

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
February 22, 2019
IDA OFFICE BUILDING
44 W. BRIDGE ST.
OSWEGO, NEW YORK

PRESENT: Canale, Schick, Sorbello, Stahl, Toth and Trimble

Absent/Excused: Kells

Also Present: Kevin C. Caraccioli, Kevin LaMontagne and L. Michael Treadwell

Chair Toth called the meeting to order at 9:00 a.m. at the offices of the County of Oswego IDA in Oswego, NY.

APPROVAL OF MINUTES

On a motion by Mr. Stahl, seconded by Mr. Trimble, the minutes of the January 28, 2019 meeting were approved.

TREASURER'S REPORT

On a motion by Mr. Sorbello, seconded by Mr. Schick, the Financial Statements for the period ended November 30, 2018 were approved.

Mr. Treadwell provided an overview of each of the Funds and Agency Accounts and how they are used, sources and restrictions.

NOTICE OF MEETING

Meeting notices were posted at the Oswego County Building, the IDA Office Building and on the IDA website. A notice was published in The Palladium Times on February 6, 2019.

22 Crossroads, LLC

Mr. Treadwell and Mr. Caraccioli reported that no action could be taken on this project until the SEQRA process is completed by the City of Oswego.

R.M. Burritt Motors, Inc.

Following a review of the proposed project, on a motion by Mr. Schick, seconded by Mr. Canale, a resolution was approved determining that the construction and equipping of a commercial facility at the request of the Company constitutes a project and describing the financial assistance requested in connection therewith and authorizing a public hearing. A copy of the Initial Resolution is attached and made an official part of the minutes.

USDA IRP Program

Mr. Treadwell reported that the Agency's application to obtain a second IRP loan was approved and that the paperwork was in progress. The loan approval amount was \$500,000 and the Agency's commitment was \$175,000 to be funded by the PILOT EDF.

Following a discussion, on a motion by Mr. Stahl, seconded by Mr. Sorbello, authorization was approved to establish a new Key Bank account for the IRP2 and a second account for the required "Loan Loss Reserve" in the amount of 6% of the total IRP2 (\$675,000) that would require \$40,500 from the PILOT EDF.

Richland Solar I, LLC

Following a review of the proposed 2 MW solar project to be developed by Source Renewables of Connecticut in the Town of Richland, on a motion by Mr. Schick, seconded by Mr. Canale, a resolution was approved determining that the acquisition, construction and equipping of a commercial facility at the request of the Company constitutes a project and describing the financial assistance requested in connection there with and authorizing a public hearing. A copy of the Initial Resolution is attached and made an official part of the minutes.

Executive Session

Chair Toth and Mr. Caraccioli reported that due to matters involving the financial history of a business/organization and individuals and pending and current contractual matters, on a motion by Mr. Sorbello, seconded by Mr. Trimble, it was approved to go into Executive Session at 10:51 a.m.

On a motion by Mr. Sorbello, seconded by Mr. Stahl, the Executive Session ended at 11:38 a.m.

Delinquent Loan Report

Mr. LaMontagne reviewed the report for the period ended January 31, 2019 in Executive Session. There were no new entries on the report. On a motion by Mr. Canale, seconded by Mr. Trimble, the report was approved.

Kathy's Cakes & Specialty Treats

Following a discussion in Executive Session and a review of the application for an IRP EDF loan and the Financing Proposal Summary Cost/Benefit Analysis, on a motion by Mr. Schick, seconded by Mr. Trimble, a loan in the amount of \$80,000 was approved. Mr. Stahl voted Nay.

Oswego County Economic Advancement Plan

Mr. Treadwell reported that the first payment to CenterState CEO of \$15,000 had been made. The balance of the contract for \$45,000 is to be shared with the County. Mr. Treadwell provided a copy of the information provided to CenterState CEO regarding projects and initiatives that the COIDA and OOC were involved with during 2018 and the relationship to the Action Plan Matrix.

A copy of the report is attached and made an official part of the minutes.

NYS Legislation

Mr. Caraccioli reviewed some new bills in Albany that are in opposition to nuclear power.

Columbia Mills

Following a discussion in Executive Session, it was agreed that the Agency was not interested in using part of the property for the development of storage units.

CNY Raceway Park

Following a discussion in Executive Session, matters related to a possible tax foreclosure and litigation would be followed.

LOIP

Following a discussion on the acquisition of the Spec Building and six acres of land by Northland Filters, on a motion by Mr. Canale, seconded by Mr. Stahl, authorization was approved to utilize Russell L. Getman to do the survey needed for a subdivision and sale of the property. The cost would be \$3,750.

Attis Industries

Following a discussion, on a motion by Mr. Stahl, seconded by Mr. Schick, a resolution was approved approving the sale of a certain project facility by Sunoco, Inc. (R&M) to Attis Ethanol Fulton, LLC and authorizing the execution and delivery of an Assignment and Assumption Agreement in connection therewith. A copy of the Resolution Approving the Assignment of the Right, Title and Interest in a Certain Project Facility by Sunoco, Inc. (R&M) to Attis Ethanol Fulton, LLC is attached and made an official part of the minutes.

Next Meeting

March 20, 2019 at 9:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Stahl, seconded by Mr. Schick, the meeting was adjourned at 11:47 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on February 22, 2019, at 9:30 a.m., at 44 West Bridge Street, Oswego, New York.

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

PRESENT: Nick Canale, Jr., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble.

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne and L. Michael Treadwell

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE CONSTRUCTION AND EQUIPPING OF A COMMERCIAL FACILITY AT THE REQUEST OF THE COMPANY CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND 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, RM Burritt Motors, Inc, a Delaware corporation (the “*Company*”), and/or entities formed or to be formed on its behalf, submitted an application to the Agency on or about January 4, 2019 (“*Application*”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “*Project*”) consisting of: (A)(i) the acquisition (or retention) of a leasehold interest (or sub-leasehold interest) in approximately 15 acres of real property located at 340 State Route 104, City of Oswego, State of New York (the “*Land*”); (ii) the construction of an automobile dealership, including a car wash, and a collision/service center (collectively, the “*Facility*”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other tangible personal property (collectively the “*Equipment*”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “*Financial Assistance*”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; 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 defined by SEQRA) to be taken by the Agency and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, the Agency has not approved undertaking the Project or the granting of the Financial Assistance; and

WHEREAS, the grant of 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.

NOW, THEREFORE, be it resolved by the members of the County of Oswego Industrial Development Agency as follows:

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

(a) The Project Facility constitutes a “project” within the meaning of the Act; and

(b) The Financial Assistance contemplated with respect to the Project consists of exemptions from real property tax, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax.

Section 2. The Agency hereby directs that, pursuant to Section 859-a of the Act, a public hearing with respect to the Project and 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>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tom Kells	X			X	
Tim Stahl					
H. Leonard Schick	X				
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	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 February 22, 2019, 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 February 22, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on February 22, 2019, at 9:30 a.m., at 44 West Bridge Street, Oswego, New York.

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

PRESENT: Nick Canale, Jr., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble.

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne and L. Michael Treadwell

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A COMMERCIAL FACILITY AT THE REQUEST OF THE COMPANY CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND 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, Richland Solar I, LLC, a Delaware limited liability company (the “*Company*”), and/or entities formed or to be formed on its behalf, submitted an application to the Agency on or about January 28, 2019 (“*Application*”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertake a project (the “*Project*”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 29 acres of real property located at 55 Lehigh Road, Town of Richland, State of New York (the “*Land*”); (ii) the construction of approximately 10 acres of solar panels, racking to mount the solar panels, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the “*Facility*”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other tangible personal property (collectively the “*Equipment*”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “*Financial Assistance*”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; 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 defined by SEQRA) to be taken by the Agency and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, the Agency has not approved undertaking the Project or the granting of the Financial Assistance; and

WHEREAS, the grant of 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.

NOW, THEREFORE, be it resolved by the members of the County of Oswego Industrial Development Agency as follows:

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

(a) The Project Facility constitutes a “project” within the meaning of the Act;
and

(b) The Financial Assistance contemplated with respect to the Project consists of exemptions from real property tax and State and local sales and use tax.

Section 2. The Agency hereby directs that, pursuant to Section 859-a of the Act, a public hearing with respect to the Project and 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.

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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>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tom Kells	X			X	
Tim Stahl					
H. Leonard Schick	X				
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	X				

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) ss.:
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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 February 22, 2019, 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.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on February 22, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

Economic Development Activity – Oswego County, NY
January 1 – December 31, 2018
Economic Advancement Plan – Action Matrix Analysis

Project/Activity	Description	Investment	N/R Jobs	Goal(s)	Objective(s)
Howland Solar (Cypress Creek Renewables)	2 MW solar project in the Village of Sandy Creek under construction. Financial assistance being provided by the COIDA.	\$3,176,400	2	3	3A
Feasibility Study on Establishing a Regional WWTP	Retained C&S to complete a study of developing a regional WWTP utilizing the former Miller WWTP plant owned by the COIDA. Funding partners included the County, OOC and COIDA.	98,000	-	4	4A
Sewer Extension to the Oswego Airport/Airport Industrial Park	Secured \$500,000 NBRC grant to support project, COIDA committed \$250,000 for the project. OOC owns the Industrial Park. Partners included Town of Volney, City of Fulton, County and COIDA.	750,000	-	4	4A
Pathfinder Industries	\$125,000 in financing for a new CNC machine secured from the CNY EDC.	139,462	3	3	3F
CNY REDC	Hosted the July CNY REDC meeting at the Lake Ontario Event and Conference Center in Oswego. Presentation on the successful Oswego DRI initiatives provided. 120 attended the event.	-	-	2	2A
Nonna Dina Pizzeria	OOC funded a \$62,000 SBA 504 loan for the small business in the Town of Hastings	165,000	4	3	3E, 3F
OOC Annual Meeting	Held its 66 th Annual Meeting at the Lake Ontario Event and Conference Center in Oswego. Attendance 140, awards presented to C&S (Ally), 1886 Malt House (Business Excellence), Morningstar Residential Care (Jobs), Dr. Padma Ram (Entrepreneur) and David Turner (Economic Developer Merit). Keynote was Tim Hardy of Sunoco. Presentation made on economic development activities.	-	-	2	2A
EJ USA	Groundbreaking held for new manufacturing building, a 71,000 sf plant to manufacture infrastructure access solution products in the OCIP in the Town of Schroepfel.	9,075,000	91	3	3B
Woody's on 37	COIDA funded a \$25,000 MEP loan to assist in financing a start-up indoor/outdoor recreational sports facility in the Town of Hastings.	144,853	3	3	3E, 3I
Micro-Enterprise Training Program (MEP)	OOC continued its sponsorship of the Micro-Enterprise program in cooperation with the SBDC, Oswego CDO, Fulton CDA. 3 classes held in 2018 with 34 graduates.	-	-	3	3E
Bishop's Commons	COIDA provided financial assistance for an improvement and financing restructuring for the enhanced living project in Oswego	5,549,185	44	1	1E

Economic Development Activity – Oswego County, NY
January 1 – December 31, 2018
Economic Advancement Plan – Action Matrix Analysis

<u>Project/Activity</u>	<u>Description</u>	<u>Investment</u>	<u>N/R/ Jobs</u>	<u>Goal(s)</u>	<u>Objective(s)</u>
USDA IRP Program	COIDA submitted an application to USDA to expand the capacity of its IRP financing program in the amount of \$675,000.	675,000	-	1	1D
CFA Project Forum	OOC hosted a Potential CFA Project Forum at the Lake Ontario Event and Conference Center in Oswego in April. 43 attended the event.	-	-	2	2A
NGI Business Plan Competition	\$50,000 award to the winner. 33 applicants, Wired Telecom was selected as the winner. Approximately 6 of the other competitors are pursuing their projects.	50,000	20	3	3E
Off Broadway Dance Center	OOC funded a \$56,000 SBA 504 loan for the small business in the Town of Granby.	140,000	2	3	3E, 3F
Geo Hotel/Water Park	COIDA provided financial assistance including a \$500,000 lease financing for equipment. Supported an Oswego DRI project.	4,965,000	18	3	3I
Stephen M. Baker, O.D., PLLC	COIDA provided financial assistance including a \$150,000 loan supporting the attraction of a new eye care practice to Oswego, partnering with the Oswego CDO.	856,454	14	3	3E
Aldi/Nestle Site	Aldi opens its new store in Fulton on the former Nestle site. OOC assisted with a Restore NY grant of \$350,000 for site preparation.	2,987,178	15	1, 4	1D, 4C
Finger Lakes Stairs & Cabinets	OOC funded a \$193,000 SBA 504 loan for the manufacturer that built a new facility and relocated from Onondaga County to the Town of Schroepfel.	464,000	11	3	3E
Page Material Management	COIDA provided financial assistance to attract the company by acquiring an existing 105,938 sf facility and plan to construct an additional 60,000 sf for manufacturing, storage of metal materials for Novellis. Included \$400,000 in loans/leases.	7,600,000	21	3, 4	3B, 4B
iFreeze, Inc.	COIDA provided financial assistance to attract the business to acquire a 123,000 sf vacant refrigerated warehouse to be used for warehousing, distribution, storage and freezer space for vegetable, fruit and other food products including \$350,000 in lease financing. Project financing to include a \$1,500,000 SBA 504 loan.	5,045,000	35	3,4	3D, 4B
Lindsey Aggregates	COIDA funded \$99,500 IRP loan to assist in acquiring equipment for the aggregate mining operation in the Town of Palermo, \$140,000 CFA grant secured.	4,254,399	21	1, 3	1D, 3E, 3F

Economic Development Activity – Oswego County, NY
January 1 – December 31, 2018
Economic Advancement Plan – Action Matrix Analysis

<u>Project/Activity</u>	<u>Description</u>	<u>Investment</u>	<u>N/R Jobs</u>	<u>Goal(s)</u>	<u>Objective(s)</u>
Bella Fattoria, Inc.	COIDA funded \$99,500 IRP loan to assist in establishing a 5,536 sf winery in the Town of Hannibal.	732,046	6	3	3D, 3E, 3F
Appraisal of Potential Industrial Property	COIDA retained Cushman & Wakefield to conduct an appraisal of 7 potential development properties in the County.	-	-	4	4C, 4D
Harbor View Square	Mixed-use development with 75 apartments and 10,000 sf of commercial. An Oswego DRI core project. COIDA provided financial assistance. Brownfield site redevelopment.	26,000,000	8	4	4C
Spec Building Analysis for Nestle Site	OOO retained C&S to conduct a feasibility study to identify a potential site on the Nestle site in Fulton for a potential manufacturing spec building.	15,500	-	4	4F
Economic Advancement Plan Implementation Oversight/Review	COIDA retained CenterState CEO to provide assistance and monitoring of progress and strategies to modify the plan.	60,000	-	5	5A, 5B, 5C, 5D
Oswego County EDP Committee	OOO presents monthly reports to the Committee on economic development activities.	-	-	2	2A
OOO Economic Dev. Activity Report	Distributed "confidentially" monthly to County Legislators, OOC Board, COIDA Board, Federal and State Representatives.	-	-	5	5A, 5B
OOO E-News	Produce 30 issues annually and distributed to approximately 700 Stakeholders.	-	-	5	5A, 5C
OOO News Releases	Develop approximately 40 annually.	-	-	2, 5	2A, 5A, 5C
OCBM	Publish 6 articles/columns annually	-	-	2, 5	2A, 5A, 5C
Oswego County Business Guide	Sponsor of the Business Guide that is published by OCBM annually.	-	-	2, 5	2A, 5A, 5C
Marketing the County Via Trade Publications	OOO advertises and places editorials in the following: SBA Business Resource, The Leader, Business Facilities, Expansion Solutions, Trade & Industry Development and Site Selection.	-	-	2, 5	2A, 5A, 5C
OOO Marketing Via Social Media	Facebook, LinkedIn, Twitter and YouTube.	-	-	2, 5	2A, 5A, 5C
OOO/COIDA Websites	OOO administers the websites.	-	-	2, 5	2A, 5A, 5C
Real Estate Marketing	OOO maintains a comprehensive listing of available commercial properties on its website.	-	-	2, 5	2A, 5A, 5C
Workforce Training	OOO's Ex. Dir. Is Vice Chair of the Workforce Development Board of Oswego County. OOC is very supportive of the CCC's Advance	-	-	4	4E

Economic Development Activity – Oswego County, NY
January 1 – December 31, 2018
Economic Advancement Plan – Action Matrix Analysis

	Manufacturing Institute. OOC promotes training and skilled workers in its advertising campaign.				
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Source: Operation Oswego County, Inc.

RESOLUTION APPROVING THE ASSIGNMENT OF THE RIGHT, TITLE AND INTEREST IN A CERTAIN PROJECT FACILITY BY SUNOCO, INC. (R&M) TO ATTIS ETHANOL FULTON, LLC

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on February 22, 2019, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

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

PRESENT: Nick Canale, Jr., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne and L. Michael Treadwell

The following resolution was duly offered and seconded:

RESOLUTION APPROVING THE SALE OF A CERTAIN PROJECT FACILITY BY SUNOCO, INC. (R&M) TO ATTIS ETHANOL FULTON, LLC AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN ASSIGNMENT AND ASSUMPTION AGREEMENT IN CONNECTION THEREWITH.

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, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Sunoco, Inc. (R&M), a Pennsylvania corporation (the “*Company*”), is a party to certain documents, including but not limited to an amended and restated company lease (the “*Amended and Restated Company Lease*”), an amended and restated agency lease agreement (the “*Amended and Restated Agency Agreement*”), an environmental compliance and indemnification agreement (the “*Environmental Compliance and Indemnification Agreement*”) and a second amended and restated payment in lieu of tax agreement (the “*Second Amended and Restated PILOT Agreement*” and, together with all other documents executed or assumed by the Company in connection with the Project (as defined herein), the “*Company Documents*”) in conjunction with a project undertaken by the Agency pursuant to prior resolutions (the “*Project*”) consisting of: (A) (i) the acquisition of a leasehold interest in approximately 90 acres of improved real property located at 1850 County Route 57, Fulton, Town of Volney, County of Oswego, and State of New York (aka 376 Owens Road, Fulton, NY) (the “*Original Land*”), (ii) the reconstruction of three existing buildings aggregating approximately 300,000 square feet (the “*Existing Facility*”), and the construction of five additional buildings aggregating approximately 15,000 square feet (the “*Original Facility*”), all for use as a corn to ethanol production facility, and (iii) the acquisition and installation of certain furnishings, fixtures, machinery and equipment (collectively the “*Original Equipment*”) in the Existing Facility and the New Facility (the Original Land, the Existing Facility, the New Facility and the Original Equipment hereinafter collectively referred to as the “*Original Project Facility*”); (B) (i) the acquisition or continuation of a leasehold interest in approximately 91-119 acres of improved real property located at 376 Owen Road in the Town of Volney, New York, Oswego County (the “*New Land*” and together with the Original Land, the “*Land*”); (ii) construction and equipping of an approximate 1,260 square foot scale house for use in conjunction with the production of ethanol; the renovation, reconstruction, repair, equipping and improvements of approximately: (a) 10,500 square feet on the first floor and 24,000 square feet on the second floor of building 4 on the Land to be used in connection with the production of malt barley; (b) 49,000 square feet of building 5 on the Land to be used in connection with the production of malt barley and other uses; (c) 41,000 square feet in building 14 on the Land to be used for biorefining; (d) 33,500 square feet in building 25 on the Land for expansion of tank additions; and (e) 7,200 square feet in building 28 on the Land for future expansion (collectively the “*New Facility*” and together with the Original Facility, the “*Facility*”), (C) the acquisition and installation of machinery and equipment located in the Facility to be used in the production of ethanol (collectively the “*Equipment*”) (the Land, Facility and Equipment are hereinafter collectively referred to as the “*Project Facility*”); (D) the granting of certain financial assistance in the form of exemption from sales and use taxation, mortgage recording tax, if any, and real property tax (collectively, the “*Financial Assistance*”); and (E) the lease of the Project Facility by the Agency pursuant to a lease agreement and the lease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the Company has notified the Agency that it intends to sell the Project Facility to Attis Ethanol Fulton, LLC (“*Attis*”); and

WHEREAS, the Company has requested that the Agency consent to the sale by the Company of the Project Facility to Attis and the assignment by the Company and the assumption by Attis of the Amended and Restated Company Lease, the Amended and Restated Agency

Agreement, the Second Amended and Restated PILOT Agreement, the Environmental Compliance and Indemnification Agreement and the other Company Documents (collectively, the “*Assigned Documents*”); and

WHEREAS, the Company further seeks to transfer and assign all of the Assigned Documents to the Attis as part of the transfer and Attis has agreed to assume all of the Company’s obligations thereunder (the “*Assignment*”); and

WHEREAS, pursuant to section 9.1 of the Amended and Restated Agency Lease Agreement, the Assignment is permitted with the prior written consent of the Agency; and

WHEREAS, the Agency has given due consideration to the Company’s request and finds that, based upon the representations of, and information submitted by, the Company that Attis has the ability to own, manage and operate the Project Facility in a manner substantially similar to the Company and is able to meet the obligations of the Company under the Company Documents; 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 action proposed herein constitutes a Type II action and is therefore not subject to further review.

NOW, THEREFORE, be it resolved by the members of the County of Oswego Industrial Development Agency, as follows:

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

(A) The request to the Assignment is a Type II action under SEQRA and not subject to further review.

(B) Attis has the ability to own, manage and operate the Project Facility in a manner substantially similar to the Company and is able to meet the obligations of the Company under the Company Documents; and

(C) The Agency consents to and authorizes the Transfer and the Assignment to Attis pursuant to the terms of this Resolution and the Company Documents.

(D) As a condition precedent to the actual Transfer and/or Assignment, the Company and Attis shall agree to cause all jobs created or retained at the Project Facility, whether such employees are employed by the Company or Attis, to be reported to the Agency annually as required under the Act.

(2) The Chief Executive Officer and/or (Vice) Chairperson of the Agency, upon advice of counsel, is hereby authorized and directed to negotiate, execute and deliver, on behalf of the Agency, the necessary documents to effectuate the Assignment, including but not limited to any

necessary amendments to the Company Documents, and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution; provided however, that as a condition precedent to the Assignment, the Company and Attis shall execute and delivery any and all necessary documents required by the Agency to effectuate the Assignment; and the Company shall pay the Agency’s related fees and costs associated with the Assignment, including but not limited to its legal fees.

(3) No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

(4) The Chief Executive Officer of the Agency is hereby authorized 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.

(5) This Resolution shall take effect immediately, but is subject to execution by the Agency of the necessary documents to effectuate the assignment.

(6) 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.

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>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	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 February 22, 2019, 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 February 22, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)