

**WELCH ALLYN, INC.**

**OFFICIAL INTENT RESOLUTION**

At a regular meeting of the Onondaga County Industrial Development Agency convened in public session on November 8, 2016 at 333 West Washington Street, Syracuse, New York, the following members were:

**PRESENT:**

Patrick Hogan  
Janice Herzog  
Susan Stanczyk  
Kevin Ryan  
Steve Morgan  
Fanny Villarreal

**ABSENT:**

Victor Ianno

**ALSO PRESENT:**

Julie Cerio, Executive Director  
Anthony P. Rivizzigno, Esq., Agency Counsel

Upon motion duly made and seconded, the following resolution was duly adopted by the Agency with its members voting as follows:

Aye

Nay

Patrick Hogan  
Janice Herzog  
Susan Stanczyk  
Kevin Ryan  
Steve Morgan  
Fanny Villarreal

**RESOLUTION DECLARING THE INTENT OF THE ONONDAGA COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY TO BE LEAD AGENCY FOR PURPOSES  
OF A COORDINATED REVIEW PURSUANT TO THE STATE ENVIRONMENTAL  
QUALITY REVIEW ACT**

**WHEREAS**, the Onondaga County Industrial Development Agency (the “Agency”) is authorized and empowered by 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”), Chapter 435 of the 1970 Laws of New York, as amended, constituting Section 895 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 and recreation facilities, including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities and continuing care retirement communities, among others, 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 of New York and 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 acquire, construct, reconstruct, improve, maintain, equip or furnish one or more “projects” (as defined in the Act); to sell, convey, mortgage, lease, pledge, exchange or otherwise dispose of said projects; and to issue bonds and provide for the rights of the holders thereof; and

**WHEREAS**, Welch Allyn, Inc. (the “Company”) has presented an application (the “Application”) to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting the Agency consider undertaking a project consisting of the following (the “Project”): (A) renovations and retrofitting of approximately 15,000 square feet of existing space to accommodate new manufacturing operations within the current facility and the addition of an approximately 110,000 square foot facility located in the Town of Skaneateles, County of Onondaga; and (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 and the commencement of a payment in lieu of tax agreement (“PILOT”) (the "Financial Assistance").

**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 the make a determination whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA) and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, to aid the Agency in determining whether undertaking the Project may have a significant impact upon the environment, the Company has prepared and submitted to the Agency and Environmental Assessment Form (the "EAF") with respect to the Project, a copy of which is attached here as Exhibit A, with a copy of the EAF on file at the office of the Agency; and

WHEREAS, the Agency has not yet approved the Project, or granted Financial Assistance to the Company; and

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

Section 1. The Chairman, Vice Chairman, Executive Director and/or Secretary of the Agency are each hereby individually authorized, on behalf of the Agency, to sign any and all documents to effectuate the passing of this Resolution.

Section 2. The Project consists of the components described above in the third WHEREAS clause of this Resolution; and

Section 3. The Agency hereby declares its intent to act as "Lead Agency" (as said term is defined in SEQRA) with respect to a coordinated agency review of the Project pursuant to SEQRA; and

Section 4. The Agency's counsel shall arrange for publication and distribution of its notice of intent to be "Lead Agency" and is hereby authorized to take such actions as are necessary and appropriate to assist the Agency in fulfilling the requirements under SEQRA for the Project and to work with the Company's environmental consultant in connection therewith.

Section 5. This Resolution shall take effect immediately.

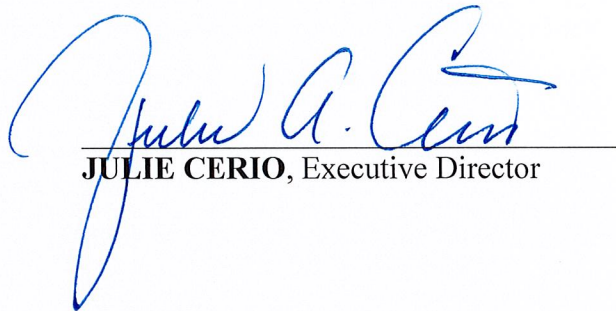
STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF ONONDAGA                )

I, the undersigned Executive Director of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on November 8, 2016 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter 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 this 8<sup>th</sup> day of November, 2016.

  
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**JULIE CERIO**, Executive Director