

**RESOLUTION AUTHORIZING PRELIMINARY ACTION
CONDEMNATION PROCEEDINGS
GREAT LAKES CHEESE LLC PROJECT BLOCK PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at Crossroads Commerce & Conference Center located at 6087 State Route 19 North in the Village of Belmont, Allegany County, New York on January 7, 2021 at 10:00 o'clock a.m., local time.

The meeting was called to order by the (Vice) Chairman of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Richard Ewell	Chairman
Judy Hopkins	Vice Chairman
Randy Shayler	Secretary
Douglas Frank	Treasurer
Michael Johnsen	Member
Ward "Skip" Wilday	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT: None

GUEST: Daniel Spitzer, Attorney

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark, P.E., Ph.D.	Executive Director
Pamela M. Common	Recording Secretary

The following resolution was offered by J. Hopkins, seconded by R. Shayler, to wit:

Resolution No. 0121-02

**RESOLUTION AUTHORIZING THE UNDERTAKING OF PRELIMINARY ACTION
RELATING TO CONDEMNATION PROCEEDINGS IN CONNECTION WITH THE
ACQUISITION OF THE GREAT LAKES CHEESE PROJECT. BLOCK PROJECT.**

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a 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 manufacturing,

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, the Agency has received an Application from Great Lakes Cheese, LLC (the “Corporation”) in connection with the potential undertaking of a project known as the Project Block Project (the “Project”), to enable the Corporation to construct a 486,000 sq. ft. manufacturing facility, 50,000 waste water treatment facility and associated improvements; and

WHEREAS, the undertaking of the Project Block Project includes the acquisition of several parcels of land totaling 210 acres of land (tax map numbers 158.-1-2.1 and 158.-1-31 (Town of Amity) and 145.-1-5.1 (Town of Angelica)) located along County Route 20 in the Towns of Amity and Angelica, Allegany County, New York (hereinafter collectively referred to as the “Land Parcels”); and

WHEREAS, in connection with the undertaking of the Project, the Corporation has requested the Agency to consider exercising its powers of condemnation in accordance with the provisions of the New York State Eminent Domain Procedure Law (the “EDPL”) to assist the Corporation in acquiring the Land Parcels; and

WHEREAS, the Agency desires to assist the Corporation in acquiring the Land Parcels, provided that the Corporation provide indemnification to the Agency, in form and substance satisfactory to the Agency; and

WHEREAS, in connection with the request by the Corporation to the Agency to undertake any condemnation, the Corporation has executed and delivered to the Agency a funding agreement (the “Funding Agreement”) which provides for the payment of certain expenses of the Agency and the indemnification of the Agency;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE CITY OF ALBANY 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;

(B) The Project constitutes a “project,” as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of Allegany County, New York; and

(D) It is desirable and in the public interest for the Agency to assist the Corporation in undertaking the Project, including assisting the Corporation in acquiring the Land Parcels pursuant to the Agency’s powers of condemnation.

Section 3. The Chair (or Vice Chair) or the Executive Director of the Agency are hereby authorized to take the actions described in Section 2 hereof, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting, with such changes, variations, omissions and insertions as the Chair (or Vice Chair) or the Executive Director shall approve, the execution thereof by the Chair (or Vice Chair) or the Executive Director to constitute conclusive evidence of such approval.

Section 4. Pursuant to EDPL 404 the Company and Clark Patterson Lee, are hereby authorized to enter onto the subject property as the agent of the Agency, for the purpose of making surveys, test pits and borings, or other investigations, and also for temporary occupancy during construction. At a reasonable time prior to such entry, the Executive Director shall deliver notice personally or by first class mail, to the property owner stating the necessity for the entry, said notice shall confirm the Agency shall be liable to the owner for any damages caused by the Agency as a result of the entry.

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 this Resolution, 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.

Section 5. 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:

Richard Ewell	VOTING	AYE
Judy Hopkins	VOTING	AYE
Randy Shayler	VOTING	AYE
Douglas Frank	VOTING	AYE
Michael Johnsen	VOTING	AYE
Ward "Skip" Wilday	VOTING	AYE

The foregoing Resolution was thereupon declared duly adopted.

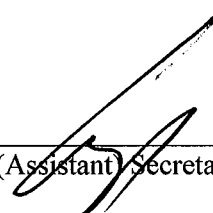
STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned (Assistant) Secretary of Allegany County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on January 7, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far 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") except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 7th day of January, 2021.



(Assistant) Secretary

(SEAL)