

**RESOLUTION AUTHORIZING AMENDMENT TO PILOT AGREEMENT  
WAL-MART STORES, INC. AMENDED PILOT PROJECT**

A special meeting of Schoharie County Industrial Development Agency (the "Agency") was convened in public session the offices of the Agency located at 349 Mineral Springs Road in the Town of Cobleskill, Schoharie County, New York on February 5 at 10:00 a.m., local time.

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

PRESENT:

Dr. Thomas Greenlees	Chairman
Wanda King	Treasurer
James Brown	Member
Chester Burton	Member
Joseph Trapani	Member

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Ronald S. Filmer, Jr.	Chief Executive Officer
Elaine Diamond	Secretary

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

Resolution No. \_\_\_\_\_

**RESOLUTION AUTHORIZING THE EXECUTION BY SCHOHARIE COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY OF A CERTAIN AMENDED PILOT  
AGREEMENT AND RELATED DOCUMENTS IN CONNECTION WITH THE WAL-  
MART STORES, INC. PROJECT.**

WHEREAS, Schoharie 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 114 of the 1973 Laws of New York, as amended, constituting Section 905-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, warehousing, research, commercial and industrial 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 issue its industrial development revenue bonds to finance the cost of the acquisition, construction, reconstruction and installation of one or more “projects” (as defined in the Act), to acquire, construct, reconstruct and install said projects 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, in February 1994, Wal-Mart Stores, Inc., a Delaware foreign business corporation (the “Company”), requested that the Agency consider undertaking a project (the “Original Project”) for the benefit of the Company, said Original Project consisting of the following: (A) (1) the acquisition of an interest in a parcel of land containing approximately 217 acres located at 721 Highway Route 20 (currently tax ID # 5.19-1-1) in the Town of Sharon, Village of Sharon Springs, Schoharie County, New York (the “Land”), (2) the construction on the Land of a single story building initially to contain approximately 1.42 million square feet of space (the “Facility”); and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be utilized by the Company as a warehouse/distribution center; (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 and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, in connection with the undertaking of the Original Project, the Agency and the Company entered into the following documents: (A) a lease agreement dated as of July 15, 1994 (the “Lease Agreement”) and (B) a payment in lieu of tax agreement dated as of July 15, 1994 (the “PILOT Agreement”); and

WHEREAS, the PILOT Agreement is scheduled to terminate on May 31, 2015 in accordance with the terms contained in the Lease Agreement; and

WHEREAS, Schoharie County, the Town of Sharon, the Village of Sharon Springs and the Sharon Springs Central School District (collectively, the “Affected Taxing Jurisdictions”) have approached the Agency for the purpose of amending the payment terms and expiration date of the PILOT Agreement (the “PILOT Request”); and

WHEREAS, the Affected Taxing Jurisdictions have also indicated that they will adopt resolutions by their governing boards approving the terms of the PILOT Request; and

WHEREAS, in connection with the PILOT Request, the Agency is willing to consider the possible amendments to the PILOT Agreement, subject to the satisfaction by the Agency of its policies and applicable New York law; and

WHEREAS, the Agency desires to address the request of the Affected Taxing Jurisdictions by entering into an amended and restated payment in lieu of tax agreement dated as of February 1, 2015 (the “Amended PILOT Agreement”) for the purpose of providing for the PILOT Request; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the approval of the PILOT Request; and

WHEREAS, pursuant to SEQRA, the Agency has adopted on February 5, 2015 a resolution determining that the approval of the PILOT Request is a Type II action under SEQRA and, therefore, the Agency has no further responsibilities under SEQRA; and

WHEREAS, the Agency desires to approve the Amended PILOT Agreement which will modify the terms of the PILOT Agreement in order to implement the terms of the PILOT Request;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF SCHOHARIE 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;

(B) The Original Project constituted a “project,” as such term is defined in the Act, and the consideration and approval by the Agency of the PILOT Request constitutes a “project” under the Act;

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

(D) The Agency is considering the PILOT Request at the request of the Affected Taxing Jurisdictions;

(E) The approval of the PILOT Request will stabilize (1) the assessed values of real property in the Affected Taxing Jurisdictions and (2) the payment of real property taxes and other payments for the Affected Taxing Jurisdictions;

(F) The approval of the PILOT Request will assist in the retention of the jobs and other benefits provided by the Original Project;

(G) The approval of the PILOT Request by the Agency will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Schoharie County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(H) The Agency has held a public hearing pursuant to Section 859-a of the Act with respect to the PILOT Request and the members of the Agency have reviewed the comments received at the public hearing;

(I) It is desirable and in the public interest for the Agency to enter into the Amended PILOT Agreement; and

(J) In connection with the execution and delivery of the Amended PILOT Agreement, the Agency will require the Company to enter into a project benefits agreement.

Section 2. The Agency hereby approves the PILOT Request and the execution of the Amended PILOT Agreement and related documents to provide for such PILOT Request (collectively, the “Amended Documents”); provided, however, that such consent is contingent upon (A) compliance with the terms and conditions contained in the Basic Documents (as defined in the Lease Agreement), (B) the approval of the PILOT Request by each of the Affected Taxing Jurisdictions, (C) the payment by the Company of the administrative fee of the Agency and the fees and expenses of Agency Counsel, and (D) the following additional conditions: \_\_\_\_\_.

Section 3. The form and substance of the Amended Documents are hereby approved.

Section 4. The Chairman of the Agency is hereby authorized to execute and deliver the Amended Documents to the Company, 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 Chairman shall approve, the execution thereof by the Chairman to constitute conclusive evidence of such approval.

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 the Amended 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 Amended Documents binding upon the Agency.

Section 6. 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:

Dr. Thomas Greenlees	VOTING	_____
Wanda King	VOTING	_____
James Brown	VOTING	_____
Chester Burton	VOTING	_____
Joseph Trapani	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned (Assistant) Secretary of Schoharie 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 February 5, 2015 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”), 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 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 \_\_\_ day of February, 2015.

\_\_\_\_\_  
(Assistant) Secretary

(SEAL)