



TOWN OF AMENIA

4988 Route 22, AMENIA, NY 12501
TEL: 845-373-8860, x118 FAX: 845-373-9147

TOWN OF AMENIA TOWN BOARD

Resolution # 3e of 2015

Resolution Granting Amended Petition of Silo Ridge Ventures, LLC for Town Board Consent to the Formation of Silo Ridge Water Works Corporation and Silo Ridge Sewage Works Corporation and Authorizing Town Supervisor to Execute Necessary Consents

WHEREAS, Silo Ridge Ventures Property A, LLC (“Silo”) is the owner of 670+/- acres of real property located in the Town of Amenia (the “Silo Property”) which Silo intends to develop as a mixed-use resort community to be known as the “Silo Ridge Field Club” (the “Project”); and

WHEREAS, the Harlem Valley Landfill Corp. (“HVLC”) is the owner of real property located adjacent to the Silo Property in the Town of Amenia (“the HVLC Property”), and HVLC and Silo intend to enter into an easement agreement granting Silo a permanent easement over a portion of the HVLC Property to construct and operate a golf maintenance building, wastewater treatment plant, access road and other improvements related to the Project; and

WHEREAS, in 2013, Silo Ridge Ventures, LLC, as Applicant (“Applicant Silo”), applied to the Town of Amenia Planning Board (“Planning Board”) for, among other things: (1) an amended Special Permit/Master Development Plan approval for the Project; (2) Special Permit approvals for the golf maintenance facility, golf course improvements and waste water plant; (3) Site Plan approval for the first phase of the Project; (4) Preliminary Subdivision approval and lot line adjustment to incorporate a portion of the HVLC Property into the Project Site; and (5) certain waivers and supplementary approvals under the Zoning Code and Subdivision Code (collectively the “Applications”); and

WHEREAS, on March 25, 2014, the Planning Board circulated a Full Environmental Assessment Form (“EAF”) for the Project to all involved agencies, including the Town Board of the Town of Amenia (the “Town Board”), and on May 15, 2014, the Planning Board designated itself as Lead Agency under the State Environmental Quality Review Act (“SEQRA”) for review of the Applications for the Project; and

WHEREAS, as part of the Applications, Applicant Silo submitted an Addendum to the EAF containing numerous detailed and thorough plans, reports, studies and other documents

evaluating the Project's potential impacts on environmental and other resources (collectively, the "Supplemental SEQRA Materials"); and

WHEREAS, on August 21, 2014, the Planning Board determined the Applications complete for purposes of public review and on September 4, 2014, September 18, 2014, and May 5, 2015, the Planning Board held duly noticed public hearings on the Applications and Supplemental SEQRA Materials; and

WHEREAS, the Planning Board, with the assistance of its ecological, planning, engineering, visual and legal consultants thoroughly reviewed the EAF, the Applications, and revised Supplemental SEQRA Materials to identify the relevant areas of environmental concern and thoroughly analyzed the identified areas of environmental concerns to determine if the Project may have a significant adverse impact on the environment; and

WHEREAS, on July 29, 2015, the Planning Board adopted Resolution No. 8 of 2015 entitled "Resolution Adopting an Amended and Restated Findings Statement Under SEQRA for the Silo Ridge Field Club" (the "Amended SEQRA Findings"); and

WHEREAS, on July 29, 2015, the Planning Board also adopted the following resolutions, among others, in connection with the Project: (1) Resolution No. 9 of 2015 titled "Resolution Approving the Amended Special Permit and Amended Master Development Plan for the Silo Ridge Field Club"; (2) Resolution No. 11 titled "Resolution Approving Lot Line Adjustment and Preliminary Subdivision Plat for the Silo Ridge Field Club;" and (3) Resolution No. 12 of 2015 titled "Resolution Approving Site Plans for Phase 1 of the Silo Ridge Field Club;" (collectively the "July 2015 Approvals"); and

WHEREAS, the Town Board of the Town of Amenia (the "Town Board") is an involved agency for the Project under SEQRA because the Board has jurisdiction by law to approve certain aspects of the Project including, among other things, the formation of transportation corporations and the approval of various project bonds and financial guarantees; and

WHEREAS, on November 19, 2015, after careful review of the Amended SEQRA Findings prepared by the Planning Board, the Town Board adopted Resolution No. 44 of 2015 Adopting the SEQRA Findings Statement for the Silo Ridge Field Club in accordance with 6 NYCRR 617.11; and

WHEREAS, on or about July 23, 2015, Applicant Silo filed an Amended Petition with the Town of Amenia seeking Town Board consent to the formation of Silo Ridge Water Works Corporation ("Water Works Corporation") and Silo Ridge Sewage Works Corporation ("Sewage Works Corporation"), and the consent of the Town Highway Superintendent to the formation of the Silo Ridge Water Works Corporation, in accordance with the New York State Transportation Corporations Law ("TCL"); and

WHEREAS, on December 11, 2015, Applicant Silo amended a portion of Exhibit A to its Amended Petition with a corrected Certificate of Incorporation of Silo Ridge Water Works

Corporation; and

WHEREAS, as set forth in said Amended Petition, an engineering plan for the proposed water system was submitted to the Town, to the Dutchess County Department of Health (“DOH”), and to the Dutchess County Water and Wastewater Authority (“DCWWA”) in accordance with Section 41 of the TCL; and

WHEREAS, as set forth in said Amended Petition, maps and specifications of the proposed sewage works system, including the proposed wastewater treatment plant, to be owned and operated by Silo Ridge Sewage Works Corporation, were submitted to the Town and to DOH in accordance with Section 117 of the TCL; and

WHEREAS, the Town retained the engineering firm of Rohde, Soyka & Andrews Consulting Engineers, P.C. to conduct the necessary and required examinations of the engineering plans, maps and specifications for the Water Works Corporation and Sewage Works Corporation, to report its professional engineering opinions on the feasibility and adequacy thereof and on any recommended modification and changes, to report on the costs of construction of the sewage works system and appurtenances thereto, to recommend appropriate bond amounts, and to perform such additional services as may be necessary to comply with the TCL; and

WHEREAS, by letter dated August 24, 2015, the DCWWA advised the Town the DCWWA has no objection to the Town consenting to the formation of the Silo Ridge Water Works Corporation subject to the Town’s independent review of the adequacy of the proposed water system; and

WHEREAS, by letters dated December 7, 2015 and December 15, 2015, the DOH reported on its review of plans, reports, and specifications for the Water Works Corporation and Sewage Works Corporation and determined that (1) the same meet the appropriate and applied design standards for sewage disposal and water supply facilities, (2) the proposed water supply and water distribution system meet the requirements of County and State standards and are suitable for a potential county-wide water system and are suitable for eventual integration with such county-wide system, and (3) in accordance with TCL Section 41, DOH has no objection to Town consent to the formation of the Water Works Corporation; and

WHEREAS, Rohde, Soyka & Andrews Consulting Engineers, P.C. (“RSA”) issued its letter report, dated December 16, 2015, to the Town Board advising, among other things, that:

- (1) it has reviewed the reports, plans, and specifications associated with the Water Works Corporation and Sewage Works Corporation,
- (2) that its comments, recommended changes and project modifications have been incorporated into the final versions of the project documents,
- (3) that said reports, plans and specifications have been reviewed by the appropriate authorities having jurisdiction, including the DOH,

- (4) that DOH has stated in its December 7, 2015 letter that such reports, plans and specifications meet the appropriate and applied design standards for sewage disposal and water supply facilities,
- (5) that the approvals issued by the Planning Board include appropriate, sufficient, and reasonable provisions for inspection, test, and construction oversight to ensure that the proposed improvements are properly constructed and completed in full conformance with project requirements and the system designs,
- (6) that RSA finds the reports, plans, and specifications associated with the water supply and distribution facilities and the wastewater and treatment facilities to be technically sufficient, employing appropriate and applicable design standards and sound engineering practice, and are reasonably able to be constructed and expected to perform within design standards;
- (7) that RSA takes no exception to the formation of the transportation corporations;
- (8) that RSA has reviewed a sewer performance and completion bond for the project, that such bond includes all phases of the proposed construction and incorporates amounts necessary to properly construct and complete the wastewater treatment facility and outfall, as well as the necessary collection system for the entire project, that the total bond amount is \$4,607,538, and that this amount includes all labor, material, and equipment costs necessary to construct and complete a fully-operational wastewater treatment and collection system for the project; and
- (9) that RSA has discussed the operation and maintenance guarantee with the Town Planning Board attorney, that such bond is believed to be appropriate and necessary, and that a determination of the final amount of such bond should be deferred until such time as the sewage collection and treatment facility has been advanced to the completion of Phase 1 to make a more appropriate determination with respect to sales and occupancy of the associated units in order to fully understand anticipated revenue requirements; and

WHEREAS, the Town Superintendent of Highways granted his consent to the formation of the Water Works Corporation by letter dated Oct. 9th, 2015;

NOW, THEREFORE, BE IT RESOLVED, that, after review and due consideration of all of the foregoing, the Town Board hereby grants the Amended Petition of Silo Ridge Ventures, LLC filed with the Town on or about July 23, 2015, as subsequently amended, and hereby grants its consent pursuant to Section 41 of the TCL to the formation of the Silo Ridge Water Works Corporation in the form annexed hereto, and grants its consent pursuant to Section 116 of the TCL

to the formation of the Silo Ridge Sewage Works Corporation in the form annexed hereto; and

BE IT FURTHER RESOLVED, that the Town Supervisor is hereby authorized to execute such further documents as may be necessary to indicate the consents contained in this Resolution to the formation of such transportation corporations by Silo Ridge Ventures, LLC.

Motion made by V. Doyle, and seconded by S. Perotti.

The foregoing resolution was voted upon with all members of the Town Board voting and signing as follows:

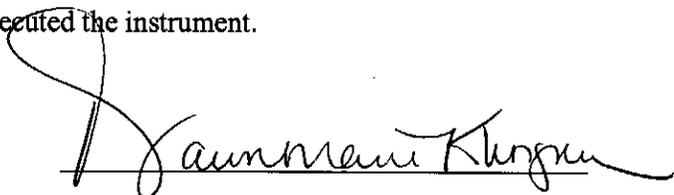
	<u>Yes</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	<u>Signature</u>
Supervisor Perotti	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<u>Victor Perotti</u>
Councilwoman Doyle	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<u>Victoria Doyle</u>
Councilman DeLango	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<u>DeLango</u>
Councilwoman Hitselberger	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<u>Michelle Hitselberger</u>
Councilman Perotti	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<u>St. Perotti</u>

Dated: December 17, 2015
Amenia, New York

Dawn Marie Klingner
Dawn Marie Klingner, Town Clerk

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

On this 17th day of December, 2015, before me, the undersigned, a notary public in and for the State of New York, personally appeared Victoria Perotti, Vicki Doyle, Stephen Perotti and Michael DeLango, personally known to me or proved to me on the basis of satisfactory evidence to be the individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their capacity, and that by their signatures on the instrument, such individuals, or the person on behalf of which said individuals acted, executed the instrument.



Notary Public



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

On this 20th day of December, 2015, before me, the undersigned, a notary public in and for the State of New York, personally appeared Gretchen Hitselberger, personally known to me or proved to me on the basis of satisfactory evidence to be the individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their capacity, and that by their signatures on the instrument, such individuals, or the person on behalf of which said individuals acted, executed the instrument.



Notary Public

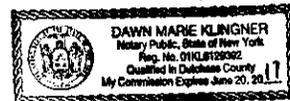


EXHIBIT A

CERTIFICATE OF INCORPORATION

OF

SILO RIDGE WATER WORKS CORPORATION

**Under Section 3 of the Transportation
Corporations Law of the State of New York**

The undersigned, a natural person of the age of 18 years or more, acting as incorporator of a corporation under Section 3 of the Transportation Corporations Law, hereby adopts the following Certificate of Incorporation:

1. The name of the Corporation shall be Silo Ridge Water Works Corporation.
2. The purposes for which it is formed are to supply water by means or pipes to the town of Amenia, to lay and maintain pipes and hydrants for delivering and distributing water, to own, lease, hold and maintain reservoirs, plants, lands, equipment, franchises and appurtenances incidental to the supply of water, and to cause examinations and surveys to be made to determine the proper location of its water works in for such purpose to enter upon any lands or waters, to acquire real estate, or any interest therein, and if unable to agree upon the terms of purchase of any such property or rights, to acquire the same by condemnation, to lay, relay, repair and maintain conduits and water pipes with connections and fixtures, in, through and over the lands of riparian owners and from persons owning or interested in any waters, to prevent the flow or drainage of noxious or impure waters from the lands of others into its reservoirs or sources of supply, and such further and additional powers as are now or hereafter provided for in Article 4 of the Transportation Corporations Law.
3. The Corporation is a water-works corporation as defined in Section 40 of the New York Transportation Corporations Law.
4. The office of the Corporation within the State of New York is to be located in Dutchess County, New York.

5. The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred (200) shares without par value, all of one class to be designated common stock.

6. The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him is Silo Ridge Sewage Works Corporation, 5021 Route 44, Amenia, New York 12501.

7. The operations of the Corporation are to be carried on in the Town of Amenia, County of Dutchess, State of New York. The consent of the authorities of the Town of Amenia, as required by Transportation Corporations Law Section 41 has been granted and is annexed to this Certificate of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming the Corporation under the laws of the State of New York, the undersigned constituting the incorporator of this Corporation has personally executed this Certificate of Incorporation on the ___ day of _____, 2015.

Terrence M. Gilbride, Incorporator
140 Pearl Street, Suite 100
Buffalo, New York 14202

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

On this _____ day _____ in the year 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Terrence M. Gilbride, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

CERTIFICATE OF INCORPORATION
OF
SILO RIDGE SEWAGE WORKS CORPORATION

Under Section 3 of the Transportation
Corporations Law of the State of New York

The undersigned, a natural person of the age of 18 years or more, acting as incorporator of a corporation under Section 3 of the Transportation Corporations Law, hereby adopts the following Certificate of Incorporation:

1. The name of the Corporation shall be Silo Ridge Sewage Works Corporation.
2. The purposes for which the Corporation is formed are to provide a sanitary sewer system in the Town of Amenia, New York for the disposal of sewage through an established system of pipelines and other means of disposal, to erect, construct, own, maintain and operate disposal systems, including sewer pipes and other appurtenances which are used in whole or in part in connection with the collection, treatment or disposal of sewage and other waste; to own, lease, hold and maintain lands, buildings, easements, chattels, franchises and appurtenances incidental to the collection and disposal of sewage and similar waste.
3. The Corporation is a Sewage Works Corporation as defined in Section 115(1) of the New York Transportation Corporations Law.
4. The office of the Corporation within the State of New York is to be located in Dutchess County, New York.
5. The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred (200) shares without par value, all of one class to be designated common stock.
6. The Secretary of State of the State of New York is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of process in any action or proceeding

against the Corporation which may be served upon him is Silo Ridge Sewage Works Corporation, 5021 Route 44, Amenia, New York 12501.

7. The operations of the Corporation are to be carried on in the Town of Amenia, County of Dutchess, State of New York. The consent of the authorities of the Town of Amenia, as required by Transportation Corporations Law §116 has been granted and is annexed to this Certificate of Incorporation.

IN WITNESS WHEREOF, for the purpose of forming the Corporation under the laws of the State of New York, the undersigned constituting the incorporator of this Corporation has personally executed this Certificate of Incorporation on the ___ day of _____, 2015.

Terrence M. Gilbride, Incorporator
140 Pearl Street, Suite 100
Buffalo, New York 14202

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

On this _____ day _____ in the year 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Terrence M. Gilbride, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public