

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency (the “**Agency**”) was convened in public session on June 21, 2012 at 9:00 a.m. at 44 West Bridge Street, Oswego, New York.

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

PRESENT: Donald H. Kunzwiler, H. Leonard Schick, Morris Sorbello and Gary T. Toth

ABSENT: Jonathan Daniels, Arthur W. Ospelt and Carolyn A. Rush

ALSO PRESENT: Kevin C. Caraccioli, David S. Dano and L. Michael Treadwell

The following resolution was duly offered and seconded:

RESOLUTION AUTHORIZING A PUBLIC HEARING

WHEREAS, the County of Oswego Industrial Development Agency (the “**Agency**”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the “**State**”), as amended, together with Chapter 234 of the Laws of 1973 of the State of New York, as amended from time to time (collectively, the “**Act**”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, 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 grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Circle T Motorsports, LLC, a New York limited liability company, or an entity to be formed on its behalf (the “**Company**”), submitted an application to the Agency on or about May 20, 2011 (“**Application**”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “**Original Project**”) consisting of:

(A) (i) the acquisition of a leasehold interest in approximately 90 acres of improved real property located at 300 East Albany Street in the City of Oswego, New York, Oswego County (the “**Original Land**”); (ii) the renovation and reconstruction of an existing racetrack and campground, including but not limited to, bathroom renovations, sewer drainage upgrades, painting, grandstand and skybox renovations, installation of foam blocks, new scoreboard and lap counter, all to be used as, or in conjunction with, an automobile racetrack, campground, administrative building, concession and related services and a commercial event venue, all located on the Land (collectively the “**Facility**”); and (iii) the acquisition of all existing equipment and installation thereon of furniture, fixtures and equipment (the “**Equipment**”, together with the Land and the Facility, the “**Project Facility**”); and (B) granting certain financial assistance in the form of exemptions from real property tax, mortgage recording tax and sales and use taxation, as well as a loan from the Agency’s Economic Development Fund in a principal amount not to exceed \$250,000 (collectively, the “**Original Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation, improvement and equipping of the Project Facility; and (D) the lease of the Project Facility by the Agency pursuant to a lease agreement and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on May 16, 2010 pursuant to Section 859-a of the Act, notice of which was published on April 29, 2011 in the Palladium Times, a newspaper of general circulation in the County of Oswego, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated April 28, 2011; and

WHEREAS, following submission of its Application and the May 16, 2010 public hearing, the Company requested certain changes to the Original Project (hereinafter the “**Project**”) to include the following: (A) (i) the acquisition of a leasehold interest in an approximately 16 acre parcel of improved real property located adjacent to the Land to be used as additional campground space (the “**New Land**” and together with the Original Land, the “**Land**”); and (ii) granting of certain additional financial assistance in the form of mortgage recording tax exemptions, if any, and the incorporation of the New Land into the Payment in Lieu of Tax Agreement dated as of June 1, 2011 by and between the Company and the Agency (the “**PILOT Agreement**”) with respect to the Original Project (the “**Additional Financial Assistance**” and together with the Original Financial Assistance, the “**Financial Assistance**”); and

WHEREAS, the Project shall hereinafter be comprised of the Land, the Facility, the Equipment and the Financial Assistance; and

WHEREAS, the Agency has not approved acquisition of the New Land or the granting of the Additional Financial Assistance; and

WHEREAS, the grant of the Additional Financial Assistance to the Project is subject to the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the

people of the State or increasing the overall number of permanent, private sector jobs in the State; 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 acquisition of the New Land and the approval of the Additional Financial Assistance constitute such an action; and

WHEREAS, the Agency has not yet made a determination under SEQRA.

NOW, THEREFORE, Be It Resolved by the Members of the County of Oswego Industrial Development Agency as follows:

Section 1. Based upon the representations made by the Company to the Agency, the Agency hereby makes the following findings and determinations:

(a) The Project constitutes a “project” within the meaning of the Act.

(b) The Additional Financial Assistance contemplated with respect to the Project consists of the granting exemptions from mortgage recording tax, if any, and amending the PILOT Agreement previously approved to incorporate the New Land.

Section 2. The Agency hereby directs that pursuant to Section 859-a of the Act, a public hearing with respect to the Project and Additional Financial Assistance shall be scheduled with notice thereof published, and such notice shall further be sent to affected tax jurisdictions within which the Project is located.

Section 3. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 4. The Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. This Resolution shall take effect immediately.

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

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>
Jonathan Daniels				X
Donald H. Kunzwiler	X			
Arthur W. Ospelt				X
Carolyn A. Rush				X
H. Leonard Schick	X			
Morris Sorbello	X			
Gary T. Toth	X			

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) ss.:
COUNTY OF OSWEGO)

I, the undersigned, Chief Executive Officer of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “**Agency**”) held on June 21, 2012, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on June 21, 2012.

L. Michael Treadwell,
Chief Executive Officer

(SEAL)