves: (a) the appointment of the Company, as its agent, to make purchases of goods and services relating to the Project, resulting in the award of Sales Tax Exemption in an amount not to exceed \$9,517,908; and (b) exemption from MRTE for one or more mortgages in the approximate amount of \$1,149,756 in connection with the financing of the Project and any future financing, refinancing or permanent financing of the Project.

SECTION 2. No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

SECTION 3. Bousquet Holstein PLLC, as counsel to the Agency, is hereby authorized to work with the Company and others to prepare for submission to the Agency, all documents necessary to effectuate the grant of Financial Assistance and consummate the Lease Documents.

SECTION 4. The Secretary, the Chief Executive Officer and/or the Chief Operating Officer of the Agency are hereby authorized and may distribute copies of this Resolution and do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

SECTION 5. These Resolutions shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on roll call, which resulted as follows:

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Dean Tamburri				
Vincent Odock				
Marc Greene				
Giovanni Palladino				
James Rinaldi				
Susan Walski				

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF ORANGE) ss:

I, the undersigned Chief Executive Officer of the Orange County Industrial Development Agency, **DO HEREBY CERTIFY**:

That I have compared the foregoing extract of the minutes of the meeting of the Orange County Industrial Development Agency (the "**Agency**") including the resolution contained therein, held on May 26, 2023, with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this _____ day of May, 2023.

William Fioravanti, Chief Executive Officer

(S E A L)