

A special 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, Owego, Tioga County, New York on Wednesday, November 30, 2016 at 4:30 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
	Aaron Gowan	Treasurer
	Jan E. Nolis	Member
	Kevin Gillette	Member
	Martha Sauerbrey	Member

ABSENT:	Tracy Monell	Secretary
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AGENCY STAFF PRESENT:

Lee Ann Tinney	Economic Development & Planning
Bryant Myers	Executive Administrator
Joseph B. Meagher, Esq.	Agency Counsel

The following resolution was offered by Mr. Gowan, seconded by Ms. Sauerbrey, to wit:

RESOLUTION AUTHORIZING A LEASE/LEASEBACK TRANSACTION TO FACILITATE THE CONSTRUCTION, RENOVATION AND EQUIPPING OF A CERTAIN GOLF COURSE PROJECT APPOINTING TIOGA DOWNS RACETRACK, LLC AND TIOGA RECREATION ASSOCIATION, INC. (COLLECTIVELY, THE "COMPANY"), AGENT OF THE AGENCY FOR THE PURPOSE OF CONSTRUCTING, RENOVATING, EQUIPPING, AND LEASING THE PROJECT AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS WITH RESPECT THERETO, INCLUDING A PAYMENT IN LIEU OF TAX AGREEMENT DEVIATING FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY.

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, pursuant to an application (the "Application") submitted to the Agency by Tioga Downs Racetrack, LLC and Tioga Recreation Association, Inc. (collectively, the "Company"), the members of the Agency, on October 5, 2016, adopted a resolution (the "Resolution") whereby the Agency preliminarily agreed, subject to numerous conditions, to consider undertaking a project (the "Project") consisting of the following: (A) (1) the construction and renovation of a golf course facility located on approximately 112.07 acres of land located at 151 Roki Boulevard in the Town of Nichols, County of Tioga and State of New York (the "Land") consisting of a 10,000+/- square foot clubhouse facility equipped with new equipment, furniture and fixtures for the golf course and clubhouse including new kitchen equipment, HVAC system, refrigeration equipment, surveillance cameras and support systems, security systems, fire safety systems, IT infrastructure and systems, and replacement golf carts and golf course equipment all to be used as a golf course and clubhouse (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 golf course and clubhouse, 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 taxes and real property taxes, including a deviation from the Agency's Uniform Tax Exemption Policy (collectively, the "Financial Assistance"); (C) the lease of the Project from the Company to the Agency; and (D) the leaseback of the Project to the Company or such other person or entity as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in compliance with the provisions of Section 859-a of the Act, the Resolution indicated that the undertakings of the Agency contained therein are contingent upon the Agency making a determination to proceed with the Project following compliance by the Agency with the public notice and public hearing requirements set forth in Section 859-a of the Act; and

WHEREAS, pursuant to the authorization contained in the Resolution, the Chairman of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the "Public Hearing"), to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be hand delivered on October 19, 2016 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted at the Town of Nichols Office at 54 East River Road, Nichols, Tioga County, New York on October 19, 2016, (C) caused notice of the Public Hearing to be published on October 20, 2016 in the Press and Sun Bulletin, a newspaper of general circulation available to residents of the Town of Nichols, (D) conducted the Public Hearing on November 2, 2016 at 6:00 o'clock p.m., local time, at the Tioga County Country Club in the Village of Nichols, Tioga County, New York, and (E) prepared a report of the Public Hearing (the "Report") which fairly summarized the views presented at said Public Hearing and distributed same to the members of the Agency; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended, and the regulations adopted pursuant

thereto by the Department of Environmental Conservation of the State of New York (collectively, "SEQRA"), the Agency has determined that the Project constitutes an "unlisted action" that will not have a "significant effect on the environment" (as such quoted terms are defined in SEQRA); and

WHEREAS, in order to complete the documentation necessary to consummate the aforesaid Project described in the Notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"):

- (A) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by the Company to the Agency, pursuant to which, among other things, the Agency acquires an interest in the Project;
- (B) a leaseback agreement (and a memorandum thereof) (the "Leaseback Agreement") by the Agency to the Company, pursuant to which, among other things, the Company agrees to undertake and complete the Project as agent of the Agency and the Company further agrees to leaseback the Project from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project;
- (C) a payment-in-lieu-of-tax agreement, deviating from the Agency's Uniform Tax Exemption Policy, (the "Payment-in-Lieu-of-Tax Agreement") by and among the Company and the Agency, pursuant to which the Company agrees to make payments in lieu of taxes with respect to the Project as set forth in Exhibit "A" attached hereto; and
- (D) the agency agreement (the "Agency Agreement") authorizing the Company to act as the agent of the Agency for the purpose of the construction, renovation and equipping of the Project;
- (E) the sales tax exemption letter partially exempting the Company from sales tax for purchases related to the Project which would, otherwise, be subject to tax; and
- (F) any and all documents necessary to effect this Project (the "Closing Documents.")

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

Section 1. 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 constitutes a "project," as such term is defined in the Act; and
- (C) The construction, renovation and equipping of the Project and the lease of the Project by the Company to the Agency and the leaseback of the Project by the Agency to the Company will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Tioga County, New York and the State of New York and improve their standard of living; and

(D) The grant of enhanced benefits in the form of a deviation from the Agency's Uniform Tax Exemption Policy are based upon the following findings:

- (i) The need for additional significant drivers of employment and economic activity within the Town of Nichols, Tioga County area;
- (ii) The availability of the Project site for development;
- (iii) The current economic condition of Tioga County;
- (iv) The value of the proposed deviation from the Agency's Uniform Tax Exemption Policy;
- (v) The impact that the Project and the proposed tax exemptions will have on the affected tax jurisdiction;
- (vi) The impact of the proposed Project on existing and proposed businesses and economic development in the Tioga County area;
- (vii) The amount of private sector investment in the Project;
- (viii) The additional sources of revenue that will be provided for the taxing jurisdictions by the Project; and
- (ix) The extent to which the Project will provide an economic benefit not otherwise available within the Village of Nichols, Town of Nichols, and County of Tioga.

(E) Having reviewed the Report of the Public Hearing and having fully considered all comments contained therein, the Agency hereby further determines that it is desirable and in the public interest for the Agency to proceed with the Project and enter into the Agency Documents.

(F) Pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended, and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, "SEQRA"), the Agency has determined that the Project constitutes an "unlisted action" that will not have a "significant effect on the environment" (as such quoted terms are defined in SEQRA.)

Section 2. In consequence of the foregoing, the Agency hereby determines to: (A) proceed with the Project; (B) acquire the Project from the Company pursuant to the Lease Agreement; (C) construct, renovate and equip the Project, or cause the Project to be constructed, renovated and equipped; (D) lease the Project back to the Company pursuant to the Leaseback Agreement between the Agency and the Company pursuant to which, among other things, the Company shall be obligated (1) to pay all costs incurred by the Agency with respect to the Project, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project, and (2) to comply with the provisions of the Act applicable to beneficiaries of financial assistance from the Agency; and (E) enter into the Payment-in-Lieu-of-Tax Agreement deviating from the Agency's Uniform Tax Exemption Policy.

Section 3. The Agency is hereby authorized to acquire (A) a leasehold interest in the Project pursuant to the Lease Agreement by the Company to the Agency, and (B) title to the Equipment pursuant to a bill of sale (the "Bill of Sale") by the Company to the Agency and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 4. The Agency is hereby authorized to construct, renovate and equip the Project described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such construction, renovation and equipping are hereby approved, ratified and confirmed.

Section 5. The form and substance of the Agency Documents (in substantially the forms presented to this meeting) are hereby approved.

Section 6. The Chairman, Vice Chairman, or Secretary of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents and, where appropriate, the Secretary of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the forms thereof presented to this meeting, with such changes, variations, omissions and insertions thereto as the Chairman, Vice Chairman, or Secretary shall approve, the execution thereof by the Chairman, Vice Chairman, or Secretary to constitute conclusive evidence of such approval.

Section 7. 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 Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to 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 Agency Documents binding upon the Agency.

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	Abstained
Kevin Dougherty	voting	Not in Attendance at Vote
Tracy Monell	voting	Absent
Aaron Gowan	voting	Yes
Kevin Gillette	voting	Yes
Jan E. Nolis	voting	Yes
Martha Sauerbrey	voting	Yes

The Resolution was thereupon declared duly adopted.

STATE OF NEW YORK:

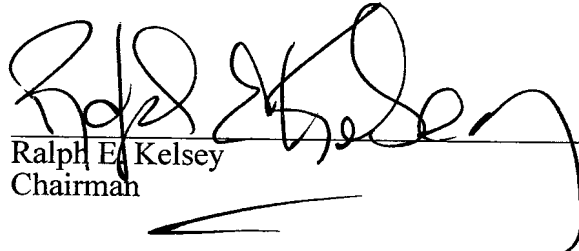
COUNTY OF TIOGA : ss.:
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I, the undersigned Chairman of Tioga County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the annexed extract of the minutes of the meeting of the Agency, including the Resolution contained therein, held on November 30, 2016, with the original thereof on file in my office, and that the same is a true and correct copy of said original and of the whole of such proceedings of the Agency and of such Resolution set forth therein and insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting, (B) said meeting was in all respects duly held, (C) pursuant to Article 7 of the Public Officers Law (the "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 Article 7, and (D) 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of December, 2016.



Ralph E. Kelsey
Chairman

(SEAL)

EXHIBIT "A"

(SEE ATTACHED PILOT DEVIATION SCHEDULE)

PROPOSED PAYMENT-IN-LIEU-OF-TAX

The following is a deviation from the standard PILOT offered to Tioga Downs Racetrack, LLC.

Existing Real Property Tax	Estimated New Real Property Tax	Year	PILOT percentage	Estimated Total Real Property Tax	Estimated Total PILOT payment	Projected Abatement
\$15,563	\$249,224	1	5%	\$264,787	\$35,310	\$229,477
\$ 15,874	\$254,208	2	10%	\$270,083	\$48,335	\$221,748
\$16,192	\$259,292	3	15%	\$275,484	\$61,868	\$213,616
\$16,516	\$264,478	4	20%	\$280,994	\$75,922	\$205,072
\$16,846	\$269,768	5	25%	\$286,614	\$90,514	\$196,100
\$17,183	\$275,163	6	30%	\$292,346	\$105,659	\$186,687
\$17,527	\$280,667	7	35%	\$298,193	\$121,374	\$176,819
\$17,877	\$286,280	8	40%	\$304,157	\$137,675	\$166,482
\$18,235	\$292,005	9	45%	\$310,240	\$154,579	\$155,661
\$18,599	\$297,846	10	50%	\$316,445	\$172,105	\$144,340
\$18,971	\$303,803	11	55%	\$322,774	\$190,270	\$132,504
\$19,351	\$309,879	12	60%	\$329,229	\$209,092	\$120,137
\$19,738	\$316,076	13	65%	\$335,814	\$228,592	\$107,222
\$20,133	\$322,398	14	70%	\$342,530	\$248,787	\$93,743
\$20,535	\$328,846	15	75%	\$349,381	\$269,699	\$79,682
\$20,946	\$335,423	16	80%	\$356,369	\$291,348	\$65,021
\$21,365	\$342,131	17	85%	\$363,496	\$313,755	\$49,741
\$21,792	\$348,974	18	90%	\$370,766	\$336,942	\$33,824
\$22,228	\$355,953	19	95%	\$378,181	\$360,931	\$17,250
\$22,673	\$363,072	20	100%	\$385,745	\$385,745	\$0
\$378,143	\$6,055,495			\$6,433,638	\$3,838,512	\$2,595,126

*Note: Real Property Taxes estimated for \$2,446,000 assessment based on a 2015/2016 Town, Village, County, School and Recycle combined tax rate of 110.2813 for first year and increased by 2% each following year. Fire tax is 3.279824/1000 assessed value and Library tax is .05469/1000 assessed value, both at 100% all years.

According to this estimated PILOT financial model, over a period of twenty (20) years, Tioga Downs Racetrack, LLC, would be afforded an estimated real property tax abatement of \$2,595,126.

Justification for deviation from Uniform PILOT Policy takes into consideration not only the Phase 4 Tioga Downs Golf Course project, but the Tioga Downs Casino and Resort impact in its entirety.