

RESOLUTION
(Danaren Dental Laboratory Project)

A regular meeting of Seneca County Industrial Development Agency on August 6, 2020 at 12:00 p.m. (noon).

The following resolution was duly offered and seconded, to wit:
Resolution No. 2020 - 15

RESOLUTION AUTHORIZING THE SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") TO (i) UNDERTAKE A CERTAIN PROJECT (AS DEFINED BELOW) FOR THE BENEFIT OF DANAREN, LLC ("DANAREN") AND BRUCE HENRY PROPERTIES, LLC D/B/A BONADENT ("BONADENT"; DANAREN AND BONADENT ARE TOGETHER THE "COMPANY"), (ii) NEGOTIATE, EXECUTE AND DELIVER A LEASE AGREEMENT (OR AMENDMENT OF EXISTING LEASE AGREEMENT), LEASEBACK AGREEMENT (OR AMENDMENT OF EXISTING LEASEBACK AGREEMENT), AGENCY AGREEMENT AND RELATED DOCUMENTS, (iii) NEGOTIATE, EXECUTE AND DELIVER AN AMENDMENT TO THE EXISTING PAYMENT IN LIEU OF TAX AGREEMENT BETWEEN THE AGENCY AND BONADENT, (iv) PROVIDE FINANCIAL ASSISTANCE TO THE COMPANY IN THE FORM OF (a) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE UNDERTAKING OF THE PROJECT, (b) A PARTIAL REAL PROPERTY TAX ABATEMENT UNDER THE EXISTING PAYMENT IN LIEU OF TAX AGREEMENT, AND (c) A MORTGAGE RECORDING TAX EXEMPTION FOR FINANCING RELATED TO THE PROJECT; AND (v) EXECUTE A MORTGAGE AND RELATED DOCUMENTS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 63 of the Laws of 1972 of the State of New York, as amended (hereinafter collectively called the "Act"), the SENECA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter, 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 civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, BRUCE HENRY PROPERTIES, LLC, d/b/a Bonadent, a New York limited liability company ("Bonadent"), and the Agency are parties to a certain Lease Agreement (the "Existing Lease"), Leaseback Agreement (the "Existing Leaseback"), and PILOT Agreement (the "PILOT") dated as of October 1, 2010 pertaining to a certain facility located at 1855 NYS Routes 5 & 20, Seneca Falls, New York (the "Existing Facility"); and

WHEREAS, DANAREN, LLC, a New York limited liability company ("Danaren"; Danaren and Bonadent are together referred to herein as the "Company"), and Bonadent have submitted an application (the "Application"), a copy of which is on file with the Agency, requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in a certain 15,000 square-foot parcel of property situated adjacent to the Existing Facility, and the buildings and improvements thereon (collectively, the "Property"), (ii) the construction on the Property of a 13,650 square foot manufacturing facility and related improvements (collectively, the "Improvements"), and (iii) the acquisition and installation by the Company in the Improvements of certain items of equipment and other tangible personal property

(the "Equipment" and, collectively with the Property, and the Improvements, the "Facility"); and

WHEREAS, by resolution adopted on July 2, 2020 (the "Inducement Resolution"), the Agency (i) accepted the Application, and (ii) directed that a public hearing be held pursuant to General Municipal Law section 859-a; and

WHEREAS, pursuant to General Municipal Law section 859-a, on July 27, 2020, at 2:00 p.m. the Agency held a public hearing with respect to the Project and the proposed Financial Assistance (as defined in the Inducement Resolution) being contemplated by the Agency (the "Public Hearing") whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views; and

WHEREAS, copies of the minutes of the Public Hearing, written submissions and the notice of the Public Hearing published and forwarded to the affected taxing jurisdictions at least then (10) days prior to said Public Hearing are attached hereto as Exhibit A; and

WHEREAS, the Agency has prepared a cost-benefit analysis with respect to the Project and the contemplated Financial Assistance and has reviewed the results of said cost-benefit analysis; and

WHEREAS, in reviewing the Application, the Agency has considered (i) the nature of the Project, (ii) the economic condition of the area and the multiplying effect the Project will have on the area; (iii) the extent to which the Project will create permanent, private sector jobs; (iv) the estimated value of tax exemptions contemplated to be provided; (v) the economic impact of the Project and proposed tax exemptions on affected taxing jurisdictions; (vi) the impact of the Project on existing and proposed businesses and economic development projects in the vicinity of the Project; (vii) the amount of private sector investment likely to be generated by the Project; (viii) the extent to which the Project will require the provision of additional services; (ix) the extent to which the Project will provide additional sources of revenue for the municipalities and school district in which the Project is located; and (x) the benefit of the Project not otherwise available to the area in which the Project is located; and

WHEREAS, the PILOT (as defined in the Inducement Resolution) as so contemplated provides for a schedule of payments to be made by the Company to the Agency; and

WHEREAS, the Agency desires to adopt a resolution (i) acknowledging that the Public Hearing was held in compliance with the Act, (ii) authorizing Financial Assistance to the Company in excess of \$100,000, (iii) authorizing the execution and delivery of the New Lease Agreement (or amendment to the Existing Lease), the New Leaseback Agreement (or amendment to the Existing Leaseback), the Agent Agreement, and amendment to the PILOT (as all of the foregoing are defined in the Inducement Resolution) and all documents related thereto, and (iv) authorizing the execution and delivery of one or more mortgages and related documents related to the financing of the Project; and

WHEREAS, with the Application the Company completed and submitted to the Agency Part 1 of the Environmental Assessment Form pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 N.Y.C.R.R. Part 617, as amended (the "EAF"); and

WHEREAS, the Agency has reviewed the EAF as submitted by the Company and the environmental impacts of the Project, and following such review has completed Part 2 of the EAF, and desires to make a finding with respect to the environmental impact of the Agency's involvement in the Project.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AGENCY AS FOLLOWS:

Section 1. The Agency hereby finds and determines:

- (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 promote employment opportunities and prevent economic deterioration in Seneca County, and otherwise further the purposes of the Agency, and that by entering into the Tax Agreement and otherwise providing financial assistance for the Project the Agency will be increasing employment opportunities in Seneca County and otherwise furthering the purposes of the Act; and
- (c) The leasing of the Facility from and the subleasing back of the Facility to the Company will promote and maintain job opportunities, health, general prosperity and economic welfare of the citizens of the County of Seneca and State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- (d) Based upon the representations and warranties of the Company, the Facility conforms with all applicable local zoning laws and planning regulations and all regional and local land use plans for the area in which the Facility is located; and
- (e) Based upon the representations and warranties of the Company, the Facility and the operations conducted thereon will not cause or result in the violation of the health, labor or other laws of the United States of America, the State of New York or the County of Seneca; and
- (f) It is desirable and in the public interest for the Agency to acquire an interest in the Facility; and
- (g) The New Lease Agreement (or amendment to the Existing Lease) will be an effective instrument whereby the Company leases the Facility to the Agency; and
- (h) The New Leaseback Agreement (or amendment to the Existing Leaseback) will be an effective instrument whereby the Agency subleases the Facility back to the Company; and
- (i) The amendment to the PILOT will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Company's payment of real property taxes with respect to the Project; and
- (j) The Agent Agreement will be an effective instrument whereby the Agency and the Company set forth the terms and conditions of their agreement regarding the Agency's appointment of the Company as its agent for the Project; and
- (k) The Public Hearing held by the Agency on July 27, 2020 concerning the Project and the Financial Assistance was duly held in accordance with the Act, including but not limited to the giving of at least ten (10) days published notice of the Public Hearing (such notice also provided to the Chief Executive Officer of each affected tax jurisdiction), affording interested parties a reasonable opportunity, both orally and in writing, to present their views with respect to the Project.

Section 2. In consequence of the foregoing, the Agency hereby determines to (a) acquire a leasehold interest in the facility pursuant to the New Lease Agreement (or amendment to the Existing Lease), (b) sublease the Facility back to the Company pursuant to the New Leaseback Agreement (or

amendment to the Existing Leaseback), (c) authorize the undertaking of the Project and appoint the Company as its agent for purposes of acquiring, constructing and/or equipping the Facility, subject to the Company entering into the Agent Agreement, and (d) provide financial assistance for the Project in the form of (i) a sales and use tax exemption for purchases and rentals related to the undertaking of the Project, subject to the terms and conditions of the Agent Agreement, the total value of the exemption not to exceed \$292,000, (ii) a partial real property tax abatement, subject to the terms and conditions of the PILOT, and (iii) a mortgage recording tax exemption for financing related to the Project.

Section 3. The Agency hereby finds and confirms that the partial real property tax abatement provided pursuant to the PILOT conforms to the Agency's uniform tax exemption policy.

Section 4. The foregoing resolutions notwithstanding, the Agency's appointment of the Company as its agent for purposes of undertaking the Project is subject to and conditioned upon the Company's agreement, in accordance with Section 875(3) of the New York General Municipal Law, that, if the Company receives New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") from the Agency, and it is determined that: (i) the Company is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized by the Agency to be taken by the Company; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; or (iv) the sales and use tax exemption benefits are taken in cases where the Company fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project, then the Company will (A) cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, and (B) promptly pay over any such amounts to the Agency that the Agency demands in connection therewith, and that in the event that the Company fails to pay over such amounts to the Agency, the New York State Tax Commissioner may assess and determine New York State and local sales and use taxes due from the Company, together with any relevant penalties and interest due on such amounts.

Section 5. The Chairman, Vice Chairman and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the New Lease Agreement (or amendment to the Existing Lease), New Leaseback Agreement (or amendment to the Existing Leaseback), the Agent Agreement, and amendment to the PILOT and all documents related thereto, with such additions, changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Executive Director, shall approve, which agreements may provide for the forfeiture and/or recapture of financial assistance where projected employment goals have not been met in accordance with the Agency's Project Review and Recapture Policy. The execution thereof by the Chairman, Vice Chairman and/or Executive Director of the Agency shall constitute conclusive evidence of such approval.

Section 6. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions and required by any lender or financial institution identified by the Company providing financing for the Project, all with such changes, variations, omissions and insertions as the Chairman, Vice Chairman and/or Executive Director of the Agency shall approve, the execution thereof by the Chairman, Vice Chairman and/or Executive Director of the Agency to constitute conclusive evidence of such approval, provided in all events recourse against the Agency is limited to the Agency's interest in the Project.

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 to execute and deliver all such 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 8. The Agency hereby finds that the Agency’s involvement in the Project will not result in any significant adverse environmental impacts.

Section 9. These Resolutions shall take effect immediately.

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

	<i>Yea</i>	<i>Nay</i>	<i>Abstain</i>	<i>Absent</i>
Thomas L. Kime	[]]	[]]	[]]	[x]]
Menzo Case	[x]]	[]]	[]]	[]]
Donald Trout	[x]]	[]]	[]]	[]]
Erica Paolicelli	[x]]	[]]	[]]	[]]
Steven Brusso	[x]]	[]]	[]]	[]]
Stephen Wadhams	[x]]	[]]	[]]	[]]
Valerie J. Bassett	[x]]	[]]	[]]	[]]
Jeffrey Shipley	[]]	[]]	[]]	[x]]

The Resolutions were thereupon duly adopted.

Exhibit A

[NOTICE DOCUMENTS]

Attached

MINUTES OF PUBLIC HEARING

**Danaren Dental Laboratory
Town of Seneca Falls**

**Monday July 27, 2020
2:00 PM**

**Held Via Conference Call due to COVID-19
Livestreamed and archived on IDA Website**

ATTENDEES:

Sarah R, Davis, Executive Director, Seneca County IDA
Patricia Jones, Deputy Director, Seneca County IDA
Kelly Kline, Office Manager, Seneca County IDA
Mark Pitifer, Director of Community Relations, Danaren

A public hearing on assistance being extended to Danaren Dental Laboratory was opened by Sarah R. Davis, Executive Director of the Seneca County IDA, at 2:00 PM. Attendees are listed above. No verbal or written comments were received. The meeting was closed at 2:15 P.M.

Respectfully submitted,



Sarah R. Davis
Executive Director

THE HALPIN FIRM
ROBERT L. HALPIN, ATTORNEY AT LAW
4588 ROUTE 224
MONTOUR FALLS, NY 14865
PHONE: (607) 594-3786 FAX: (607) 594-3788

July 10, 2020

VIA FEDERAL EXPRESS

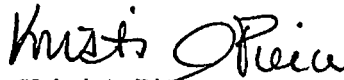
To: Attached Distribution List

**Re: Danaren Dental Laboratory LLC; Public Hearing for Application to
Seneca County Industrial Development Agency for Financial
Assistance**

Ladies and Gentlemen:

Enclosed please find a copy of the notice of the public hearing to be conducted in connection with the referenced application.

Very truly yours,



Kristi A. Pierce
Legal Assistant

Enclosure

Cc: Sarah Davis, Executive Director, Seneca County Industrial Development Agency

Michael J. Ferrara
Town of Seneca Falls Supervisor
130 Ovid Street
Seneca Falls, NY 13148

Mitch Rowe
Seneca County Manager
Seneca County Office Building
One DiPronio Drive
Waterloo, NY 13165

Terri Bavis
Superintendent of Schools
Waterloo Central School District
109 Washington Street
Waterloo, NY 13165

Margaret E. Li
Clerk to Seneca County Board of Supervisors
Seneca County Office Building
One DiPronio Drive
Waterloo, NY 13165

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law (the "Act") will be held by the Seneca County Industrial Development Agency (the "Agency") on **July 27, 2020 at 2:00 p.m.** in connection with the matter described below. **PLEASE NOTE THE SPECIAL HEARING LOGISTICS AND INSTRUCTIONS INCLUDED AT THE END OF THIS NOTICE.:**

Bruce Henry Properties, LLC d/b/a Bonadent, a New York limited liability company ("Bonadent") and Danaren, LLC A New York limited liability company ("Danaren and Bonadent are together referred to herein as the "Company"), have submitted an application (the "Application"), a copy of which is on file with the Agency, requesting the Agency's assistance with respect to a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in a certain 15,000 square-foot parcel of property situated adjacent to the Company's existing facility located at 1855 NYS Routes 5 and 20, Seneca Falls, New York, and the buildings and improvements thereon (collectively, the "Property"), (ii) the construction on the Property of a 13,650 square foot manufacturing facility and related improvements (collectively, the "Improvements"), and (iii) the acquisition and installation by the Company in the Improvements of certain items of equipment and other tangible personal property (the "Equipment" and, collectively with the Property, and the Improvements, the "Facility").

The initial owner of the Facility will be the Company. The Agency will acquire a new leasehold interest in the Facility from the Company and a new lease of the Facility back to the Company. At the end of the lease term, the Agency will terminate its leasehold interest. The Agency contemplates it will provide financial assistance to the Company in the form of an abatement of property taxes, mortgage recording taxes and sales and use tax exemption.

PLEASE NOTE SPECIAL PUBLIC HEARING CONDUCT INSTRUCTIONS AND INFORMATION:

In accordance with Section 859-a of the Act, a representative of the Agency will be present at the hearing at the above-stated time. A copy of the Company's application will be available for viewing on the Agency's website at www.senecacountyida.org. In accordance with Executive Order No. 202.15 issued by Gov. Andrew Cuomo on April 9, 2020, the Agency will not be able to accommodate any in-person attendance at the hearing. The hearing will be livestreamed by GoToMeeting website at <https://global.gotomeeting.com/join/351140317> Interested parties may present their views with respect to the Project orally in real time via conference bridge at the following telephone number: **+1 (571) 317-3122**, passcode **351-140-317**. Interested parties may submit their views with respect to the Project to the Agency in writing by emailing the comments to k.kline@senecacountyida.org no later than **July 27, 2020 by 2pm**.

July 7, 2020

SENECA COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

/s/ Sarah Davis, Executive Director



July 13, 2020

Dear Customer,

The following is the proof-of-delivery for tracking number: 770923981054

Margaret Li

Delivery Information:

Status:	Delivered	Delivered To:	Receptionist/Front Desk
Signed for by:	F.DESK	Delivery Location:	
Service type:	FedEx Standard Overnight		WATERLOO, NY,
Special Handling:	Deliver Weekday; Adult Signature Required	Delivery date:	Jul 13, 2020 09:46

Shipping Information:

Tracking number:	770923981054	Ship Date:	Jul 10, 2020
		Weight:	0.5 LB/0.23 KG

Recipient:
WATERLOO, NY, US,

Shipper:
Montour Falls, NY, US,

Reference Danaren NPH IDA

Signature image is available. In order to view image and detailed information, the shipper or payor account number of the shipment must be provided.

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Address Information

Ship to: Clerk Margaret E. Li Seneca County Board of Supervisors Seneca County Office Building One DiPronio Drive WATERLOO, NY 13165 US 3155391700	Ship from: Robert Halpin HALPIN LAW FIRM 4588 NYS Route 224 Montour Falls, NY 14865 US 6075943786
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Shipment Information:

Tracking no.: 770923981054
Ship date: 07/10/2020
Estimated shipping charges: 32.29 USD

Package Information

Pricing option: FedEx Standard Rate
Service type: Standard Overnight
Package type: FedEx Envelope
Number of packages: 1
Total weight: 1 LBS
Declared Value: 0.00 USD
Special Services: Adult signature required
Pickup/Drop-off: Use an already scheduled pickup at my location

Billing Information:

Bill transportation to: Account1-650
Your reference: Danaren NPH IDA
P.O. no.:
Invoice no.:
Department no.:

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Please Note

FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$1000, e.g., jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits; Consult the applicable FedEx Service Guide for details. The estimated shipping charge may be different than the actual charges for your shipment. Differences may occur based on actual weight, dimensions, and other factors. Consult the applicable [FedEx Service Guide](#) or the FedEx Rate Sheets for details on how shipping charges are calculated.



July 13, 2020

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Mitch Rowe

Delivery Information:

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Signed for by:	F.DESK	Delivery Location:	
Service type:	FedEx Standard Overnight		WATERLOO, NY,
Special Handling:	Deliver Weekday; Adult Signature Required	Delivery date:	Jul 13, 2020 09:46

Shipping Information:

Tracking number:	770923915730	Ship Date:	Jul 10, 2020
		Weight:	0.5 LB/0.23 KG

Recipient:
WATERLOO, NY, US,

Shipper:
Montour Falls, NY, US,

Reference Danaren NPH IDA

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Address Information

Ship to:	Ship from:
County Manager Mitch Rowe	Robert Halpin
Seneca County	HALPIN LAW FIRM
Seneca County Office	4588 NYS Route 224
Building	
One DiPronio Drive	Montour Falls, NY
WATERLOO, NY	14865
13165	US
US	6075943786
3155391705	

Shipment Information:

Tracking no.: 770923915730
 Ship date: 07/10/2020
 Estimated shipping charges: 32.29 USD

Package Information

Pricing option: FedEx Standard Rate
 Service type: Standard Overnight
 Package type: FedEx Envelope
 Number of packages: 1
 Total weight: 1 LBS
 Declared Value: 0.00 USD
 Special Services: Adult signature required
 Pickup/Drop-off: Use an already scheduled pickup at my location

Billing Information:

Bill transportation to: Account1-650
 Your reference: Danaren NPH IDA
 P.O. no.:
 Invoice no.:
 Department no.:

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July 13, 2020

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supt. Terri Bavis

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Signed for by:	S.LAUSON	Delivery Location:	
Service type:	FedEx Priority Overnight		WATERLOO, NY,
Special Handling:	Deliver Weekday; Adult Signature Required	Delivery date:	Jul 13, 2020 10:03

Shipping Information:

Tracking number:	770923888001	Ship Date:	Jul 10, 2020
		Weight:	0.5 LB/0.23 KG

Recipient:
WATERLOO, NY, US,

Shipper:
Montour Falls, NY, US,

Reference Danaren NPH IDA

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Shipment Receipt

Address Information**Ship to:**

Superintendent Terri Bavis
Waterloo Central School
District
109 Washington Street

WATERLOO, NY
13165
US
3155391500

Ship from:

Robert Halpin
HALPIN LAW FIRM

4588 NYS Route 224

Montour Falls, NY
14865
US
6075943786

Shipment Information:

Tracking no.: 770923888001

Ship date: 07/10/2020

Estimated shipping charges: 32.81 USD

Package Information

Pricing option: FedEx Standard Rate

Service type: Priority Overnight

Package type: FedEx Envelope

Number of packages: 1

Total weight: 1 LBS

Declared Value: 0.00 USD

Special Services: Adult signature required

Pickup/Drop-off: Use an already scheduled pickup at my location

Billing Information:

Bill transportation to: Account1-650

Your reference: Danaren NPH IDA

P.O. no.:

Invoice no.:

Department no.:

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Please Note

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July 14, 2020

Dear Customer,

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Status:	Delivered	Delivered To:	Receptionist/Front Desk
Signed for by:	S.SHERMAN	Delivery Location:	
Service type:	FedEx Standard Overnight		SENECA FALLS, NY,
Special Handling:	Deliver Weekday; Adult Signature Required	Delivery date:	Jul 13, 2020 13:03

Shipping Information:

Tracking number:	770923843680	Ship Date:	Jul 10, 2020
		Weight:	0.5 LB/0.23 KG

Recipient:		Shipper:	
SENECA FALLS, NY, US,		Montour Falls, NY, US,	

Reference Danaren IDA NPH

Signature image is available. In order to view image and detailed information, the shipper or payor account number of the shipment must be provided.

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