

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
March 20, 2019
IDA OFFICE BUILDING
44 W. BRIDGE ST.
OSWEGO, NEW YORK

PRESENT: Canale, Schick, Sorbello, Toth and Trimble

Absent/Excused: Kells and Stahl

Also Present: Kevin C. Caraccioli, Gavin Gretskey, Jim Keib, Kevin LaMontagne, L. Michael Treadwell, Dave Turner and Bob Wilmott

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. Sorbello, seconded by Mr. Canale, the minutes of the February 22, 2019 meeting were approved.

TREASURER'S REPORT

On a motion by Mr. Schick, seconded by Mr. Sorbello, the Financial Statements for the period ended December 31, 2018 were approved.

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 March 5, 2019.

22 Crossroads, LLC

Following a review of the Application for Financial Assistance and the Financing Proposal Summary and Cost/Benefit Analysis of the project, a copy of each are on file at the Agency, on a motion by Mr. Canale, seconded by Mr. Trimble, a resolution was approved classifying a certain project as an Unlisted Action pursuant to the SEQRA and determining that the project will not have a significant effect on the environment. A copy of the SEQRA Resolution is attached and made an official part of the minutes.

On a motion by Mr. Trimble, seconded by Mr. Canale, a resolution was approved undertaking the acquisition, demolition of an existing building, renovation of an existing building, construction of a new building and equipping of a mixed use facility, appointing 22 Crossroads, LLC (The "Company") as Agent of the Agency for the purpose of the acquisition, demolition, construction, renovation, installation, equipping and completion of the project; approving certain financial assistance; and authorizing the execution and delivery of an agreement between the Agency and the Company. A copy of the Inducement Resolution is attached and made an official part of the minutes.

On a motion by Mr. Schick, seconded by Mr. Sorbello, a resolution was approved approving a PILOT schedule and authorizing the execution and delivery of certain documents by the Agency in connection with a certain project undertaken at the request of the Company. A copy of the PILOT Resolution is attached and made an official part of the minutes.

On a motion by Mr. Trimble, seconded by Mr. Schick, a resolution was approved authorizing the execution and delivery of certain documents by the Agency in connection with a project undertaken at the request of the Company. A copy of the Final Approving Resolution is attached and made an official part of the minutes.

R.M. Burritt Motors, Inc.

Following a review of the Application for Financial Assistance and the Financing Proposal Summary and Cost/Benefit Analysis of the Project, a copy of each are on file at the Agency, on a motion by Mr. Schick, seconded by Mr. Sorbello, a resolution was approved classifying a certain project as a Type 1 Action pursuant to the SEQRA and determining that the project will not have a significant effect on the environment. A copy of the SEQRA Resolution is attached and made an official part of the minutes.

On a motion by Mr. Canale, seconded by Mr. Trimble, a resolution was approved undertaking the acquisition, construction, equipping and completion of a certain commercial project, appointing the Company as Agent of the Agency for the purpose of the acquisition, construction, equipping and completion of the project; approving certain financial assistance; and authorizing the execution and delivery of an agreement between the Agency and the Company. A copy of the Inducement Resolution is attached and made an official part of the minutes.

On a motion by Mr. Schick, seconded by Mr. Trimble, a resolution was approved approving a PILOT schedule and authorizing the execution and delivery of certain documents by the Agency in connection with a certain project undertaken at the request of the Company. A copy of the PILOT Resolution is attached and made an official part of the minutes.

On a motion by Mr. Canale, seconded by Mr. Sorbello, a resolution was approved authorizing the execution and delivery of certain documents by the Agency in connection with a commercial project undertaken at the request of the Company. A copy of the Final Approving Resolution is attached and made an official part of the minutes.

Following a review of the request for lease financing, on a motion by Mr. Schick, seconded by Mr. Trimble, the financial assistance for an equipment lease in the amount of \$300,000 was approved.

Following a discussion regarding the need to expedite access to the sales tax exemption benefit, on a motion by Mr. Canale, seconded by Mr. Sorbello, a resolution was approved approving the execution and delivery of a Preliminary Project Agreement with regards to the acquisition, construction and equipping of a certain facility for R.M. Burritt Motors, Inc. A copy of the Temporary Sales Tax Exemption Resolution is attached and made an official part of the minutes.

Connexgen, LLC

Mr. Treadwell and Mr. Caraccioli reported that the acquisition of the 120 St. Paul St., 60,000 sf building in the City of Oswego was completed on February 27, 2019 by Connexgen, LLC.

Clean Cut Lawns & Snowplowing, LLC

Following a discussion and a review of the Company's Application and Financing Proposal Summary and Cost/Benefit Analysis for a MEP Loan, on a motion by Mr. Canale, seconded by Mr. Sorbello, a loan was approved in the amount of \$25,000.

CFA Forum

Mr. Treadwell distributed a copy of the flyer for the Forum that is scheduled for April 4, 2019 at the Lake Ontario Event and Conference Center for 10 a.m. A copy of the flyer is attached and made an official part of the minutes. Mr. Treadwell reported that last year's Forum had 55 in attendance.

Other Business

Mr. Turner reported that a Salmon River Corridor study is being discussed with a focus on economic development. He also provided an update on the Airport/Industrial Park sewer extension project and construction is anticipated for the Summer.

Mr. Keib and Mr. Gretskey reported that they received notice that the COIDA Application for IRP funding from the USDA was approved.

Next Meeting

April 23, 2019 at 9:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Trimble, seconded by Mr. Schick, the meeting was adjourned at 10:10 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

SEQRA RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 20, 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, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells and Tim Stahl

ALSO PRESENT: Kevin C. Caraccioli, Gavin Gretskey, Jim Keib, Kevin LaMontagne, L. Michael Treadwell, Dave Turner, and Bob Wilmott

The following resolution was duly offered and seconded:

RESOLUTION CLASSIFYING A CERTAIN PROJECT AS AN UNLISTED ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT AND DETERMINING THAT THE PROJECT WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

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, 22 Crossroads, LLC, a New York limited liability company (the “*Company*”), on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, submitted a revised application to the Agency on or about December 28, 2018 (the “*Application*”), a copy of

which is on file at the office of the Agency, requesting the Agency undertake a project (the “**Project**”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in real property located at 147-149 West First Street, 151-155 West First Street and 157 West First Street in the City of Oswego, State of New York (Tax ID # 128.55-02-01, 128.55-02-26 and 128.55-02-25 (collectively, the “**Land**”); (ii) the demolition of the existing approximately 3,237 square foot building located at 147-149 West First Street; (iii) the renovation and reconstruction of the existing approximately 8,800 square foot building located at 157 West First Street, including the construction of underground parking (the “**Renovated Facility**”); (iv) construction of a new building containing approximately 5,000 square feet of retail space, approximately 32 apartments and approximately 26 underground parking spaces (the “**New Facility**” and, collectively with the Renovated Facility, the “**Facility**”); and (v) 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 items of 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 State and local sales and use tax, mortgage recording tax (except as limited by Section 874 of the Act) and real property tax (collectively, the “**Financial Assistance**”); and (C) the lease of the Project Facility by 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 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 approval of the Project and grant of Financial Assistance constitute such an action; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form (the “**EAF**”), a copy of which is on file in the office of the Agency and is readily accessible to the public; and

WHEREAS, the Agency has examined and reviewed the EAF and related Project materials in order to classify the Project and make a determination as to the potential significance of the Project pursuant to SEQRA.

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

(1) Based upon an examination of the EAF prepared by the Company, the criteria contained in 6 NYCRR §617.7(c), and based further upon the Agency’s knowledge of the area surrounding the Project Facility, all the representations made by the Company in connection with the Project, and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project pursuant to SEQRA:

(a) The Project consists of the components described above in the third **WHEREAS** clause of this resolution;

(b) The Project constitutes an “Unlisted Action” (as said quoted term is defined in SEQRA);

(c) The Project will not have a significant effect on the environment, and the Agency hereby issues a negative declaration for the Project pursuant to SEQRA, attached hereto as **Exhibit “A”**, which shall be filed in the office of the Agency in a file that is readily accessible to the public.

(2) 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.

(3) 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 | |
| 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 March 20, 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 March 20, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"
NEGATIVE DECLARATION

Short Environmental Assessment Form

Part 1 - Project Information

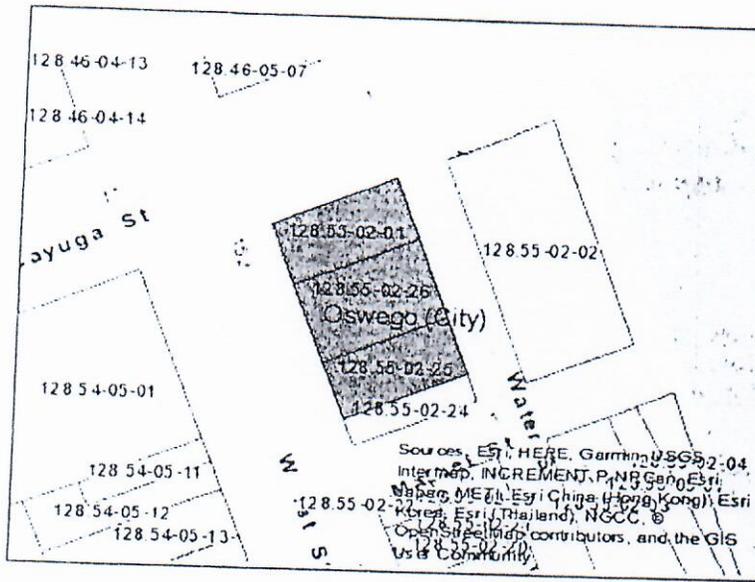
Instructions for Completing

Part 1 - Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

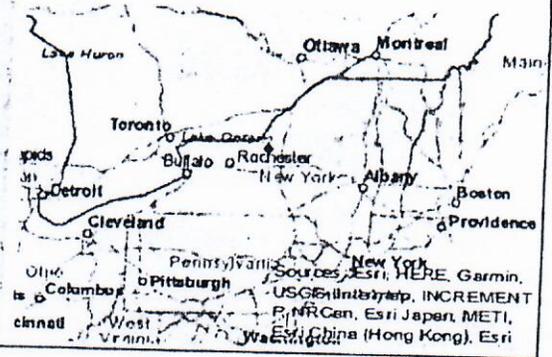
Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

| | | | |
|--|--|--------------------------|--|
| Part 1 - Project and Sponsor Information | | | |
| 22 Crossroads, LLC | | | |
| Name of Action or Project: Riverwalk | | | |
| Project Location (describe, and attach a location map): 147-159 West First Street, Oswego, NY 13126 | | | |
| Brief Description of Proposed Action: Applicant will purchase and combine the properties of 147 West First St (Harbor Eye Associates), 151 West First St (empty lot), and 159 West First Street (2 story office building). Applicant will demolish 147 West First Street and build a 11,000 square foot building that will consist of basement parking for 26 cars, 32 apartments, 5000 square feet of retail. The new building will cover 147 West First Street and the adjacent empty lot. It will be a basement for parking and four floors above that 159 West First St will be refurbished to provide 3000 sq ft of retail and access to the parking garage in the basement. | | | |
| Name of Applicant or Sponsor: Ed Alberts | | Telephone: 315-592-8900 | |
| | | E-Mail: ed@edaiberts.com | |
| Address: 159 West First St | | | |
| City/PO: Oswego | | State: NY | Zip Code: 13126 |
| 1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2. | | | NO <input type="checkbox"/> |
| | | | YES <input type="checkbox"/> |
| 2. Does the proposed action require a permit, approval or funding from any other governmental Agency? If Yes, list agency(s) name and permit or approval: City of Oswego - Planning, Zoning and Building Permits | | | NO <input type="checkbox"/> |
| | | | YES <input checked="" type="checkbox"/> |
| 3.a. Total acreage of the site of the proposed action? | | 0.336 acres | |
| b. Total acreage to be physically disturbed? | | 0.252 acres | |
| c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? | | 0.336 acres | |
| 4. Check all land uses that occur on, adjoining and near the proposed action. | | | |
| <input checked="" type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input checked="" type="checkbox"/> Residential (suburban) | | | |
| <input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other (specify): _____ | | | |
| <input type="checkbox"/> Parkland | | | |

| | | |
|---|---|--|
| 18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g. retention pond, waste lagoon, dam)? If Yes, explain purpose and size: _____ _____ _____ | NO <input checked="" type="checkbox"/> | YES <input type="checkbox"/> |
| 19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe: _____ _____ _____ | NO <input checked="" type="checkbox"/> | YES <input type="checkbox"/> |
| 20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe: _____ _____ _____ | NO <input type="checkbox"/> | YES <input checked="" type="checkbox"/> |
| I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE | | |
| Applicant/sponsor name: Ed Alberts | | Date: 2/6/2019 |
| Signature: <u><i>Ed Alberts</i></u> | | |



Disclaimer: The EAF Mapper is a screening tool intended to assist project sponsors and reviewing agencies in preparing an environmental assessment form (EAF). Not all questions asked in the EAF are answered by the EAF Mapper. Additional information on any EAF question can be obtained by consulting the EAF Workbooks. Although the EAF Mapper provides the most up-to-date digital data available to DEC, you may also need to contact local or other data sources in order to obtain data not provided by the Mapper. Digital data is not a substitute for agency determinations.



| | |
|---|---|
| Part 1 / Question 7 [Critical Environmental Area] | No |
| Part 1 / Question 12a [National Register of Historic Places] | No |
| Part 1 / Question 12b [Archeological Sites] | Yes |
| Part 1 / Question 13a [Wetlands or Other Regulated Waterbodies] | Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook. |
| Part 1 / Question 15 [Threatened or Endangered Animal] | Yes |
| Part 1 / Question 15 [Threatened or Endangered Animal - Name] | Bald Eagle, Lake Sturgeon |
| Part 1 / Question 16 [100 Year Flood Plain] | No |
| Part 1 / Question 20 [Remediation Site] | Yes |

Agency Use Only [If applicable]

Project:

Date:

Short Environmental Assessment Form
Part 2 - Impact Assessment

Part 2 is to be completed by the Lead Agency.

Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept "Have my responses been reasonable considering the scale and context of the proposed action?"

| | No, or small impact may occur | Moderate to large impact may occur |
|--|-------------------------------------|------------------------------------|
| 1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2. Will the proposed action result in a change in the use or intensity of use of land? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3. Will the proposed action impair the character or quality of the existing community? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 7. Will the proposed action impact existing: a. public / private water supplies? b. public / private wastewater treatment utilities? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 11. Will the proposed action create a hazard to environmental resources or human health? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

PRINT FORM

Agency Use Only [If applicable]

Project:

Date:

Short Environmental Assessment Form Part 3 Determination of Significance

For every question in Part 2 that was answered "moderate to large impact may occur", or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.

Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.

County of Oswego Industrial Development Agency

Name of Lead Agency

L. Michael Treadwell

Print or Type Name of Responsible Officer in Lead Agency

L. Michael Treadwell

Signature of Responsible Officer in Lead Agency

3/20/19

Date

CEO

Title of Responsible Officer

Signature of Preparer (if different from Responsible Officer)

PRINT FORM

INDUCEMENT RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 20, 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, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells and Tim Stahl

ALSO PRESENT: Kevin C. Caraccioli, Gavin Gretskey, Jim Keib, Kevin LaMontagne, L. Michael Treadwell, Dave Turner and Bob Wilmott

The following resolution was duly offered and seconded:

RESOLUTION UNDERTAKING THE ACQUISITION, DEMOLITION OF AN EXISTING BUILDING, RENOVATION OF AN EXISTING BUILDING, CONSTRUCTION OF A NEW BUILDING AND EQUIPPING OF A MIXED USE FACILITY, APPOINTING 22 CROSSROADS, LLC (THE “COMPANY”) AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, DEMOLITION CONSTRUCTION, RENOVATION, INSTALLATION, EQUIPPING AND COMPLETION OF THE PROJECT; APPROVING CERTAIN FINANCIAL ASSISTANCE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY

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, 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, 22 Crossroads, LLC, a New York limited liability company, on behalf of itself and/or entities formed or to be formed on behalf of the foregoing (the “*Company*”), submitted a revised application to the Agency on or about December 28, 2018 (“*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 of a leasehold interest (or sub-leasehold interest) in real property located at 147-149 West First Street, 151-155 West First Street and 157 West First Street in the City of Oswego, State of New York (Tax ID # 128.55-02-01, 128.55-02-26 and 128.55-02-25 (collectively, the “*Land*”); (ii) the demolition of the existing approximately 3,237 square foot building located at 147-149 West First Street; (iii) the renovation and reconstruction of the existing approximately 8,800 square foot building located at 157 West First Street, including the construction of underground parking (the “*Renovated Facility*”); (iv) construction of a new building containing approximately 5,000 square feet of retail space, approximately 32 apartments and approximately 26 underground parking spaces (the “*New Facility*” and, collectively with the Renovated Facility, the “*Facility*”); and (v) 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 items of 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 State and local sales and use tax, mortgage recording tax (except as limited by Section 874 of the Act) and real property tax (collectively, the “*Financial Assistance*”); and (C) the lease of the Land and Facility by 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, the Agency adopted a resolution on January 28, 2019 describing the Project, the Financial Assistance and authorizing a public hearing (the “*Initial Resolution*”); and

WHEREAS, the Company also requested that the Agency consider a payment in lieu of tax (“*PILOT*”) schedule, and such schedule constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (“*UTEF*”) established pursuant to Section 874(4) of the Act; and

WHEREAS, by letters dated February 4, 2019, the Agency gave to the chief executive officers of the affected tax jurisdictions notice pursuant to Section 874 of the Act of this meeting (the “*Notice*”), at which the Agency would consider the Company’s request for a PILOT schedule which deviates from the UTEF; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the Affected Tax Jurisdiction regarding the proposed deviation from the UTEF; and

WHEREAS, no representatives from the Affected Tax Jurisdictions were present at this meeting to address the Agency regarding such proposed deviation from the UTEF; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on February 15, 2019 pursuant to Section 859-a of the Act, notice of which was published on January 31, 2019 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 January 30, 2019; 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 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 of the Project constitutes such an action; and

WHEREAS, on March 20, 2019, the Agency adopted a resolution determining that pursuant to the State Environmental Quality Review that the Project constitutes an Unlisted Action and will not have a significant effect on the environment (the “*SEQRA Resolution*”); and

WHEREAS, the Agency has considered the policy, purposes and requirements of the Act in making its determinations with respect to taking official action regarding the Project; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the City of Oswego, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State and the County of Oswego and improve their standard of living;

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

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Company to the Agency, the Agency hereby makes the following determinations:

- a. Ratifies the findings in its Initial and SEQRA Resolutions.

- b. The Project constitutes a “project” within the meaning of the Act.
- c. The granting of the Financial Assistance will be an inducement to the Company to develop the Project in the City of Oswego, County of Oswego.
- d. The Financial Assistance consists solely of exemptions from real estate transfer taxes, real property taxes, mortgage recording taxes (except as limited by Section 874 of the Act) and State and local sales and use tax.
- e. The commitment of the Agency to provide the Financial Assistance to the Company will enable the Company to acquire, construct, renovate, install, equip and complete the Project Facility.
- f. The acquisition, construction, renovation, installation, equipping and completion of the Project will promote employment opportunities, help prevent economic deterioration and advance the health, general prosperity and economic welfare of the people of the State.
- g. The acquisition of a controlling interest in the Project Facility by the Agency and the designation of the Company as the Agency’s agent for acquisition, construction, renovation, installation, equipping and completion of the Project will be an inducement to the Company to acquire, construct, renovate, install, equip and complete the Project Facility in the City of Oswego, County of Oswego, and will serve the purposes of the Act by, among other things, preserving and/or creating permanent private sector jobs, promoting job opportunities, health, general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in the financing the costs of the acquisition, construction, renovation, installation, equipping and completion of the Project.
- h. The Project will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act.

Section 3. Subject to the terms of this Resolution, the conditions set forth in Section 4.02 of the Agreement (hereinafter defined), the Agency’s approval of the PILOT schedule and the execution and delivery of the Project Agreement (hereinafter defined), the Agency will: (i) acquire or continue a controlling interest in the Land and Facility pursuant to a lease agreement (the “*Company Lease*”) to be entered into between the Company and the Agency and accept an interest in the Equipment, if any, pursuant to a bill of sale from the Company (collectively, the “*Bill of Sale*”); (ii) sublease the Project Facility to the Company pursuant to a sublease agreement (the “*Agency Lease Agreement*”) and together with the Company Lease, the Bill of Sale, the Project Agreement and any other certificates and documents deemed necessary by the Agency to undertake the Project, collectively, the “*Lease Documents*”) to be entered into between the Agency and the Company; (iv) grant the approved Financial Assistance; (v) provided that no default shall have occurred and be continuing under the Agreement, the Lease Documents or any loan documents, and

provided the Company have executed and delivered all documents and certificates required by the Agency in conjunction with the Agency's undertaking of the Project, execute and deliver all other certificates and documents necessary or appropriate for the grant of the approved Financial Assistance requested by the Company, in form and substance acceptable to the Agency, or its commercial lender(s), in connection with financing for the Project, including but not limited to, one or more mortgages in favor of the Company's commercial lender(s).

Section 4. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from New York State sales and use tax exemptions benefits. Notwithstanding anything herein to the contrary, the amount of State and local sales and use tax exemption benefits and mortgage recording tax exemption benefits comprising the Financial Assistance approved herein shall not exceed **\$360,000** and **\$35,250**, respectively. The current estimated amount of real property tax exemption benefits is **\$2,780,089**, based on the estimated assessed value of the Land and Facility and the current tax rates of the taxing jurisdictions.

Section 5. The Company may utilize, and is hereby authorized to appoint, a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, "**Additional Agents**") to proceed with the construction, renovation, equipping and completion of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf, provided the Company execute, deliver and comply with the Lease Documents. The Company shall provide, or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project; and the Company shall, and cause each Additional Agent, to make such records available to the State Commissioner of Taxation and Finance (the "**Commissioner**") and the Agency upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request. For purposes of exemption from New York State (the "**State**") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

Section 6. As a further condition to the granting of the Financial Assistance, the Company agree to execute an agreement with the Agency setting forth the preliminary undertakings of the Agency and the Company with respect to the Project. The form and substance of the proposed agreement (as set forth as on **Exhibit "A"** attached hereto and presented at this meeting) (the "**Agreement**") are hereby approved. The Chief Executive Officer or (Vice) Chairperson of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, in substantially the same form as presented at this meeting and attached hereto as **Exhibit "A"**, with changes in terms and form as shall be consistent with this Resolution and as the Chief

Executive Officer or (Vice) Chairperson shall approve. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 7. As an additional condition precedent to the extension of Financial Assistance, the Company shall acknowledge and agree that the Agency shall recapture from the Company or any Additional Agent the State sales and use tax exemption (the “***Recapture Amount***”) taken or purported to be taken by any such person to which the person or Project is not entitled or which are in excess of the amounts authorized or which are for property or services not authorized or taken in cases where such Company or Additional Agent failed to comply with a material term or condition to use property or services in the manner required by the Company or Additional Agents agreement with, or for the benefit of, the Agency. Such Company or Additional Agent shall cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such State sales and use exemptions benefits and shall promptly pay over any such amounts to the Agency that it requests. The failure to pay over such amounts to the Agency shall be grounds for the commissioner to assess and determine State sales and use taxes due from the Company and/or Additional Agent under article twenty-eight of the tax law, together with any relevant penalties and interest due on such amounts. In addition, the Agency may recapture all other Financial Assistance in the event any of the foregoing occur or there is a Job Deficit, an Investment Deficit or a Reporting Failure (each as defined in the Agency’s Recapture Policy).

Section 8. As another condition precedent to the extension of Financial Assistance, the Company and the Agency shall execute and deliver a project agreement (the “***Project Agreement***”) setting forth certain terms and conditions relative to the approved Financial Assistance.

Section 9. Subject to the due execution and delivery by the Company of the Agreement and the Project Agreement, the satisfaction of the conditions of this Resolution, the Agreement and the Project Agreement, and the payment by the Company of any attendant fees due to or incurred by the Agency, the Company is appointed the true and lawful agent of the Agency to proceed with the construction, renovation, equipping and completion of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf. The appointment made by this Section 9 shall not be effective until the Agreement and the Project Agreement referred to in Section 8 hereof is duly executed and delivered by the Company.

Section 10. The Chief Executive Officer or (Vice) Chairperson of the Agency, acting individually, are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the documents and agreements identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution and the Agreement.

Section 11. The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the execution and delivery of, among other things, an environmental compliance and indemnification agreement in favor of the Agency in form and substance acceptable to the Agency and its counsel by the Company and some or all of its principals, in the discretion of the Chief Executive Officer or (Vice) Chairperson of the Agency.

Section 12. 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 herein 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.

Section 13. Should the Agency’s participation in the Project, or the appointments made in accordance herewith, be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency’s counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

Section 14. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 15. 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 16. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and consummate the Lease Documents.

Section 17. 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 | |
| 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 March 20, 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 March 20, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"

AGENCY/COMPANY AGREEMENT

This Agreement is between the COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY (the "**Agency**"), 22 CROSSROADS, LLC, a New York limited liability company, (the "**Company**").

Article 1. Preliminary Statement. Among the matters of mutual inducement which have resulted in the execution of this Agreement are the following:

1.01. The Agency is authorized and empowered by the provisions of 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, as amended from time to time (collectively, the "**Act**") to grant "financial assistance" (as defined in the Act) in connection with "Projects" (as defined in the Act) and to lease or sell the same upon such terms and conditions as the Agency may deem advisable and designate an agent for constructing, renovating and equipping "projects" (as defined in the Act).

1.02. The purposes of the Act are to promote, attract, encourage and develop recreation and economically sound commerce and industry in order 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. The Act vests the Agency with all powers necessary to enable it to accomplish such purposes, including the power to grant financial assistance, acquire and dispose of interests in real property and to appoint agents for the purpose of completion of projects undertaken by the Agency.

1.03(a). The Company submitted an application to the Agency on or about December 28, 2018 ("**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 of a leasehold interest (or sub-leasehold interest) in real property located at 147-149 West First Street, 151-155 West First Street and 157 West First Street in the City of Oswego, State of New York (Tax ID # 128.55-02-01, 128.55-02-26 and 128.55-02-25 (collectively, the "**Land**"); (ii) the demolition of the existing approximately 3,237 square foot building located at 147-149 West First Street; (iii) the renovation and reconstruction of the existing approximately 8,800 square foot building located at 157 West First Street, including the construction of underground parking (the "**Renovated Facility**"); (iv) construction of a new building containing approximately 5,000 square feet of retail space, approximately 32 apartments and approximately 26 underground parking spaces (the "**New Facility**" and, collectively with the Renovated Facility, the "**Facility**"); and (v) 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 items of 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 State and local sales and use tax, mortgage recording tax (except as limited by Section 874 of the Act) and real property tax (collectively, the "**Financial Assistance**"); and (C) the lease of the Land and Facility by 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.

1.03(b). All documents necessary to effectuate the Agency's undertaking of the Project and the granting of the Financial Assistance between the Agency and the Company, including but not limited to, a company lease, a bill of sale, an agency lease, a project agreement and an environmental compliance and indemnification agreement, shall be collectively referred to herein as the "***Lease Documents***".

1.04. The Company hereby represents to the Agency that undertaking the Project, the designation of the Company as the Agency's agent for the acquisition, construction, renovation, equipping and completion of the Project Facility, and the appointment by one or more of the Company of a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, "***Additional Agents***"): (i) will be an inducement to them to acquire, construct, renovate, install, equip and complete the Project Facility in the County of Oswego (the "***County***"); (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or of any other proposed occupant of the Project Facility from one area of the State to another or in the abandonment of one or more plants or facilities of the Company or of any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) undertaking the Project will promote, create and/or preserve private sector jobs in the State and the County.

1.05. The Agency has determined that the acquisition or continuation of a controlling interest in, and the construction, renovation, installation and equipping of the Project Facility and the subleasing of the same to the Company will promote and further the purposes of the Act.

1.06 On March 20, 2019, the Agency adopted a resolution (the "***Inducement Resolution***") agreeing, subject to the satisfaction of all conditions precedent set forth in such Resolution, to designate the Company as the Agency's agent for the acquisition, construction, renovation, installation, equipping and completion of the Project Facility and determining that the leasing of the same to the Company will promote further purposes of the Act. For purposes of that designation, the Agency authorized as part of the approved Financial Assistance, State and local sales and use tax exemption benefits in an amount not to exceed **\$360,000** and mortgage recording tax exemption benefits in an amount not to exceed **\$35,250**. The current estimated amount of real property tax exemption benefits is **\$2,780,089**, based on the estimated assessed value of the Land and Facility and the current tax rates of the taxing jurisdictions

1.07 In the Resolution, subject to the execution of, and compliance with, this Agreement by the Company, and other conditions set forth in the Resolution and herein, the Agency appointed the Company as its agent for the purposes of acquisition, construction, renovation, installation, equipping and completion of the Project Facility, entering into contracts and doing all things requisite and proper for the acquisition, construction, renovation, installation, equipping and completion.

Article 2. Undertakings on the Part of the Agency. Based upon the statements, representations and undertakings of the Company and subject to the conditions set forth herein, the Agency agrees as follows:

2.01. The Agency confirms that it has authorized and designated the Company as the Agency's agent for acquiring, constructing, renovating and/or improving, installing, equipping and completing the Project Facility.

2.02. The Agency will adopt such proceedings and authorize the execution of such Agency documents as may be necessary or advisable for: (i) acquisition of a controlling interest in the Project Facility; (ii) appointment by the Company of Additional Agents, all for the acquisition, construction, renovation, installation, equipping and completion of the Project Facility subject to the terms of the Resolution and hereof; and (iii) the leasing or subleasing of the Project Facility to the Company, all as shall be authorized by law and be mutually satisfactory to the Agency and the Company.

2.03 Nothing contained in this Agreement shall require the Agency to apply its funds to Project costs.

2.04. After satisfying the conditions precedent set forth in the Sections 2.02, 3.06 and 4.02 hereof and in the Inducement Resolution, the Company may proceed with the acquisition, construction, renovation, installation, equipping and completion of the Project Facility and the utilization of and, as necessary, the appointment of Additional Agents.

2.05 Subject to Section 4.02 hereof, the Company is appointed the true and lawful agent of the Agency for the acquisition, construction, renovation, installation, equipping and completion of the Project Facility, and to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for the acquisition, construction, renovation, installation, equipping and completion of the Project Facility, all with the same powers and the same validity as if the Agency were acting in its own behalf.

2.06. The Agency will take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof. The Agency may in accordance with Article 8 of the Environmental Conservation Law of the State, as amended, and the regulations of the Department of Environmental Conservation of the State promulgated thereunder (collectively referred to hereinafter as "**SEQRA**"), undertake supplemental review of the Project. Such review to be limited to specific significant adverse environmental impacts not addressed or inadequately addressed in the Agency's review under SEQRA that arise from changes in the proposed Project, newly discovered information or a change in the circumstances related to the Project.

Article 3. Undertakings on the Part of the Company. Based upon the statements, representations and undertakings of the Agency and subject to the conditions set forth herein, the Company agrees as follows:

3.01. (a) The Company shall indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on labor, services, materials and supplies, including equipment, ordered or used in connection with the acquisition of a controlling interest in, construction, renovation, installation, equipping and completion of the Project Facility (including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of any of the foregoing) whether such claims or liabilities arise as a result of the Company or Additional Agents acting as agent for the Agency pursuant to this Agreement or otherwise.

(b) The Company shall not permit to stand, and will, at their own expense, take all steps reasonably necessary to remove, any mechanics' or other liens against the Project Facility for labor or material furnished in connection with the acquisition, construction, renovation, installation, equipping and completion of the Project Facility.

(c) The Company shall indemnify and hold the Agency, its members, officers, employees and agents and anyone for whose acts or omissions the Agency or any one of them may be liable, harmless from all claims and liabilities for loss or damage to property or any injury to or death of any person that may be occasioned subsequent to the date hereof by any cause whatsoever in relation to the Project, including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of the foregoing.

(d) The Company shall defend, indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on the non-disclosure of information, if any, requested by the Company in accordance with Section 4.05 hereof.

(e) The defense and indemnities provided for in this Article 3 shall survive expiration or termination of this Agreement and shall apply whether or not the claim, liability, cause of action or expense is caused or alleged to be caused, in whole or in part, by the activities, acts, fault or negligence of the Agency, its members, officers, employees and agents, anyone under the direction and control of any of them, or anyone for whose acts or omissions the Agency or any of them may be liable, and whether or not based upon the breach of a statutory duty or obligation or any theory or rule of comparative or apportioned liability, subject only to any specific prohibition relating to the scope of indemnities imposed by statutory law.

(f) The Company shall provide and carry: (i) worker's compensation and disability insurance as required by law; and (ii) comprehensive liability and property insurance with such coverages (including without limitation, owner's protective coverage for the benefit of the Agency, naming the Agency as an additional insured on all policies of coverage regarding the Project; providing the coverage with respect to the Agency be primary and non-contributory; and contractual coverage covering the indemnities herein provided for), with such limits and which such Company as may be approved by the Agency. The Company shall provide certificates and policies of insurance in form satisfactory to the Agency evidencing such insurance.

(g) The Company shall include the Agency as a named insured under all public liability insurance policies obtained by the Company with respect to the Project Facility.

(h) The Company shall apply and diligently pursue all approvals, permits and consents from the State, the City of Oswego, County of Oswego and any other governmental authority which approvals, permits and consents are required under applicable law for the development, construction and renovation of the Project and any related site improvements. The Company acknowledges and agrees that the Agency's findings and determinations under SEQRA do not and shall not in and of themselves (except as specifically set forth in SEQRA) satisfy or be deemed to satisfy applicable laws, regulations, rules and procedural requirements applicable to such approvals, permits and consents.

3.02. The Company agrees that, as agent for the Agency or otherwise, it will comply at the Company's sole cost and expense with all the requirements of all federal, state and local laws, rules and regulations of whatever kind and howsoever denominated applicable to the Agency and/or Company with respect to the Project Facility, the acquisition of a controlling interest therein, construction, renovation, installation, equipping and completion thereof, the operation and maintenance of the Project Facility, supplemental review of adverse environmental impacts in accordance with SEQRA and the financing of the Project. Every provision required by law to be inserted herein shall be deemed to be set forth herein as if set forth in full, including, but not limited to, Section 875 of the Act; and upon the request of any party, this Agreement shall be amended to specifically set forth any such provision or provisions.

3.03(a). The Company agrees that, as agent for the Agency, to the extent that such provisions of law are in fact applicable (without creating an obligation by contract beyond that which is created by statute), it will comply with all the requirements Section 220 of the Labor Law of the State, as amended.

3.03(b). The Company agrees that, whenever practicable, the Company shall hire employees and Additional Agents from the Agency's Labor Market Area which is defined to include the following counties: Oswego, Jefferson, Onondaga, Madison, Oneida and Cayuga.

3.04. The Company will take such further action and adopt such further proceedings as may be required to implement the aforesaid undertakings or as they may deem appropriate in pursuance thereof.

3.05. If it should be determined that any State or local sales or compensatory use taxes are payable with respect to the acquisition, purchase or rental of machinery or equipment, materials or supplies in connection with the Project Facility, or are in any manner otherwise payable directly or indirectly in connection with the Project Facility, the Company shall pay the same and defend and indemnify the Agency from and against any liability, expenses and penalties arising out of, directly or indirectly, the imposition of any such taxes.

3.06. The Company shall proceed with the acquisition, construction, renovation, installation, equipping and completion of the Project Facility and advance such funds as may be necessary to accomplish such purposes. The Company may utilize, and is authorized to appoint, Additional Agents as agents of the Agency, in furtherance thereof. Any appointment of an Additional Agent is conditioned upon the Company first obtaining and providing the Agency the following:

(1) A written, executed agreement, in form and substance acceptable to the Agency, from each appointed Additional Agent which provides for: (i) the assumption by the Additional Agent, for itself, certain of the obligations under this Agreement relative to the appointment, work and purchases done and made by each appointed Additional Agent; (ii) an acknowledgement by the Additional Agent to hire from the Labor Market Area during the construction period of the Project Facility whenever practicable; (iii) an acknowledgement that the Additional Agent is obligated, to timely provide the Company with the necessary information to permit the Company, pursuant to General Municipal Law §874(8), to timely file an Annual Statement with the New York State Department of Taxation and Finance on “Annual Report of Sales and Use Tax Exemptions” (Form ST-340) regarding the value of sales and use tax exemptions the Additional Agent claimed pursuant to the agency conferred on it by the Company with respect to this Project; (iv) an acknowledgment by the Additional Agent that in order to be entitled to the exemption, the Additional Agent shall present to the supplier or other vendor of materials or equipment for the Project Facility a completed “IDA Agent or Project Operator Exempt Purchase Certificate” (Form ST-123); (v) an acknowledgment by the Additional Agent that that the failure to comply with the foregoing will result in the loss and recapture of the exemption; and (vi) such other terms and conditions as the Agency deems necessary; and

(2) A completed “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (Form ST-60) for each Additional Agent appointed within fifteen (15) days of the appointment of each Additional Agent such that the Agency can execute and deliver said form to the State Department of Taxation and Finance within thirty (30) days of appointment of each such Additional Agent.

Failure of the Company to comply with the foregoing shall nullify the appointment of any Additional Agent and may result in the loss and recapture of the Company’s exemption with respect to the Project at the sole discretion of the Agency.

The Company acknowledges that the assumption by the Additional Agent in accordance with Section 3.06(1) above, does not relieve the Company of their obligations under those provisions or any other provisions of this Agreement with respect to the Project.

3.07 The Company hereby ratify and confirm their obligation to pay an aggregate administrative fee to the Agency in the amount of .75% of the Project costs. Such amount is due and payable in full at closing.

3.08 The Company hereby ratify and confirm their obligation to pay an annual administrative reporting fee of \$500.00 to cover administrative and reporting requirements to comply with New York State reporting regulations on Agency assisted projects.

Article 4. General Provisions.

4.01. This Agreement shall take effect on the date of the execution hereof by the Agency and the Company and, subject to Section 4.04 hereof, shall remain in effect until the Lease Documents become effective. It is the intent of the Agency and the Company that, except as to those provisions that survive, this Agreement be superseded in its entirety by the Lease Documents.

4.02. (a) It is understood and agreed by the Agency and the Company that the grant of Financial Assistance and the execution of the Lease Documents and related documents are subject to: (i) payment by the Company of the Agency's fee and Agency's counsel fees; (ii) obtaining all necessary governmental approvals, permits and consents of any kind required in connection with the Project Facility; (iii) approval by the members of the Agency; (iv) approval by the Company; and (v) the condition that there are no changes in New York State Law, including regulations, which prohibit or limit the Agency from fulfilling its obligations hereunder; (b) the Company, by executing this agreement, acknowledges and agrees to make, or cause its Additional Agents, whether appointed as an agent of the Agency in accordance with Section 3.06 hereof or not, to make, all records and information regarding State and local sales and use tax exemption benefits given to the Project as part of the Financial Assistance available to the Agency upon request, including but not limited to the Form ST-340 for each of them and each Additional Agent; (c) the Company, by executing this Agreement, acknowledges and agrees to the terms and conditions of Section 875(3) of the Act as if such section were fully set forth herein and further agrees to cause all of its Additional Agents to acknowledge, agree and consent to same. Without limiting the scope of the foregoing the Company acknowledges that pursuant to Section 875(3) of the Act and in accordance with the Agency's Recapture Policy (which is published on the Agency's website or available at the Agency's office), the Agency shall recover, recapture, receive or otherwise obtain from the Company the portion of the Financial Assistance (the "**Recapture Amount**") consisting of: (1) (a) that portion of the State sales tax exemption to which the Company/Project was not entitled, which is in excess of the amount of the State sales tax exemption authorized by the Agency or which is for property or services not authorized by the Agency; or (b) the full amount of such State sales tax exemption, if the Company fail to comply with a material term or condition regarding the use of the property or services as represented to the Agency in its Application or otherwise; and (2) any interest or penalties thereon imposed by the Agency or by operation of law or by judicial order or otherwise; and (d) The failure of the Company to promptly pay such Recapture Amount to the Agency will be grounds for the Commissioner to collect sales and use taxes from the Company under Article 28 of the State Tax Law, together with interest and penalties. In accordance with the Agency's Recapture Policy, the Agency may recapture all other Financial Assistance in the event of any of the foregoing occur or there is a Job Deficit, an Investment Deficit or a Reporting Failure (each as defined in the Agency's Recapture Policy). In addition to the foregoing, the Company acknowledges and agrees that for purposes of exemption from New York State (the "**State**") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

4.03. The Company agrees that they will, within thirty (30) days of a written request for same, regardless of whether or not this matter closes or the Project Facility is completed: (i) reimburse the Agency for all reasonable and necessary expenses, including without limitation the fees and expenses of counsel to the Agency arising from, out of or in connection with the Project, and/or any documents executed in connection therewith, including, but not limited to any claims or actions taken by the Agency against the Company, Additional Agents or third parties; and (ii) indemnify the Agency from all losses, claims, damages and liabilities, in each case which the Agency may incur as a consequence of executing this Agreement or performing its obligations hereunder, including but not limited to, any obligations related to Additional Agents.

4.04. If for any reason the Lease Documents are not executed and delivered by the Company and the Agency on or before eighteen (18) months from the execution hereof, the provisions of this Agreement (other than the provisions of Articles 1.04, 2.02, 2.04, 3.01, 3.02, 3.03, 3.05, 3.06, 4.02, 4.03, 4.04, 4.05 and 4.06, which shall survive) shall unless extended by agreement of the Agency and the Company, terminate and be of no further force or effect, and following such termination neither party shall have any rights against the other party except:

(a) The Company shall pay the Agency for all expenses incurred by the Agency in connection with the acquisition, construction, renovation, installation, equipping and completion of the Project Facility;

(b) The Company shall assume and be responsible for any contracts for construction or purchase of equipment entered into by the Agency at the request of or as agent for the Company in connection with the Project Facility; and

(c) The Company will pay the out-of-pocket expenses of members of the Agency, counsel for the Agency and special Agency counsel incurred in connection with the Project and will pay the fees of counsel for the Agency and special Agency counsel for legal services relating to the Project Facility, Additional Agents or the proposed financing thereof.

4.05. The Company acknowledges that Section 875(7) of the New York General Municipal Law (“GML”) requires the Agency to post on its website all resolutions and agreements relating to the Company’s appointment as an agent of the Agency or otherwise related to the Project, including this Agreement; and Article 6 of the New York Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the Company feels that there are elements of the Project or information about the Company in the Agency’s possession which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the Company’s competitive position, the Company must identify such elements in writing, supply same to the Agency: (i) with respect to this Agreement, prior to or contemporaneously with the execution hereof; and (ii) with respect to all other agreements executed in connection with the Project, on or before the Closing Date, and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law. Failure to do so will result in the posting by the Agency of all information in accordance with Section 875 of the GML.

4.06 That every controversy, dispute or claim arising out of or relating to this Agreement shall be governed by the laws of the State, without regard to its conflict-of-laws provisions that if applied might require the application of the laws of another jurisdiction; and that the Company irrevocably and expressly submits to the exclusive personal jurisdiction of the Supreme Court of the State and the United States District Court for the Northern District of New York, to the exclusion of all other courts, for the purposes of litigating every controversy, dispute or claim arising out of or relating to this Agreement.

IN WITNESS WHEREOF, the parties hereto have entered in this Agreement as of March 20, 2019.

**COUNTY OF OSWEGO INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
L. Michael Treadwell
Chief Executive Officer

22 CROSSROADS, LLC

By: _____
Name:
Title:

PILOT RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 20, 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, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells and Tim Stahl

ALSO PRESENT: Kevin C. Caraccioli, Gavin Gretskey, Jim Keib, Kevin LaMontagne, L. Michael Treadwell, Dave Turner, and Bib Wilmott

The following resolution was duly offered and seconded:

RESOLUTION APPROVING A PAYMENT IN LIEU OF TAX SCHEDULE AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

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, 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, 22 Crossroads, LLC, a New York limited liability company (the “**Company**”), on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, submitted an application to the Agency on or about December 28, 2018 (the “**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency undertake a project (the “**Project**”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in real property located at 147-149 West First Street, 151-155 West First Street and 157 West First Street in the City of Oswego, State of New York (Tax ID # 128.55-02-01, 128.55-02-26 and 128.55-02-25 (collectively, the “**Land**”); (ii) the demolition of the existing approximately 3,237 square foot building located at 147-149 West First Street; (iii) the renovation and reconstruction of the existing approximately 8,800 square foot building located at 157 West First Street, including the construction of underground parking (the “**Renovated Facility**”); (iv) construction of a new building containing approximately 5,000 square feet of retail space, approximately 32 apartments and approximately 26 underground parking spaces (the “**New Facility**” and, collectively with the Renovated Facility, the “**Facility**”); and (v) 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 items of 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 State and local sales and use tax, mortgage recording tax (except as limited by Section 874 of the Act) and real property tax (collectively, the “**Financial Assistance**”); and (C) the lease of the Land and the Facility by 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 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 of the Project constitutes such an action; and

WHEREAS, on March 20, 2019, the Agency adopted a resolution determining that pursuant to the State Environmental Quality Review that the Project constitutes an Unlisted Action and will not have a significant effect on the environment (the “**SEQRA Resolution**”); and

WHEREAS, on March 20, 2019 the Agency adopted a Resolution (the “**Inducement Resolution**”) agreeing to undertake the Project and appointing the Company as its agent for purposes of completing the Project Facility; and

WHEREAS, in the Application, the Company also requested that the Agency consider a payment in lieu of taxes agreement (the “**PILOT Agreement**”) with respect to the Project Facility, pursuant to a payment in lieu of tax schedule (the “**PILOT Schedule**”), more fully described on **Exhibit “A”** attached hereto; and such schedule constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (“**UTEP**”) established pursuant to Section 874(4) of the Act, but comports with other payment in lieu of taxes schedules relative to other similar projects; and

WHEREAS, by letters dated February 4, 2019, the Agency gave to the chief executive officers of the affected taxing jurisdictions notice pursuant to Section 874 of the Act of this meeting (the “*Notice*”), at which the Agency would consider the Company’s request for a PILOT schedule which deviates from the UTEP; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the Affected Tax Jurisdiction regarding the proposed deviation from the UTEP; and

WHEREAS, no representatives from the Affected Tax Jurisdictions were present at this meeting to address the Agency regarding such proposed deviation from the UTEP; and

WHEREAS, the Agency has given due consideration to the Application and to the representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the City of Oswego, County of Oswego (the “*County*”); (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State and the County and improve their standard of living;

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

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. The Agency ratifies all prior Resolutions passed in connection with this proposed Project.

Section 3. Based upon the representations made by the Company to the Agency, and the reasons presented by the Company in support of its request for the PILOT schedule, as set forth in the **Exhibit “A”** attached hereto, the PILOT schedule is hereby approved subject to the terms and conditions of the Resolutions. The Chief Executive Officer of the Agency is hereby authorized to execute and deliver a PILOT agreement and any related documents reflecting the PILOT schedule in a form substantially similar to PILOT agreements used in similar transactions with the Agency which is acceptable to the Chief Executive Officer upon advice of counsel.

Section 4. 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 herein 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.

Section 5. 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 6. 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 as well as all previously approved Resolutions.

Section 7. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance, including, but not limited to, a PILOT agreement.

Section 8. 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 | |
| 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 March 20, 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 March 20, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"

PILOT SCHEDULE

Term: 25-year / Fixed amount per year based on the following schedule:

| <u>Years</u> | <u>Fixed Amount Per Year</u> |
|--------------|------------------------------|
| 1-5 | \$22,000 |
| 6-10 | 25,000 |
| 11-15 | 28,000 |
| 16-20 | 31,000 |
| 21-25 | 34,000 |

Annual payments will be distributed based on the pro-rata share of each of the taxing authorities for each respective year.

FINAL APPROVING RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 20, 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, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells and Tim Stahl

ALSO PRESENT: Kevin C. Caraccioli, Gavin Gretskey, Jim Keib, Kevin LaMontagne, L. Michael Treadwell, Dave Turner and Bob Wilmott

The following resolution was duly offered and seconded:

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

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, 22 Crossroads, LLC, a New York limited liability company (the “**Company**”), on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, submitted a revised application to the Agency on or about December 28, 2018 (the “**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency undertake a project (the “**Project**”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in real property located at 147-149 West First Street, 151-155 West First Street and 157 West First Street in the City of Oswego, State of New York (Tax ID # 128.55-02-01, 128.55-02-26 and 128.55-02-25 (collectively, the “**Land**”); (ii) the demolition of the existing approximately 3,237 square foot building located at 147-149 West First Street; (iii) the renovation and reconstruction of the existing approximately 8,800 square foot building located at 157 West First Street, including the construction of underground parking (the “**Renovated Facility**”); (iv) construction of a new building containing approximately 5,000 square feet of retail space, approximately 32 apartments and approximately 26 underground parking spaces (the “**New Facility**” and, collectively with the Renovated Facility, the “**Facility**”); and (v) 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 items of 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 State and local sales and use tax, mortgage recording tax (except as limited by Section 874 of the Act) and real property tax (collectively, the “**Financial Assistance**”); and (C) the lease of the Land and Facility by 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 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 of the Project constitutes such an action; and

WHEREAS, the Agency adopted a resolution on January 28, 2019 (the “**Initial Resolution**”) entitled:

RESOLUTION DETERMINING THAT THE ACQUISITION, DEMOLITION OF AN EXISTING BUILDING, RENOVATION OF AN EXISTING BUILDING, CONSTRUCTION OF A NEW BUILDING AND EQUIPPING OF A MIXED USE FACILITY AT THE REQUEST OF THE COMPANY CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND AUTHORIZING A PUBLIC HEARING

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, the Company also requested that the Agency consider a payment in lieu of tax (“*PILOT*”) schedule, and such schedule constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (“*UTEP*”) established pursuant to Section 874(4) of the Act; and

WHEREAS, by letters dated February 4, 2019, the Agency gave to the chief executive officers of the affected tax jurisdictions notice pursuant to Section 874 of the Act of this meeting (the “*Notice*”), at which the Agency would consider the Company’s request for a *PILOT* schedule which deviates from the *UTEP*; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on February 15, 2019 pursuant to Section 859-a of the Act, notice of which was published on January 31, 2019 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 January 30, 2019; and

WHEREAS, the Agency adopted a resolution on March 20, 2019 (the “*SEQRA Resolution*”) entitled:

RESOLUTION CLASSIFYING A CERTAIN PROJECT AS AN UNLISTED ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT AND DETERMINING THAT THE PROJECT WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

which resolution is in full force and effect and has not been amended or modified;

WHEREAS, the Agency adopted a resolution on March 20, 2019 (the “*Inducement Resolution*”) entitled:

RESOLUTION UNDERTAKING THE ACQUISITION, DEMOLITION OF AN EXISTING BUILDING, RENOVATION OF AN EXISTING BUILDING, CONSTRUCTION OF A NEW BUILDING AND EQUIPPING OF A MIXED USE FACILITY, APPOINTING 22 CROSSROADS, LLC (THE “COMPANY”) AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, DEMOLITION CONSTRUCTION, RENOVATION, INSTALLATION, EQUIPPING AND COMPLETION OF THE PROJECT; APPROVING CERTAIN FINANCIAL ASSISTANCE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY

which resolution is in full force and effect and has not been amended or modified;

WHEREAS, for purposes of exemption from New York State sales and use taxation as part of the Financial Assistance requested, “sales and use taxation” shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New

York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the City of Oswego, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State of New York and the County of Oswego and improve their standard of living; and

WHEREAS, the Agency adopted a resolution on March 20, 2019 (the “*PILOT Resolution*”) entitled:

**RESOLUTION APPROVING A PAYMENT IN LIEU OF
TAX SCHEDULE AND AUTHORIZING THE EXECUTION
AND DELIVERY OF CERTAIN DOCUMENTS BY THE
AGENCY IN CONNECTION WITH A CERTAIN PROJECT
UNDERTAKEN AT THE REQUEST OF THE COMPANY**

which resolution is in full force and effect and has not been amended or modified;

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

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Company to the Agency and after considering those representations, the Agency hereby makes the following determinations:

- (a) Ratifies the findings in its Initial, SEQRA, Inducement and PILOT Resolution.
- (b) The granting of the Financial Assistance will be an inducement to the Company to develop the Project in the City of Oswego and County of Oswego.

- (c) The commitment of the Agency to provide the Financial Assistance to the Company will enable the Company to acquire, construct, renovate, install, equip and complete the Project Facility.
- (d) The acquisition, construction, renovation, installation, equipping and completion of the Project will promote employment opportunities, help prevent economic deterioration and advance the health, general prosperity and economic welfare of the people of the State.
- (e) The acquisition of a controlling interest in the Project Facility by the Agency and the designation of the Company as the Agency's agent for the acquisition, construction, renovation, installing, equipping and completion of the Project will be an inducement to the Company to acquire, construct, renovate, install, equip and complete the Project Facility in the City of Oswego, County of Oswego, and will serve the purposes of the Act by, among other things, promoting job opportunities and the general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in financing the costs of the acquisition, construction, renovation, installation, equipping and completion of the Project.
- (f) The Project will not result in the removal of any commercial, industrial or manufacturing plant or facility of the Company or of any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act.

Section 3. Subject to the conditions set forth in Section 4.02 of the Agreement, the Project Agreement (as those terms are defined in the Inducement Resolution), this Resolution, the Inducement Resolution and the PILOT Resolution (collectively the "**Resolutions**"), the Agency will: (A) acquire a controlling interest in the Project Facility; (B) lease the Land and Facility from the Company pursuant to a lease agreement between the Agency and the Company (the "**Company Lease**") and acquire an interest in the Equipment pursuant to one or more bills of sale from the Company (collectively, the "**Bill of Sale**"); (C) sublease the Project Facility to the Company, pursuant to a sublease agreement which shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency (the "**Agency Lease**" and together with the Company Lease, the Bill of Sale and the Project Agreement, the "**Lease Documents**"); (D) secure the Company's borrowings with respect to the Project Facility by joining in one or more construction or permanent mortgages on the Project Facility in favor of the Company's lender(s), in such form and substance as shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency and pledging and assigning to such lender(s), if any, certain rights and remedies of the Agency under any lease agreement by the execution and delivery of a pledge and assignment which shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the

Agency (collectively, the “*Lender Documents*”); and (E) execute and deliver any other documents necessary to effectuate the intent of the Resolutions and the granting of the Financial Assistance as contemplated by and consistent with this Resolution upon the advice of counsel to the Agency.

Section 4. The Chief Executive Officer and/or (Vice) Chairperson are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the Lease Documents, the Lender Documents and any other document and agreement identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by the Resolutions. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 5. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to above 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.

Section 6. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 7. 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 8. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and to consummate the transactions contemplated by this Resolution.

Section 9. 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 | |
| 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 March 20, 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 March 20, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

SEQRA RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 20, 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, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells and Tim Stahl

ALSO PRESENT: Kevin C. Caraccioli, Gavin Gretskey, Jim Keib, Kevin LaMontagne, L. Michael Treadwell, Dave Turner and Bob Wilmott

The following resolution was duly offered and seconded:

RESOLUTION CLASSIFYING A CERTAIN PROJECT AS A TYPE I ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT AND DETERMINING THAT THE PROJECT WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

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, R.M. Burritt Motors, Inc., a Delaware business corporation, authorized to do business in the State of New York, (the “*Company*”), and/or entities formed or to be formed on its behalf, submitted a revised application to the Agency on or about January 4, 2019 (the “*Application*”), a copy of which is on file at the office of the Agency, requesting the Agency undertake 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 and entering into a lease transaction for the purchase of equipment to be used in the Project Facility in an amount not to exceed \$300,000 (the “*Equipment Lease*”) (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 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 approval of the Project and grant of Financial Assistance constitute such an action; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form (the “*EAF*”), a copy of which is on file in the office of the Agency and is readily accessible to the public; and

WHEREAS, the City of Oswego Planning Board (“Planning Board”) previously classified the Project as a Type I action under SEQRA and declared its intent to act as lead agency for the purpose of conducting a coordinated environmental review of the Project; and

WHEREAS, after conducting a thorough review of the Project and its potential effects, the Planning Board determined that the Project would not result in any significant adverse environmental impacts and issued a negative declaration for the Project on February 5, 2019; and

WHEREAS, the Agency’s involvement in the Project was not contemplated when the Planning Board performed the coordinated SEQRA review and issued the negative declaration for the Project; and

WHEREAS, had the Agency’s involvement been known at the time the Planning Board declared its intent to act as lead agency for the coordinated review of the Project, the Agency would

have, as an involved agency, consented to the lead agency designation by the Planning Board and been bound by the negative declaration that was issued for the Project.

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

(1) Based upon an examination of the EAF prepared by the Company, the criteria contained in 6 NYCRR §617.7(c), and based further upon the Agency’s knowledge of the area surrounding the Project Facility, all the representations made by the Company in connection with the Project, and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project pursuant to SEQRA:

(A) The Project consists of the components described above in the third WHEREAS clause of this resolution;

(B) The Project constitutes a “Type I” (as said quoted term is defined in SEQRA) as determined by the Planning Board;

(C) The Agency, in recognition of the fact that it would have been an involved agency and consented to the Planning Board’s lead agency status, hereby reaffirms, accepts and adopts the negative declaration that was issued by the Planning Board for the Project, attached hereto as Exhibit “A”, which shall be filed in the office of the Agency in a file that is readily accessible to the public.

(2) A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

(3) 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 | |
| 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 March 20, 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 March 20, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"
NEGATIVE DECLARATION

**Full Environmental Assessment Form
Part I - Project and Setting**

Instructions for Completing Part I

Part I is to be completed by the applicant or project sponsor. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification.

Complete Part I based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information; indicate whether missing information does not exist, or is not reasonably available to the sponsor; and, when possible, generally describe work or studies which would be necessary to update or fully develop that information.

Applicants/sponsors must complete all items in Sections A & B. In Sections C, D & E, most items contain an initial question that must be answered either "Yes" or "No". If the answer to the initial question is "Yes", complete the sub-questions that follow. If the answer to the initial question is "No", proceed to the next question. Section F allows the project sponsor to identify and attach any additional information. Section G requires the name and signature of the project sponsor to verify that the information contained in Part I is accurate and complete.

A. Project and Sponsor Information.

| | | |
|--|--------------------------------|--------------------------------------|
| Name of Action or Project: Proposed +/-28,000 square foot automobile dealership | | |
| Project Location (describe, and attach a general location map): 320 State Route 104 | | |
| Brief Description of Proposed Action (include purpose or need): The proposed action includes the construction of a new +/- 28,000 square foot, single story building for a car dealership including sales floor, repair bays and a car wash. Included are proposed 14,000 sf of outbuildings for autobody work. Also a conceptual future +/- 20,000 retail/office building. Parking will be maximized to allow for customers, employees and vehicle inventory. An additional full access driveway will be installed to line up with the driveway to the commercial plaza across the street pending review and permitting from NYS DOT. Proposed signs include both monument sign along Route 104 and building mounted signs. Site amenities will also include lighting, landscaping, stormwater management and public/private utilities. | | |
| Name of Applicant/Sponsor: Naplorala Consulting | Telephone: 315-682-5580 | E-Mail: nzinsmeyer@napcon.com |
| Address: 110 Fayette Street | | |
| City/PO: Manlius | State: NY | Zip Code: 13104 |
| Project Contact (if not same as sponsor, give name and title/role): | Telephone: | E-Mail: |
| Address: | | |
| City/PO: | State: | Zip Code: |
| Property Owner (if not same as sponsor): R M Burrell Motors, Inc | Telephone: 315-343-8948 | E-Mail: |
| Address: 340 State Route 104 | | |
| City/PO: Oswego | State: NY | Zip Code: 13126 |

B. Government Approvals

| B. Government Approvals, Funding, or Sponsorship. ("Funding" includes grants, loans, tax relief, and any other forms of financial assistance.) | | |
|---|--|---|
| Government Entity | If Yes: Identify Agency and Approval(s) Required | Application Date (Actual or projected) |
| a. City Council, Town Board, <input type="checkbox"/> Yes <input type="checkbox"/> No or Village Board of Trustees | | |
| b. City, Town or Village Planning Board or Commission <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | City Planning Board | December 2018 |
| c. City Council, Town or Village Zoning Board of Appeals <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | City Zoning Board | December 2018 |
| d. Other local agencies <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| e. County agencies <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| f. Regional agencies <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| g. State agencies <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | NYS DOT Highway Permit NYS DEC Construction Permit/ Sewer Extension | December 2018 March 2019/December 2018 |
| h. Federal agencies <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| i. Coastal Resources. | | |
| i. Is the project site within a Coastal Area, or the waterfront area of a Designated Inland Waterway? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| ii. Is the project site located in a community with an approved Local Waterfront Revitalization Program? | | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| iii. Is the project site within a Coastal Erosion Hazard Area? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

C. Planning and Zoning

| | |
|---|--|
| C.1. Planning and zoning actions. | |
| Will administrative or legislative adoption, or amendment of a plan, local law, ordinance, rule or regulation be the only approval(s) which must be granted to enable the proposed action to proceed? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| <ul style="list-style-type: none"> • If Yes, complete sections C, F and G. • If No, proceed to question C.2 and complete all remaining sections and questions in Part 1 | |
| C.2. Adopted land use plans. | |
| a. Do any municipally- adopted (city, town, village or county) comprehensive land use plan(s) include the site where the proposed action would be located? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If Yes, does the comprehensive plan include specific recommendations for the site where the proposed action would be located? <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| b. Is the site of the proposed action within any local or regional special planning district (for example: Greenway Brownfield Opportunity Area (BOA); designated State or Federal heritage area; watershed management plan; or other?) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If Yes, identify the plan(s): | |
| _____ | |
| _____ | |
| _____ | |
| c. Is the proposed action located wholly or partially within an area listed in an adopted municipal open space plan, or an adopted municipal farmland protection plan? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If Yes, identify the plan(s): | |
| _____ | |
| _____ | |
| _____ | |

C.3. Zoning

a. Is the site of the proposed action located in a municipality with an adopted zoning law or ordinance. Yes No
If Yes, what is the zoning classification(s) including any applicable overlay district?

E1 Neighborhood Business District

b. Is the use permitted or allowed by a special or conditional use permit? Yes No

c. Is a zoning change requested as part of the proposed action? Yes No

If Yes,
i. What is the proposed new zoning for the site?

C.4. Existing community services.

a. In what school district is the project site located? Oswego City School District

b. What police or other public protection forces serve the project site?

City of Oswego, Oswego County Sheriff's Dept.

c. Which fire protection and emergency medical services serve the project site?

Oswego City Fire Department

d. What parks serve the project site?

Fort Ontario Park, Hurlbeck Park, Washington Square Park

D. Project Details

D.1. Proposed and Potential Development

a. What is the general nature of the proposed action (e.g., residential, industrial, commercial, recreational; if mixed, include all components)? Commercial

b. a. Total acreage of the site of the proposed action? 14.7 acres

b. Total acreage to be physically disturbed? 10 acres

c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? 14.7 acres

c. Is the proposed action an expansion of an existing project or use? Yes No

i. If Yes, what is the approximate percentage of the proposed expansion and identify the units (e.g., acres, miles, housing units, square feet)? % _____ Units: _____

d. Is the proposed action a subdivision, or does it include a subdivision? Yes No

If Yes,

i. Purpose or type of subdivision? (e.g., residential, industrial, commercial; if mixed, specify types)
Commercial subdivision (lot consolidation of multiple lots)

ii. Is a cluster/conservation layout proposed? Yes No

iii. Number of lots proposed? _____

iv. Minimum and maximum proposed lot sizes? Minimum _____ Maximum _____

c. Will proposed action be constructed in multiple phases? Yes No

i. If No, anticipated period of construction: 8 months

ii. If Yes:

- Total number of phases anticipated _____
- Anticipated commencement date of phase I (including demolition) _____ month _____ year
- Anticipated completion date of final phase _____ month _____ year

• Generally describe connections or relationships among phases, including any contingencies where progress of one phase may determine timing or duration of future phases: _____

f. Does the project include new residential uses? Yes No
If Yes, show numbers of units proposed.

| | One Family | Two Family | Three Family | Multiple Family (four or more) |
|-----------------------------|------------|------------|--------------|--------------------------------|
| Initial Phase | | | | |
| At completion of all phases | | | | |

g. Does the proposed action include new non-residential construction (including expansions)? Yes No
If Yes:

i. Total number of structures: 3
ii. Dimensions (in feet) of largest proposed structure: 20 height; 170 width; and 105 length
iii. Approximate extent of building space to be heated or cooled: 20,000 square feet

h. Does the proposed action include construction or other activities that will result in the impoundment of any liquids, such as creation of a water supply, reservoir, pond, lake, waste lagoon or other storage? Yes No
If Yes,

i. Purpose of the impoundment: stormwater management
ii. If a water impoundment, the principal source of the water: Ground water Surface water streams Other specify: stormwater runoff
iii. If other than water, identify the type of impounded/contained liquids and their source.
iv. Approximate size of the proposed impoundment. Volume: _____ million gallons; surface area: 0.4 acres
v. Dimensions of the proposed dam or impounding structure: 4 height; 300 length
vi. Construction method/materials for the proposed dam or impounding structure (e.g., earth fill, rock, wood, concrete):
earth fill

D.2. Project Operations

a. Does the proposed action include any excavation, mining, or dredging, during construction, operations, or both? Yes No
(Not including general site preparation, grading or installation of utilities or foundations where all excavated materials will remain onsite)
If Yes:

i. What is the purpose of the excavation or dredging?
ii. How much material (including rock, earth, sediments, etc.) is proposed to be removed from the site?
• Volume (specify tons or cubic yards): _____
• Over what duration of time? _____
iii. Describe nature and characteristics of materials to be excavated or dredged, and plans to use, manage or dispose of them.

iv. Will there be onsite dewatering or processing of excavated materials? Yes No
If yes, describe. _____

v. What is the total area to be dredged or excavated? _____ acres
vi. What is the maximum area to be worked at any one time? _____ acres
vii. What would be the maximum depth of excavation or dredging? _____ feet
viii. Will the excavation require blasting? Yes No
ix. Summarize site reclamation goals and plan: _____

b. Would the proposed action cause or result in alteration of, increase or decrease in size of, or encroachment into any existing wetland, waterbody, shoreline, beach or adjacent area? Yes No
If Yes:

i. Identify the wetland or waterbody which would be affected (by name, water index number, wetland map number or geographic description): _____

ii. Describe how the proposed action would affect that waterbody or wetland, e.g. excavation, fill, placement of structures, or alteration of channels, banks and shorelines. Indicate extent of activities, alterations and additions in square feet or acres:

iii. Will proposed action cause or result in disturbance to bottom sediments? Yes No

If Yes, describe:

iv. Will proposed action cause or result in the destruction or removal of aquatic vegetation? Yes No

If Yes:

- acres of aquatic vegetation proposed to be removed: _____
- expected acreage of aquatic vegetation remaining after project completion: _____
- purpose of proposed removal (e.g. bench clearing, invasive species control, boat access): _____
- proposed method of plant removal: _____
- If chemical/herbicide treatment will be used, specify product(s): _____

v. Describe any proposed reclamation/mitigation following disturbance: _____

c. Will the proposed action use, or create a new demand for water? Yes No

If Yes:

i. Total anticipated water usage/demand per day: _____ 4,000 gallons/day

ii. Will the proposed action obtain water from an existing public water supply? Yes No

If Yes:

- Name of district or service area: Oswego Water Department
- Does the existing public water supply have capacity to serve the proposal? Yes No
- Is the project site in the existing district? Yes No
- Is expansion of the district needed? Yes No
- Do existing lines serve the project site? Yes No

iii. Will line extension within an existing district be necessary to supply the project?

If Yes:

- Describe extensions or capacity expansions proposed to serve this project: _____

- Source(s) of supply for the district: _____

iv. Is a new water supply district or service area proposed to be formed to serve the project site? Yes No

If Yes:

- Applicant/sponsor for new district: _____
- Date application submitted or anticipated: _____
- Proposed source(s) of supply for new district: _____

v. If a public water supply will not be used, describe plans to provide water supply for the project: _____

vi. If water supply will be from wells (public or private), maximum pumping capacity: _____ gallons/minute.

d. Will the proposed action generate liquid wastes? Yes No

If Yes:

i. Total anticipated liquid waste generation per day: _____ 4,000 gallons/day

ii. Nature of liquid wastes to be generated (e.g., sanitary wastewater, industrial; if combination, describe all components and approximate volumes or proportions of each): _____

sanitary wastewater

iii. Will the proposed action use any existing public wastewater treatment facilities? Yes No

If Yes:

- Name of wastewater treatment plant to be used: Eastside Waste Water Treatment
- Name of district: Eastside
- Does the existing wastewater treatment plant have capacity to serve the project? Yes No
- Is the project site in the existing district? Yes No
- Is expansion of the district needed? Yes No

- Do existing sewer lines serve the project site? Yes No
- Will line extension within an existing district be necessary to serve the project? Yes No

If Yes:

- Describe extensions or capacity expansions proposed to serve this project:
 Approx. 400 feet of new 8" sewer main to be installed to tie into existing sewer and better serve the proposed site. The east side of Coxsack is under a consent order and approval is required from NYSDDEC for additional sewer flows greater than 2,600 gpd.

- iv. Will a new wastewater (sewage) treatment district be formed to serve this project site? Yes No

If Yes:

- Applicant/sponsor for new district: _____
- Date application submitted or anticipated: _____
- What is the receiving water for the wastewater discharge? _____

- v. If public facilities will not be used, describe plans to provide wastewater treatment for the project, including specifying proposed receiving water (name and classification if surface discharge, or describe subsurface disposal plans):

- vi. Describe any plans or designs to capture, recycle or reuse liquid waste:

- e. Will the proposed action disturb more than one acre and create stormwater runoff, either from new point sources (i.e. ditches, pipes, swales, curbs, gutters or other concentrated flows of stormwater) or non-point source (i.e. sheet flow) during construction or post construction? Yes No

If Yes:

- i. How much impervious surface will the project create in relation to total size of project parcel?
 _____ Square feet or _____ 5 acres (impervious surface)
 _____ Square feet or _____ 14.7 acres (parcel size)
- ii. Describe types of new point sources. pipes and swales

- iii. Where will the stormwater runoff be directed (i.e. on-site stormwater management facility/structures, adjacent properties, groundwater, on-site surface water or off-site surface waters)?
 on-site stormwater management facilities

- If to surface waters, identify receiving water bodies or wetlands:

- Will stormwater runoff flow to adjacent properties? Yes No

- iv. Does proposed plan minimize impervious surfaces, use pervious materials or collect and re-use stormwater? Yes No

- f. Does the proposed action include, or will it use on-site, one or more sources of air emissions, including fuel combustion, waste incineration, or other processes or operations? Yes No

If Yes, identify:

- i. Mobile sources during project operations (e.g., heavy equipment, fleet or delivery vehicles)

- ii. Stationary sources during construction (e.g., power generation, structural heating, batch plant, crushers).

- iii. Stationary sources during operations (e.g., process emissions, large boilers, electric generation)

- g. Will any air emission sources named in D.2.f (above), require a NY State Air Registration, Air Facility Permit, or Federal Clean Air Act Title IV or Title V Permit? Yes No

If Yes:

- i. Is the project site located in an Air quality non-attainment area? (Area routinely or periodically fails to meet ambient air quality standards for all or some parts of the year) Yes No

- ii. In addition to emissions as calculated in the application, the project will generate:

- _____ Tons/year (short tons) of Carbon Dioxide (CO₂)
- _____ Tons/year (short tons) of Nitrous Oxide (N₂O)
- _____ Tons/year (short tons) of Perfluorocarbons (PFCs)
- _____ Tons/year (short tons) of Sulfur Hexafluoride (SF₆)
- _____ Tons/year (short tons) of Carbon Dioxide equivalent of Hydrofluorocarbons (HFCs)
- _____ Tons/year (short tons) of Hazardous Air Pollutants (HAPs)

h. Will the proposed action generate or emit methane (including, but not limited to, sewage treatment plants, landfills, composting facilities)? Yes No

If Yes:

i. Estimate methane generation in tons/year (note): _____

ii. Describe any methane capture, control or elimination measures included in project design (e.g., combustion to generate heat or electricity, flaring): _____

i. Will the proposed action result in the release of air pollutants from open-air operations or processes, such as quarry or landfill operations? Yes No

If Yes: Describe operations and nature of emissions (e.g., diesel exhaust, rock particulates/dust): _____

j. Will the proposed action result in a substantial increase in traffic above present levels or generate substantial new demand for transportation facilities or services? Yes No

If Yes:

i. What is the peak traffic expected (Check all that apply): Morning Evening Weekend
 Randomly between hours of _____ to _____

ii. For commercial activities only, projected number of semi-trailer truck trips/day: _____

iii. Parking spaces: Existing _____ Proposed _____ Net increase/decrease _____

iv. Does the proposed action include any shared use parking? Yes No

v. If the proposed action includes any modification of existing roads, creation of new roads or change in existing access, describe: _____

vi. Are public/private transportation service(s) or facilities available within 1/2 mile of the proposed site? Yes No

vii. Will the proposed action include access to public transportation or accommodations for use of hybrid, electric or other alternative fueled vehicles? Yes No

viii. Will the proposed action include plans for pedestrian or bicycle accommodations for connections to existing pedestrian or bicycle routes? Yes No

k. Will the proposed action (for commercial or industrial projects only) generate new or additional demand for energy? Yes No

If Yes:

i. Estimate annual electricity demand during operation of the proposed action: _____

ii. Anticipated sources/suppliers of electricity for the project (e.g., on-site combustion, on-site renewable, via grid/local utility, or other): _____

iii. Will the proposed action require a new, or an upgrade to, an existing substation? Yes No

l. Hours of operation. Answer all items which apply.

i. During Construction:

- Monday - Friday: _____ 7am-7pm
- Saturday: _____
- Sunday: _____
- Holidays: _____

ii. During Operations:

- Monday - Friday: _____ 8am-7pm
- Saturday: _____ 9am-3pm
- Sunday: _____ -
- Holidays: _____ -

m. Will the proposed action produce noise that will exceed existing ambient noise levels during construction, operation, or both? Yes No

If Yes:

i. Provide details including sources, time of day and duration:

ii. Will proposed action remove existing natural barriers that could act as a noise barrier or screen? Yes No

Describe: Trees

n. Will the proposed action have outdoor lighting? Yes No

If Yes:

i. Describe source(s), location(s), height of fixture(s), direction/dim, and proximity to nearest occupied structures:

LED parking lot lights at 28' mounting height that will be dark sky compliant. Photometric plan indicates minimal impact on neighborhood residential.

ii. Will proposed action remove existing natural barriers that could act as a light barrier or screen? Yes No

Describe: Trees

o. Does the proposed action have the potential to produce odors for more than one hour per day? Yes No

If Yes, describe possible sources, potential frequency and duration of odor emissions, and proximity to nearest occupied structures:

p. Will the proposed action include any bulk storage of petroleum (combined capacity of over 1,100 gallons) or chemical products 185 gallons in above ground storage or any amount in underground storage? Yes No

If Yes:

i. Product(s) to be stored _____

ii. Volume(s) _____ per unit time _____ (e.g., month, year)

iii. Generally describe proposed storage facilities: _____

q. Will the proposed action (commercial, industrial and recreational projects only) use pesticides (i.e., herbicides, insecticides) during construction or operation? Yes No

If Yes:

i. Describe proposed treatment(s):

ii. Will the proposed action use Integrated Pest Management Practices? Yes No

r. Will the proposed action (commercial or industrial projects only) involve or require the management or disposal of solid waste (excluding hazardous materials)? Yes No

If Yes:

i. Describe any solid waste(s) to be generated during construction or operation of the facility:

- Construction: 5 tons per month (unit of time)
- Operation: 2 tons per month (unit of time)

ii. Describe any proposals for on-site minimization, recycling or reuse of materials to avoid disposal as solid waste:

- Construction: recycling paper/plastic products following guidelines of Oswego County Dept. of Solid Waste
- Operation: recycling paper/plastic products/metal/automobile parts following guidelines of Oswego County Dept. of Solid Waste

iii. Proposed disposal methods/facilities for solid waste generated on-site:

- Construction: pick-up as needed by a local hauler and taken to Oswego Transfer Station
- Operation: pick-up as needed by a local hauler and taken to Oswego Transfer Station

a. Does the proposed action include construction or modification of a solid waste management facility? Yes No

If Yes:

i. Type of management or handling of waste proposed for the site (e.g., recycling or transfer station, composting, landfill, or other disposal activities): _____

ii. Anticipated rate of disposal/processing:

- _____ Tons/month, if transfer or other non-combustion/thermal treatment, or
- _____ Tons/hour, if combustion or thermal treatment

iii. If landfill, anticipated site life: _____ years

t. Will proposed action at the site involve the commercial generation, treatment, storage, or disposal of hazardous waste? Yes No

If Yes:

i. Name(s) of all hazardous wastes or constituents to be generated, handled or managed at facility: _____

ii. Generally describe processes or activities involving hazardous wastes or constituents: _____

iii. Specify amount to be handled or generated _____ tons/month

iv. Describe any proposals for on-site minimization, recycling or reuse of hazardous constituents: _____

v. Will any hazardous wastes be disposed at an existing offsite hazardous waste facility? Yes No

If Yes: provide name and location of facility: _____

If No: describe proposed management of any hazardous wastes which will not be sent to a hazardous waste facility: _____

E. Site and Setting of Proposed Action

E.1. Land uses on and surrounding the project site

a. Existing land uses.

i. Check all uses that occur on, adjoining and near the project site.

- Urban Industrial Commercial Residential (suburban) Rural (non-farm)
- Forest Agriculture Aquatic Other (specify): _____

ii. If mix of uses, generally describe: _____

b. Land uses and covertypes on the project site.

| Land use or Covertype | Current Acreage | Acreage After Project Completion | Change (Acres +/-) |
|--|-----------------|----------------------------------|--------------------|
| • Roads, buildings, and other paved or impervious surfaces | 4.5 | 9.5 | +5 |
| • Forested | 6.4 | 3.7 | -2.7 |
| • Meadows, grasslands or brushlands (non-agricultural, including abandoned agricultural) | 3.8 | 1 | -2.8 |
| • Agricultural (includes active orchards, field, greenhouse etc.) | - | - | - |
| • Surface water features (lakes, ponds, streams, rivers, etc.) | - | 1 | +1 |
| • Wetlands (freshwater or tidal) | - | - | - |
| • Non-vegetated (bare rock, earth or fill) | - | - | - |
| • Other Describe: _____ | | | |

c. Is the project site presently used by members of the community for public recreation? Yes No
 i. If Yes, explain: _____

d. Are there any facilities serving children, the elderly, people with disabilities (e.g., schools, hospitals, licensed day care centers, or group homes) within 1500 feet of the project site? Yes No
 If Yes,
 i. Identify facilities: _____

e. Does the project site contain an existing dam? Yes No
 If Yes:
 i. Dimensions of the dam and impoundment:
 • Dam height: _____ feet
 • Dam length: _____ feet
 • Surface area: _____ acres
 • Volume impounded: _____ gallons OR acre-feet
 ii. Dam's existing hazard classification: _____
 iii. Provide date and summarize results of last inspection: _____

f. Has the project site ever been used as a municipal, commercial or industrial solid waste management facility, or does the project site adjoin property which is now, or was at one time, used as a solid waste management facility? Yes No
 If Yes:
 i. Has the facility been formally closed? Yes No
 • If yes, cite sources/documentation: _____
 ii. Describe the location of the project site relative to the boundaries of the solid waste management facility: _____
 iii. Describe any development constraints due to the prior solid waste activities: _____

g. Have hazardous wastes been generated, treated and/or disposed of at the site, or does the project site adjoin property which is now or was at one time used to commercially treat, store and/or dispose of hazardous waste? Yes No
 If Yes:
 i. Describe waste(s) handled and waste management activities, including approximate time when activities occurred: _____

h. Potential contamination history. Has there been a reported spill at the proposed project site, or have any remedial actions been conducted at or adjacent to the proposed site? Yes No
 If Yes:
 i. Is any portion of the site listed on the NYSDEC Spills Incidents database or Environmental Site Remediation database? Check all that apply: Yes No
 Yes - Spills Incidents database Provide DEC ID number(s): _____
 Yes - Environmental Site Remediation database Provide DEC ID number(s): _____
 Neither database
 ii. If site has been subject of RCRA corrective activities, describe control measures: _____
 iii. Is the project within 2000 feet of any site in the NYSDEC Environmental Site Remediation database? Yes No
 If yes, provide DEC ID number(s): _____
 iv. If yes to (i), (ii) or (iii) above, describe current status of site(s): _____

v. Is the project site subject to an institutional control limiting property uses? Yes No

- If yes, DEC site ID number: _____
- Describe the type of institutional control (e.g., deed restriction or easement): _____
- Describe any use limitations: _____
- Describe any engineering controls: _____
- Will the project affect the institutional or engineering controls in place? Yes No
- Explain: _____

E.2. Natural Resources On or Near Project Site

a. What is the average depth to bedrock on the project site? unknown feet

b. Are there bedrock outcroppings on the project site? Yes No
 If Yes, what proportion of the site is comprised of bedrock outcroppings? _____ %

c. Predominant soil type(s) present on project site:

| | |
|--------------------------|-------------|
| <u>in gravelly loam</u> | <u>48</u> % |
| <u>in stony soils</u> | <u>31</u> % |
| <u>cut and fill land</u> | <u>21</u> % |

d. What is the average depth to the water table on the project site? Average: unknown feet

e. Drainage status of project site soils: Well Drained: _____ % of site
 Moderately Well Drained: _____ % of site
 Poorly Drained: 100 % of site

f. Approximate proportion of proposed action site with slopes: 0-10%: 70 % of site
 10-15%: _____ % of site
 15% or greater: 30 % of site

g. Are there any unique geologic features on the project site? Yes No
 If Yes, describe: _____

h. Surface water features.

i. Does any portion of the project site contain wetlands or other waterbodies (including streams, rivers, ponds or lakes)? Yes No

ii. Do any wetlands or other waterbodies adjoin the project site? Yes No

If Yes to either i or ii, continue. If No, skip to E.2.i.

iii. Are any of the wetlands or waterbodies within or adjoining the project site regulated by any federal, state or local agency? Yes No

iv. For each identified regulated wetland and waterbody on the project site, provide the following information:

| | | |
|-------------------------------------|------------|------------------------|
| • Streams: | Name _____ | Classification _____ |
| • Lakes or Ponds: | Name _____ | Classification _____ |
| • Wetlands: | Name _____ | Approximate Size _____ |
| • Wetland No. (if regulated by DEC) | _____ | |

v. Are any of the above water bodies listed in the most recent compilation of NYS water quality-impaired waterbodies? Yes No
 If yes, name of impaired water body/bodies and basis for listing as impaired: _____

i. Is the project site in a designated Floodway? Yes No

j. Is the project site in the 100 year Floodplain? Yes No

k. Is the project site in the 500 year Floodplain? Yes No

l. Is the project site located over, or immediately adjoining, a primary, principal or sole source aquifer? Yes No
 If Yes:
 i. Name of aquifer: _____

m. Identify the predominant wildlife species that occupy or use the project site: _____

n. Does the project site contain a designated significant natural community? Yes No
 If Yes:
 i. Describe the habitat/community (composition, function, and basis for designation): _____
 ii. Source(s) of description or evaluation: _____
 iii. Extent of community/habitat:
 • Currently: _____ acres
 • Following completion of project as proposed: _____ acres
 • Gain or loss (indicate + or -): _____ acres

o. Does project site contain any species of plant or animal that is listed by the federal government or NYS as endangered or threatened, or does it contain any areas identified as habitat for an endangered or threatened species? Yes No

p. Does the project site contain any species of plant or animal that is listed by NYS as rare, or as a species of special concern? Yes No

q. Is the project site or adjoining area currently used for hunting, trapping, fishing or shell fishing? Yes No
 If yes, give a brief description of how the proposed action may affect that use: _____

E.3. Designated Public Resources On or Near Project Site

a. Is the project site, or any portion of it, located in a designated agricultural district certified pursuant to Agriculture and Markets Law, Article 25-AA, Section 303 and 304? Yes No
 If Yes, provide county plus district name/number: _____

b. Are agricultural lands consisting of highly productive soils present? Yes No
 i. If Yes: acreage(s) on project site? _____
 ii. Source(s) of soil rating(s): _____

c. Does the project site contain all or part of, or is it substantially contiguous to, a registered National Natural Landmark? Yes No
 If Yes:
 i. Nature of the natural landmark: Biological Community Geological Feature
 ii. Provide brief description of landmark, including values behind designation and approximate size/extent: _____

d. Is the project site located in or does it adjoin a state listed Critical Environmental Area? Yes No
 If Yes:
 i. CEA name: _____
 ii. Basis for designation: _____
 iii. Designating agency and date: _____

| | |
|---|---|
| e. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on, or has been nominated by the NYS Board of Historic Preservation for inclusion on, the State or National Register of Historic Places? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| If Yes: | |
| i. Name of historic/archaeological resource: <input type="checkbox"/> Archaeological Site <input type="checkbox"/> Historic Building or District | |
| ii. Name: | |
| iii. Brief description of attributes on which listing is based: | |
| f. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| g. Have additional archaeological or historic site(s) or resources been identified on the project site? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| If Yes: | |
| i. Describe possible resource(s): | |
| ii. Basis for identification: | |
| h. Is the project site within five miles of any officially designated and publicly accessible federal, state, or local scenic or aesthetic resource? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| If Yes: | |
| i. Identify resource: (1) Fort Ontario (2) Great Lakes Seaway Trail | |
| ii. Nature of, or basis for, designation (e.g., established highway overlook, state or local park, state historic trail or scenic byway, etc.): (1) historic park (2) scenic byway | |
| iii. Distance between project and resource: (1) 1.7 miles (2) 0 miles. | |
| i. Is the project site located within a designated river corridor under the Wild, Scenic and Recreational Rivers Program 6 NYCRR 666? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| If Yes: | |
| i. Identify the name of the river and its designation: | |
| ii. Is the activity consistent with development restrictions contained in 6 NYCRR Part 666? | <input type="checkbox"/> Yes <input type="checkbox"/> No |

F. Additional Information

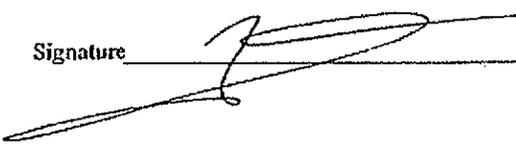
Attach any additional information which may be needed to clarify your project.

If you have identified any adverse impacts which could be associated with your proposal, please describe those impacts plus any measures which you propose to avoid or minimize them.

G. Verification

I certify that the information provided is true to the best of my knowledge.

Applicant/Sponsor Name Neal Zinsmeyer, NARPERATA CONSULTING Date 12/12/18

Signature  Title Project Engineer

Full Environmental Assessment Form
Part 2 - Identification of Potential Project Impacts

Agency Use Only (If applicable)
 Project: 044 Boardwalk - Bay Esplanade
 Date: February 8, 2019

Part 2 is to be completed by the lead agency. Part 2 is designed to help the lead agency inventory all potential resources that could be affected by a proposed project or action. We recognize that the lead agency's reviewer(s) will not necessarily be environmental professionals. So, the questions are designed to walk a reviewer through the assessment process by providing a series of questions that can be answered using the information found in Part 1. To further assist the lead agency in completing Part 2, the form identifies the most relevant questions in Part 1 that will provide the information needed to answer the Part 2 question. When Part 2 is completed, the lead agency will have identified the relevant environmental areas that may be impacted by the proposed activity.

If the lead agency is a state agency and the action is in any Coastal Area, complete the Coastal Assessment Form before proceeding with this assessment.

Tips for completing Part 2:

- Review all of the information provided in Part 1.
- Review any application, maps, supporting materials and the Full EAF Workbook.
- Answer each of the 18 questions in Part 2.
- If you answer "Yes" to a numbered question, please complete all the questions that follow in that section.
- If you answer "No" to a numbered question, move on to the next numbered question.
- Check appropriate column to indicate the anticipated size of the impact.
- Proposed projects that would exceed a numeric threshold contained in a question should result in the reviewing agency checking the box "Moderate to large impact may occur."
- The reviewer is not expected to be an expert in environmental analysis.
- If you are not sure or undecided about the size of an impact, it may help to review the sub-questions for the general question and consult the workbook.
- When answering a question consider all components of the proposed activity, that is, the "whole action".
- Consider the possibility for long-term and cumulative impacts as well as direct impacts.
- Answer the question in a reasonable manner considering the scale and context of the project.

| 1. Impact on Land Proposed action may involve construction on, or physical alteration of, the land surface of the proposed site. (See Part 1, D.1) <i>If "Yes", answer questions a - j. If "No", move on to Section 2.</i> | | | |
|---|-----------------------------|---|------------------------------------|
| | <input type="checkbox"/> NO | <input checked="" type="checkbox"/> YES | |
| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
| a. The proposed action may involve construction on land where depth to water table is less than 3 feet. | E2d | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may involve construction on slopes of 15% or greater. | E2f | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may involve construction on land where bedrock is exposed, or generally within 5 feet of existing ground surface. | E2a | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may involve the excavation and removal of more than 1,000 tons of natural material. | D2a | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may involve construction that continues for more than one year or in multiple phases. | D1e | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| f. The proposed action may result in increased erosion, whether from physical disturbance or vegetation removal (including from treatment by herbicides). | D2e, D2q | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| g. The proposed action is, or may be, located within a Coastal Erosion hazard area. | B1i | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| h. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

2. Impact on Geological Features
 The proposed action may result in the modification or destruction of, or inhibit access to, any unique or unusual land forms on the site (e.g., cliffs, dunes, minerals, fossils, caves). (See Part 1, E.2.g) NO YES
If "Yes", answer questions a - c. If "No", move on to Section 3.

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|---|-----------------------------|-------------------------------|------------------------------------|
| a. Identify the specific land form(s) attached: | E2g | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may affect or is adjacent to a geological feature listed as a registered National Natural Landmark. Specific feature: | E3c | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Other impacts: | | <input type="checkbox"/> | <input type="checkbox"/> |

3. Impacts on Surface Water
 The proposed action may affect one or more wetlands or other surface water bodies (e.g., streams, rivers, ponds or lakes). (See Part 1, D.2, E.2.h) NO YES
If "Yes", answer questions a - l. If "No", move on to Section 4.

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|--|-----------------------------|-------------------------------|------------------------------------|
| a. The proposed action may create a new water body. | D2b, D1h | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may result in an increase or decrease of over 10% or more than a 10 acre increase or decrease in the surface area of any body of water. | D2b | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may involve dredging more than 100 cubic yards of material from a wetland or water body. | D2a | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may involve construction within or adjoining a freshwater or tidal wetland, or in the bed or banks of any other water body. | E2h | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may create turbidity in a waterbody, either from upland erosion, runoff or by disturbing bottom sediments. | D2a, D2h | <input type="checkbox"/> | <input type="checkbox"/> |
| f. The proposed action may include construction of one or more intake(s) for withdrawal of water from surface water. | D2c | <input type="checkbox"/> | <input type="checkbox"/> |
| g. The proposed action may include construction of one or more outfall(s) for discharge of wastewater to surface water(s). | D2d | <input type="checkbox"/> | <input type="checkbox"/> |
| h. The proposed action may cause soil erosion, or otherwise create a source of stormwater discharge that may lead to siltation or other degradation of receiving water bodies. | D2e | <input type="checkbox"/> | <input type="checkbox"/> |
| i. The proposed action may affect the water quality of any water bodies within or downstream of the site of the proposed action. | E2h | <input type="checkbox"/> | <input type="checkbox"/> |
| j. The proposed action may involve the application of pesticides or herbicides in or around any water body. | D2q, E2h | <input type="checkbox"/> | <input type="checkbox"/> |
| k. The proposed action may require the construction of new, or expansion of existing, wastewater treatment facilities. | D1a, D2d | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|-------------------------|--|--------------------------|--------------------------|
| 1. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |
|-------------------------|--|--------------------------|--------------------------|

| | | | |
|---|-----------------------------|--|------------------------------------|
| 4. Impact on groundwater The proposed action may result in new or additional use of ground water, or may have the potential to introduce contaminants to ground water or an aquifer. (See Part I. D.2.a, D.2.c, D.2.d, D.2.p, D.2.q, D.2.t) <i>If "Yes", answer questions a - h. If "No", move on to Section 5.</i> | | | |
| | | <input checked="" type="checkbox"/> NO | <input type="checkbox"/> YES |
| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
| a. The proposed action may require new water supply wells, or create additional demand on supplies from existing water supply wells. | D2c | <input type="checkbox"/> | <input type="checkbox"/> |
| b. Water supply demand from the proposed action may exceed safe and sustainable withdrawal capacity rate of the local supply or aquifer. Cite Source: _____ | D2c | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may allow or result in residential uses in areas without water and sewer services. | D1n, D2c | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may include or require wastewater discharged to groundwater. | D2d, E2l | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may result in the construction of water supply wells in locations where groundwater is, or is suspected to be, contaminated. | D2c, E1f, E1g, E1h | <input type="checkbox"/> | <input type="checkbox"/> |
| f. The proposed action may require the bulk storage of petroleum or chemical products over ground water or an aquifer. | D2p, E2l | <input type="checkbox"/> | <input type="checkbox"/> |
| g. The proposed action may involve the commercial application of pesticides within 100 feet of potable drinking water or irrigation sources. | E2h, D2q, E2l, D2c | <input type="checkbox"/> | <input type="checkbox"/> |
| h. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|---|-----------------------------|--|------------------------------------|
| 5. Impact on Flooding The proposed action may result in development on lands subject to flooding. (See Part I. E.2) <i>If "Yes", answer questions a - g. If "No", move on to Section 6.</i> | | | |
| | | <input checked="" type="checkbox"/> NO | <input type="checkbox"/> YES |
| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
| a. The proposed action may result in development in a designated floodway. | E2i | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may result in development within a 100 year floodplain. | E2j | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may result in development within a 500 year floodplain. | E2k | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may result in, or require, modification of existing drainage patterns. | D2b, D2e | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may change flood water flows that contribute to flooding. | D2b, E2i, E2j, E2k | <input type="checkbox"/> | <input type="checkbox"/> |
| f. If there is a dam located on the site of the proposed action, is the dam in need of repair, or upgrade? | E1e | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|-------------------|--|--------------------------|--------------------------|
| g. Other impacts: | | <input type="checkbox"/> | <input type="checkbox"/> |
|-------------------|--|--------------------------|--------------------------|

| 6. Impacts on Air | | | |
|---|-----------------------------|--|------------------------------------|
| The proposed action may include a state regulated air emission source. (See Part I. D.2.f., D.2.h, D.2.g) <i>If "Yes", answer questions a - f. If "No", move on to Section 7.</i> | | <input checked="" type="checkbox"/> NO | <input type="checkbox"/> YES |
| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
| a. If the proposed action requires federal or state air emission permits, the action may also emit one or more greenhouse gases at or above the following levels: | | | |
| i. More than 1000 tons/year of carbon dioxide (CO ₂) | D2g | <input type="checkbox"/> | <input type="checkbox"/> |
| ii. More than 3.5 tons/year of nitrous oxide (N ₂ O) | D2g | <input type="checkbox"/> | <input type="checkbox"/> |
| iii. More than 1000 tons/year of carbon equivalent of perfluorocarbons (PFC's) | D2g | <input type="checkbox"/> | <input type="checkbox"/> |
| iv. More than .045 tons/year of sulfur hexafluoride (SF ₆) | D2g | <input type="checkbox"/> | <input type="checkbox"/> |
| v. More than 1000 tons/year of carbon dioxide equivalent of hydrochlorofluorocarbons (HFC's) emissions | D2g | <input type="checkbox"/> | <input type="checkbox"/> |
| vi. 43 tons/year or more of methane | D2h | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may generate 10 tons/year or more of any one designated hazardous air pollutant, or 25 tons/year or more of any combination of such hazardous air pollutants. | D2g | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may require a state air registration, or may produce an emissions rate of total contaminants that may exceed 5 lbs. per hour, or may include a heat source capable of producing more than 10 million BTU's per hour. | D2f, D2g | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may reach 50% of any of the thresholds in "a" through "c", above. | D2g | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may result in the combustion or thermal treatment of more than 1 ton of refuse per hour. | D2s | <input type="checkbox"/> | <input type="checkbox"/> |
| f. Other impacts: | | <input type="checkbox"/> | <input type="checkbox"/> |

| 7. Impact on Plants and Animals | | | |
|--|-----------------------------|--|------------------------------------|
| The proposed action may result in a loss of flora or fauna. (See Part I. E.2. m.-q.) <i>If "Yes", answer questions a - j. If "No", move on to Section 8.</i> | | <input checked="" type="checkbox"/> NO | <input type="checkbox"/> YES |
| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
| a. The proposed action may cause reduction in population or loss of individuals of any threatened or endangered species, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site. | E2o | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may result in a reduction or degradation of any habitat used by any rare, threatened or endangered species, as listed by New York State or the federal government. | E2o | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may cause reduction in population, or loss of individuals, of any species of special concern or conservation need, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site. | E2p | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may result in a reduction or degradation of any habitat used by any species of special concern and conservation need, as listed by New York State or the Federal government. | E2p | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|---|-----|--------------------------|--------------------------|
| e. The proposed action may diminish the capacity of a registered National Natural Landmark to support the biological community it was established to protect. | E3c | <input type="checkbox"/> | <input type="checkbox"/> |
| f. The proposed action may result in the removal of, or ground disturbance in, any portion of a designated significant natural community. Source: _____ | E2b | <input type="checkbox"/> | <input type="checkbox"/> |
| g. The proposed action may substantially interfere with nesting/breeding, foraging, or over-wintering habitat for the predominant species that occupy or use the project site. | E2m | <input type="checkbox"/> | <input type="checkbox"/> |
| h. The proposed action requires the conversion of more than 10 acres of forest, grassland or any other regionally or locally important habitat. Habitat type & information source: _____ | E1b | <input type="checkbox"/> | <input type="checkbox"/> |
| i. Proposed action (commercial, industrial or recreational projects, only) involves use of herbicides or pesticides. | D2q | <input type="checkbox"/> | <input type="checkbox"/> |
| j. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|--|------------------------------------|--|---|
| 8. Impact on Agricultural Resources | | | |
| The proposed action may impact agricultural resources. (See Part 1, E.3.a. and b.) | | <input checked="" type="checkbox"/> NO | <input type="checkbox"/> YES |
| <i>If "Yes", answer questions a - h. If "No", move on to Section 9.</i> | | | |
| | Relevant Part 1 Question(s) | No, or small impact may occur | Moderate to large impact may occur |
| a. The proposed action may impact soil classified within soil group 1 through 4 of the NYS Land Classification System. | E2c, E3b | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may sever, cross or otherwise limit access to agricultural land (includes cropland, hayfields, pasture, vineyard, orchard, etc). | E1a, E1b | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may result in the excavation or compaction of the soil profile of active agricultural land. | E3b | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may irreversibly convert agricultural land to non-agricultural uses, either more than 2.5 acres if located in an Agricultural District, or more than 10 acres if not within an Agricultural District. | E1b, E3a | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may disrupt or prevent installation of an agricultural land management system. | E1a, E1b | <input type="checkbox"/> | <input type="checkbox"/> |
| f. The proposed action may result, directly or indirectly, in increased development potential or pressure on farmland. | C2c, C3, D2c, D2d | <input type="checkbox"/> | <input type="checkbox"/> |
| g. The proposed project is not consistent with the adopted municipal Farmland Protection Plan. | C2c | <input type="checkbox"/> | <input type="checkbox"/> |
| h. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

9. Impact on Aesthetic Resources
 The land use of the proposed action are obviously different from, or are in sharp contrast to, current land use patterns between the proposed project and a scenic or aesthetic resource. (Part I, E.1.a, E.1.b, E.3.h.)
 NO YES
If "Yes", answer questions a - g. If "No" go to Section 10.

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|--|-----------------------------|--|--|
| a. Proposed action may be visible from any officially designated federal, state, or local scenic or aesthetic resource. | E3h | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may result in the obstruction, elimination or significant screening of one or more officially designated scenic views. | E3h, C2b | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may be visible from publicly accessible vantage points: i. Seasonally (e.g., screened by summer foliage, but visible during other seasons) ii. Year round | E3h | <input type="checkbox"/> <input type="checkbox"/> | <input type="checkbox"/> <input type="checkbox"/> |
| d. The situation or activity in which viewers are engaged while viewing the proposed action is: i. Routine travel by residents, including travel to and from work ii. Recreational or tourism based activities | E3h E2g, E1c | <input type="checkbox"/> <input type="checkbox"/> | <input type="checkbox"/> <input type="checkbox"/> |
| e. The proposed action may cause a diminishment of the public enjoyment and appreciation of the designated aesthetic resource. | E3h | <input type="checkbox"/> | <input type="checkbox"/> |
| f. There are similar projects visible within the following distance of the proposed project: 0-1/2 mile 1/2 -3 mile 3-5 mile 5+ mile | D1a, E1a, D1f, D1g | <input type="checkbox"/> | <input type="checkbox"/> |
| g. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

10. Impact on Historic and Archeological Resources
 The proposed action may occur in or adjacent to a historic or archaeological resource. (Part I, E.3.e, f, and g.)
 NO YES
If "Yes", answer questions a - e. If "No", go to Section 11.

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|---|-----------------------------|-------------------------------|------------------------------------|
| a. The proposed action may occur wholly or partially within, or substantially contiguous to, any buildings, archaeological site or district which is listed on the National or State Register of Historical Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places. | E3e | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may occur wholly or partially within, or substantially contiguous to, an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory. | E3f | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may occur wholly or partially within, or substantially contiguous to, an archaeological site not included on the NY SHPO inventory. Source: _____ | E3g | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|--|----------------------------|--------------------------|--------------------------|
| d. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |
| If any of the above (a-d) are answered "Moderate to large impact may occur", continue with the following questions to help support conclusions in Part 3: | | | |
| i. The proposed action may result in the destruction or alteration of all or part of the site or property. | E3e, E3g, E3f | <input type="checkbox"/> | <input type="checkbox"/> |
| ii. The proposed action may result in the alteration of the property's setting or integrity. | E3e, E3f, E3g, E1a, E1b | <input type="checkbox"/> | <input type="checkbox"/> |
| iii. The proposed action may result in the introduction of visual elements which are out of character with the site or property, or may alter its setting. | E3e, E3f, E3g, E3h, C2, C3 | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|--|------------------------------------|--|---|
| 11. Impact on Open Space and Recreation The proposed action may result in a loss of recreational opportunities or a reduction of an open space resource as designated in any adopted municipal open space plan. (See Part 1. C.2.c, E.1.e., E.2.q.) If "Yes", answer questions a - e. If "No", go to Section 12. | | | |
| | | <input checked="" type="checkbox"/> NO | <input type="checkbox"/> YES |
| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
| a. The proposed action may result in an impairment of natural functions, or "ecosystem services", provided by an undeveloped area, including but not limited to stormwater storage, nutrient cycling, wildlife habitat. | D2e, E1b, E2h, E2m, E2o, E2n, E2p | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may result in the loss of a current or future recreational resource. | C2a, E1c, C2c, E2q | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may eliminate open space or recreational resource in an area with few such resources. | C2a, C2c, E1c, E2q | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may result in loss of an area now used informally by the community as an open space resource. | C2c, E1c | <input type="checkbox"/> | <input type="checkbox"/> |
| e. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|--|------------------------------------|--|---|
| 12. Impact on Critical Environmental Areas The proposed action may be located within or adjacent to a critical environmental area (CEA). (See Part 1. E.3.d) If "Yes", answer questions a - c. If "No", go to Section 13. | | | |
| | | <input checked="" type="checkbox"/> NO | <input type="checkbox"/> YES |
| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
| a. The proposed action may result in a reduction in the quantity of the resource or characteristic which was the basis for designation of the CEA. | E3d | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may result in a reduction in the quality of the resource or characteristic which was the basis for designation of the CEA. | E3d | <input type="checkbox"/> | <input type="checkbox"/> |
| c. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

13. Impact on Transportation
 The proposed action may result in a change to existing transportation systems. NO YES
 (See Part I, D.2.j)
If "Yes", answer questions a - f. If "No", go to Section 14.

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|---|-----------------------------|-------------------------------|------------------------------------|
| a. Projected traffic increase may exceed capacity of existing road network. | D2j | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may result in the construction of paved parking area for 500 or more vehicles. | D2j | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action will degrade existing transit access. | D2j | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action will degrade existing pedestrian or bicycle accommodations. | D2j | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may alter the present pattern of movement of people or goods. | D2j | <input type="checkbox"/> | <input type="checkbox"/> |
| f. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

14. Impact on Energy
 The proposed action may cause an increase in the use of any form of energy. NO YES
 (See Part I, D.2.k)
If "Yes", answer questions a - e. If "No", go to Section 15.

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|--|-----------------------------|-------------------------------|------------------------------------|
| a. The proposed action will require a new, or an upgrade to an existing, substation. | D2k | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action will require the creation or extension of an energy transmission or supply system to serve more than 50 single or two-family residences or to serve a commercial or industrial use. | D1f, D1q, D2k | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may utilize more than 2,500 MWhrs per year of electricity. | D2k | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may involve heating and/or cooling of more than 100,000 square feet of building area when completed. | D1g | <input type="checkbox"/> | <input type="checkbox"/> |
| e. Other Impacts: _____ | | | |

15. Impact on Noise, Odor, and Light
 The proposed action may result in an increase in noise, odors, or outdoor lighting. NO YES
 (See Part I, D.2.m., n., and o.)
If "Yes", answer questions a - f. If "No", go to Section 16.

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|--|-----------------------------|-------------------------------|------------------------------------|
| a. The proposed action may produce sound above noise levels established by local regulation. | D2m | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may result in blasting within 1,500 feet of any residence, hospital, school, licensed day care center, or nursing home. | D2m, E1d | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may result in routine odors for more than one hour per day. | D2o | <input type="checkbox"/> | <input type="checkbox"/> |

| | | | |
|---|----------|--------------------------|--------------------------|
| d. The proposed action may result in light shining onto adjoining properties. | D2o | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may result in lighting creating sky-glow brighter than existing area conditions. | D2o, E1a | <input type="checkbox"/> | <input type="checkbox"/> |
| f. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

16. Impact on Human Health

The proposed action may have an impact on human health from exposure to new or existing sources of contaminants. (See Part I.D.2.q., E.1. d, f, g, and h.) NO YES

If "Yes", answer questions a - m. If "No", go to Section 17.

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|---|-----------------------------|-------------------------------|------------------------------------|
| a. The proposed action is located within 1500 feet of a school, hospital, licensed day care center, group home, nursing home or retirement community. | E1d | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The site of the proposed action is currently undergoing remediation. | E1g, E1h | <input type="checkbox"/> | <input type="checkbox"/> |
| c. There is a completed emergency spill remediation, or a completed environmental site remediation on, or adjacent to, the site of the proposed action. | E1g, E1h | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The site of the action is subject to an institutional control limiting the use of the property (e.g., easement or deed restriction). | E1g, E1h | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may affect institutional control measures that were put in place to ensure that the site remains protective of the environment and human health. | E1g, E1h | <input type="checkbox"/> | <input type="checkbox"/> |
| f. The proposed action has adequate control measures in place to ensure that future generation, treatment and/or disposal of hazardous wastes will be protective of the environment and human health. | D2t | <input type="checkbox"/> | <input type="checkbox"/> |
| g. The proposed action involves construction or modification of a solid waste management facility. | D2q, E1f | <input type="checkbox"/> | <input type="checkbox"/> |
| h. The proposed action may result in the unearthing of solid or hazardous waste. | D2q, E1f | <input type="checkbox"/> | <input type="checkbox"/> |
| i. The proposed action may result in an increase in the rate of disposal, or processing, of solid waste. | D2r, D2s | <input type="checkbox"/> | <input type="checkbox"/> |
| j. The proposed action may result in excavation or other disturbance within 2000 feet of a site used for the disposal of solid or hazardous waste. | E1f, E1g E1h | <input type="checkbox"/> | <input type="checkbox"/> |
| k. The proposed action may result in the migration of explosive gases from a landfill site to adjacent off site structures. | E1f, E1g | <input type="checkbox"/> | <input type="checkbox"/> |
| l. The proposed action may result in the release of contaminated leachate from the project site. | D2s, E1f, D2r | <input type="checkbox"/> | <input type="checkbox"/> |
| m. Other impacts: _____ _____ | | | |

17. Consistency with Community Plans
 The proposed action is not consistent with adopted land use plans.
 (See Part 1. C.1, C.2, and C.3.)
If "Yes", answer questions a - h. If "No", go to Section 18.

NO YES

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|--|-----------------------------------|-------------------------------|------------------------------------|
| n. The proposed action's land use components may be different from, or in sharp contrast to, current surrounding land use pattern(s). | C2, C3, D1a E1a, E1b | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action will cause the permanent population of the city, town or village in which the project is located to grow by more than 5%. | C2 | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action is inconsistent with local land use plans or zoning regulations. | C2, C2, C3 | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action is inconsistent with any County plans, or other regional land use plans. | C2, C2 | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action may cause a change in the density of development that is not supported by existing infrastructure or is distant from existing infrastructure. | C3, D1e, D1d, D1f, D1d, E1b | <input type="checkbox"/> | <input type="checkbox"/> |
| f. The proposed action is located in an area characterized by low density development that will require new or expanded public infrastructure. | C4, D2c, D2d D2j | <input type="checkbox"/> | <input type="checkbox"/> |
| g. The proposed action may induce secondary development impacts (e.g., residential or commercial development not included in the proposed action) | C2a | <input type="checkbox"/> | <input type="checkbox"/> |
| h. Other: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

18. Consistency with Community Character
 The proposed project is inconsistent with the existing community character.
 (See Part 1. C.2, C.3, D.2, E.3)
If "Yes", answer questions a - g. If "No", proceed to Part 3.

NO YES

| | Relevant Part I Question(s) | No, or small impact may occur | Moderate to large impact may occur |
|--|--------------------------------|-------------------------------|------------------------------------|
| a. The proposed action may replace or eliminate existing facilities, structures, or areas of historic importance to the community. | E3e, E3f, E3g | <input type="checkbox"/> | <input type="checkbox"/> |
| b. The proposed action may create a demand for additional community services (e.g. schools, police and fire) | C4 | <input type="checkbox"/> | <input type="checkbox"/> |
| c. The proposed action may displace affordable or low-income housing in an area where there is a shortage of such housing. | C2, C3, D1f D1g, E1a | <input type="checkbox"/> | <input type="checkbox"/> |
| d. The proposed action may interfere with the use or enjoyment of officially recognized or designated public resources. | C2, E3 | <input type="checkbox"/> | <input type="checkbox"/> |
| e. The proposed action is inconsistent with the predominant architectural scale and character. | C2, C3 | <input type="checkbox"/> | <input type="checkbox"/> |
| f. Proposed action is inconsistent with the character of the existing natural landscape. | C2, C3 E1a, E1b E2g, E2h | <input type="checkbox"/> | <input type="checkbox"/> |
| g. Other impacts: _____ | | <input type="checkbox"/> | <input type="checkbox"/> |

PRINT FULL FORM

Full Environmental Assessment Form
Part 3 - Evaluation of the Magnitude and Importance of Project Impacts
and
Determination of Significance

Part 3 provides the reasons in support of the determination of significance. The lead agency must complete Part 3 for every question in Part 2 where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.

Based on the analysis in Part 3, the lead agency must decide whether to require an environmental impact statement to further assess the proposed action or whether available information is sufficient for the lead agency to conclude that the proposed action will not have a significant adverse environmental impact. By completing the certification on the next page, the lead agency can complete its determination of significance.

Reasons Supporting This Determination:

To complete this section:

- Identify the impact based on the Part 2 responses and describe its magnitude. Magnitude considers factors such as severity, size or extent of an impact.
- Assess the importance of the impact. Importance relates to the geographic scope, duration, probability of the impact occurring, number of people affected by the impact and any additional environmental consequences if the impact were to occur.
- The assessment should take into consideration any design element or project changes.
- Repeat this process for each Part 2 question where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.
- Provide the reason(s) why the impact may, or will not, result in a significant adverse environmental impact
- For Conditional Negative Declarations identify the specific condition(s) imposed that will modify the proposed action so that no significant adverse environmental impacts will result.
- Attach additional sheets, as needed.

Determination of Significance - Type 1 and Unlisted Actions

SEQR Status: Type 1 Unlisted

Identify portions of EAF completed for this Project: Part 1 Part 2 Part 3

Upon review of the information recorded on this EAF, as noted, plus this additional support information
inclusive of the record developed herein

and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the
City of Oswego Planning Board as lead agency that:

A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.7(d)).

C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action: RM Burrill Motors - New Car Dealership

Name of Lead Agency: City of Oswego Planning Board

Name of Responsible Officer in Lead Agency: Richard Freeman

Title of Responsible Officer: Chairman

Signature of Responsible Officer in Lead Agency: S/Richard Freeman

Date: February 5, 2019

Signature of Preparer (if different from Responsible Officer)

Date:

For Further Information:

Contact Person: Jeffrey McGann, Permit Administrator

Address: City Hall, 13 West Onelda Street

Telephone Number: (315) 342-8153

E-mail: jmcgann@oswegony.org

For Type 1 Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:

Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)

Other involved agencies (if any)

Applicant (if any)

Environmental Notice Bulletin: <http://www.dec.ny.gov/enb/enb.html>

PRINT FULL FORM

INDUCEMENT RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 20, 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, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells and Tim Stahl

ALSO PRESENT: Kevin C. Caraccioli, Gavin Gretskey, Jim Keib, Kevin LaMontagne, L. Michael Treadwell, Dave Turner and Bob Wilmott

The following resolution was duly offered and seconded:

RESOLUTION UNDERTAKING THE ACQUISITION, CONSTRUCTION, EQUIPPING AND COMPLETION OF A CERTAIN COMMERCIAL PROJECT, APPOINTING THE COMPANY AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, EQUIPPING AND COMPLETION OF THE PROJECT; APPROVING CERTAIN FINANCIAL ASSISTANCE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY.

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, 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, R.M. Burritt Motors, Inc., a Delaware business corporation, authorized to do business in the State of New York, (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 undertake 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 and entering into a lease transaction for the purchase of equipment to be used in the Project Facility in an amount not to exceed \$300,000 (the “**Equipment Lease**”) (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, the Project Facility is located in a Highly Distressed Area as that term is defined in the Act; and

WHEREAS, the Agency adopted a resolution on February 22, 2019 describing the Project, the Financial Assistance and authorizing a public hearing (the “**Initial Resolution**”); and

WHEREAS, the Agency (A) has determined that the Project constitutes a “commercial project” within the meaning of the Act, (B) has determined that the Project would serve the public purposes of the Act by increasing the overall number of permanent, private sector jobs in the State of New York and (C) has determined that the Agency will proceed with the Project and the granting of the Financial Assistance, subject to compliance with the requirements of Section 862(2)(c) of the Act; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on March 19, 2019 pursuant to Section 859-a of the Act, notice of which was published on February 28, 2019 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 February 26, 2019; 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 City of Oswego Planning Board (the “**Planning Board**”) classified the Project as a Type I action, conducted a coordinated environmental review of the Project, and issued a negative declaration for the Project on February 5, 2019; and

WHEREAS, the Agency’s involvement in the Project was not contemplated when the Planning Board performed the coordinated SEQRA review and issued the negative declaration for the Project; and

WHEREAS, the Agency, in recognition of the fact that, had the Agency’s involvement in the Project been contemplated it would have been an involved agency and consented to the Planning Board’s lead agency status, by resolution dated March 20, 2019, affirmed and adopted the negative declaration issued by the Planning Board for the Project, thereby concluding the Agency’s obligations under SEQRA (the “**SEQRA Resolution**”); and

WHEREAS, the Agency has considered the policy, purposes and requirements of the Act in making its determinations with respect to taking official action regarding the Project; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the City of Oswego, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State of New York and the County of Oswego and improve their standard of living;

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

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Company to the Agency, the Agency hereby makes the following determinations:

- a. Ratifies the findings in its Initial and SEQRA Resolution.
- b. The Project constitutes a “project” within the meaning of the Act.

- c. The Project Facility is located in a Highly Distressed Area as that term is defined in the Act.
- d. The granting of the Financial Assistance will be an inducement to the Company to develop the Project in the City of Oswego, County of Oswego. The Financial Assistance consists solely of exemptions from real estate transfer taxes, real property taxes, mortgage recording taxes (except as limited by Section 874 of the Act), State and local sales and use tax and entering into the Equipment Lease.
- e. The commitment of the Agency to provide the Financial Assistance to the Company will enable the Company to acquire, construct, install, equip and complete the Project Facility.
- f. The acquisition, construction, installation, equipping and completion of the Project will promote employment opportunities, help prevent economic deterioration and advance the health, general prosperity and economic welfare of the people of the State.
- g. The acquisition of a controlling interest in the Project Facility by the Agency and the designation of the Company as the Agency's agent for acquisition, construction, installation, equipping and completion of the Project will be an inducement to the Company to acquire, construct, install, equip and complete the Project Facility in the City of Oswego, County of Oswego, and will serve the purposes of the Act by, among other things, preserving and/or creating permanent private sector jobs, promoting job opportunities, health, general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in the financing the costs of the acquisition, construction, installation, equipping and completion of the Project.
- h. The Project will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act.
- i. The Project will serve the public purposes of the Act by increasing the overall number of permanent, private sector jobs in the State of New York. The Agency is authorized to provide Financial Assistance in respect of the Project pursuant to Section 862(2)(b)(ii) of the Act; provided however, that no Financial Assistance shall be provided to the Project by the Agency until the applicable provisions of Section 862(2)(c) of the Act have been complied with.

Section 3. Subject to the terms of this Resolution, the conditions set forth in Section 4.02 of the Agreement (hereinafter defined), the Agency's approval of the PILOT schedule and the execution and delivery of the Project Agreement (hereinafter defined), the Agency will: (i) acquire or continue a controlling interest in the Land and Facility pursuant to a lease agreement (the "**Company Lease**") to be entered into between the Company and the Agency and accept an interest in the Equipment, if any, pursuant to a bill of sale from the Company (collectively, the "**Bill of**

Sale"); (ii) sublease the Project Facility to the Company pursuant to a sublease agreement (the "*Agency Lease Agreement*"), (iii) sublease a portion of the Equipment to the Company pursuant to a sublease agreement (the "*Agency Equipment Lease*" and together with the Company Lease, the Bill of Sale, the Agency Lease Agreement, the Project Agreement and any other certificates and documents deemed necessary by the Agency to undertake the Project, collectively, the "*Lease Documents*") to be entered into between the Agency and the Company and enter into the Agency Equipment Lease; (iv) grant the approved Financial Assistance; (v) provided that no default shall have occurred and be continuing under the Agreement, the Lease Documents or any loan documents, and provided the Company have executed and delivered all documents and certificates required by the Agency in conjunction with the Agency's undertaking of the Project, execute and deliver all other certificates and documents necessary or appropriate for the grant of the approved Financial Assistance requested by the Company, in form and substance acceptable to the Agency, or its commercial lender(s), in connection with financing for the Project, including but not limited to, one or more mortgages in favor of the Company's commercial lender(s).

Section 4. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from New York State sales and use tax exemptions benefits. Notwithstanding anything herein to the contrary, the amount of State and local sales and use tax exemption benefits and mortgage recording tax exemption benefits comprising the Financial Assistance approved herein shall not exceed **\$360,000** and **\$51,000**, respectively. The current estimated amount of real property tax benefits is **\$597,183**, based on the estimated assessed value of the Land and Facility and the current tax rates of the taxing jurisdictions.

Section 5. The Company may utilize, and is hereby authorized to appoint, a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, "*Additional Agents*") to proceed with the construction, equipping and completion of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf, provided the Company execute, deliver and comply with the Lease Documents. The Company shall provide, or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project; and the Company shall, and cause each Additional Agent, to make such records available to the State Commissioner of Taxation and Finance (the "*Commissioner*") and the Agency upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request. For purposes of exemption from New York State (the "*State*") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

Section 6. As a further condition to the granting of the Financial Assistance, the Company agree to execute an agreement with the Agency setting forth the preliminary undertakings of the Agency and the Company with respect to the Project. The form and substance of the proposed agreement (as set forth as on **Exhibit “A”** attached hereto and presented at this meeting) (the “**Agreement**”) are hereby approved. The Chief Executive Officer or (Vice) Chairperson of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, in substantially the same form as presented at this meeting and attached hereto as **Exhibit “A”**, with changes in terms and form as shall be consistent with this Resolution and as the Chief Executive Officer or (Vice) Chairperson shall approve. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 7. As an additional condition precedent to the extension of Financial Assistance, the Company shall acknowledge and agree, that the Agency shall recapture from the Company or any Additional Agent the State sales and use tax exemption (the “**Recapture Amount**”) taken or purported to be taken by any such person to which the person or Project is not entitled or which are in excess of the amounts authorized or which are for property or services not authorized or taken in cases where such Company or Additional Agent failed to comply with a material term or condition to use property or services in the manner required by the Company or Additional Agents agreement with, or for the benefit of, the Agency. Such Company or Additional Agent shall cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such State sales and use exemptions benefits and shall promptly pay over any such amounts to the Agency that it requests. The failure to pay over such amounts to the Agency shall be grounds for the commissioner to assess and determine State sales and use taxes due from the Company and/or Additional Agent under article twenty-eight of the tax law, together with any relevant penalties and interest due on such amounts. In addition, the Agency may recapture all other Financial Assistance in the event any of the foregoing occur or there is a Job Deficit, an Investment Deficit or a Reporting Failure (each as defined in the Agency’s Recapture Policy).

Section 8. As another condition precedent to the extension of Financial Assistance, the Company and the Agency shall execute and deliver a project agreement (the “**Project Agreement**”) setting forth certain terms and conditions relative to the approved Financial Assistance.

Section 9. Subject to the due execution and delivery by the Company of the Agreement and the Project Agreement, the satisfaction of the conditions of this Resolution, the Agreement and the Project Agreement, and the payment by the Company of any attendant fees due to or incurred by the Agency, the Company is appointed the true and lawful agent of the Agency to proceed with the construction, construction, equipping and completion of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf. The appointment made by this Section 9 shall not be effective until the Agreement and the Project Agreement referred to in Section 8 hereof is duly executed and delivered by the Company.

Section 10. The Chief Executive Officer or (Vice) Chairperson of the Agency, acting individually, are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the documents and agreements identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred herein and to do and cause to be done any such other acts and things, as they

determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by this Resolution and the Agreement.

Section 11. The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the execution and delivery of, among other things, an environmental compliance and indemnification agreement in favor of the Agency in form and substance acceptable to the Agency and its counsel by the Company and some or all of its principals, in the discretion of the Chief Executive Officer or (Vice) Chairperson of the Agency.

Section 12. 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 herein 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.

Section 13. Should the Agency's participation in the Project, or the appointments made in accordance herewith, be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency's counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

Section 14. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 15. 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 16. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance and consummate the Lease Documents.

Section 17. 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 | |
| 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 March 20, 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 March 20, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"

AGENCY/COMPANY AGREEMENT

This Agreement is among the County of Oswego Industrial Development Agency (the "**Agency**"), and R.M. Burritt Motors, Inc., a business corporation organized and existing under the laws of the Delaware and authorized to do business in the State of New York (the "**Company**").

Article 1. Preliminary Statement. Among the matters of mutual inducement which have resulted in the execution of this Agreement are the following:

1.01. The Agency is authorized and empowered by the provisions of 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 grant "financial assistance" (as defined in the Act) in connection with "Projects" (as defined in the Act) and to lease or sell the same upon such terms and conditions as the Agency may deem advisable and designate an agent for constructing and equipping "projects" (as defined in the Act).

1.02. The purposes of the Act are to promote, attract, encourage and develop recreation and economically sound commerce and industry in order 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. The Act vests the Agency with all powers necessary to enable it to accomplish such purposes, including the power to grant financial assistance, acquire and dispose of interests in real property and to appoint agents for the purpose of completion of projects undertaken by the Agency.

1.03. The Company 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), State and local sales and use tax and entering into a lease transaction for the purchase of equipment to be used in the Project Facility in an amount not to exceed \$300,000 (the "**Equipment Lease**") (collectively, the "**Financial Assistance**"); and (D) 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 the lease of certain Equipment pursuant to a sublease agreement.

1.03(a). All documents necessary to effectuate the Agency's undertaking of the Project and the granting of the Financial Assistance between the Agency and the Company, including but not limited to, a company lease, a bill of sale, an agency lease, an agency equipment lease, a project agreement and an environmental compliance and indemnification agreement, shall be collectively referred to herein as the "***Lease Documents***".

1.04. The Company hereby represents to the Agency that undertaking the Project, the designation of the Company as the Agency's agent for the acquisition, construction, equipping and completion of the Project Facility, and the appointment by one or more of the Company of a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, "***Additional Agents***"): (i) will be an inducement to them to acquire, construct, install, equip and complete the Project Facility in the County of Oswego (the "***County***"); (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or of any other proposed occupant of the Project Facility from one area of the State to another or in the abandonment of one or more plants or facilities of the Company or of any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) undertaking the Project will promote, create and/or preserve private sector jobs in the State and the County.

1.05. The Agency has determined that the acquisition or continuation of a controlling interest in, and the construction, installation and equipping of the Project Facility and the subleasing of the same to the Company will promote and further the purposes of the Act.

1.06 On March 20, 2019, the Agency adopted a resolution (the "***Inducement Resolution***") agreeing, subject to the satisfaction of all conditions precedent set forth in such Resolution, to designate the Company as the Agency's agent for the acquisition, construction, installation, equipping and completion of the Project Facility and determining that the leasing of the same to the Company will promote further purposes of the Act. For purposes of that designation, the Agency authorized as part of the approved Financial Assistance, State and local sales and use tax exemption benefits in an amount not to exceed **\$360,000** and a mortgage recording tax exemption in an amount not to exceed **\$51,000**. The current estimated amount of real property tax benefits is **\$597,183**, based on the estimated assessed value of the Land and Facility and the current tax rates of the taxing jurisdictions.

1.07 In the Resolution, subject to the execution of, and compliance with, this Agreement by the Company, and other conditions set forth in the Resolution and herein, the Agency appointed the Company as its agent for the purposes of acquisition, construction, installation, equipping and completion of the Project Facility, entering into contracts and doing all things requisite and proper for the acquisition, construction, installation, equipping and completion.

Article 2. Undertakings on the Part of the Agency. Based upon the statements, representations and undertakings of the Company and subject to the conditions set forth herein,

the Agency agrees as follows:

2.01. The Agency confirms that it has authorized and designated the Company as the Agency's agent for acquiring, constructing, installing, equipping and completing the Project Facility.

2.02. The Agency will adopt such proceedings and authorize the execution of such Agency documents as may be necessary or advisable for: (i) acquisition of a controlling interest in the Project Facility; (ii) appointment by the Company of Additional Agents, all for the acquisition, construction, installation, equipping and completion of the Project Facility subject to the terms of the Resolution and hereof; and (iii) the leasing or subleasing of the Project Facility to the Company, all as shall be authorized by law and be mutually satisfactory to the Agency and the Company.

2.03 Nothing contained in this Agreement shall require the Agency to apply its funds to Project costs.

2.04. After satisfying the conditions precedent set forth in the Sections 2.02, 3.06 and 4.02 hereof and in the Inducement Resolution, the Company may proceed with the acquisition, construction, installation, equipping and completion of the Project Facility and the utilization of and, as necessary, the appointment of Additional Agents.

2.05 Subject to Section 4.02 hereof, the Company is appointed the true and lawful agent of the Agency for the acquisition, construction, installation, equipping and completion of the Project Facility, and to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for the acquisition, construction, installation, equipping and completion of the Project Facility, all with the same powers and the same validity as if the Agency were acting in its own behalf.

2.06. The Agency will take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof. The Agency may in accordance with 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*"), undertake supplemental review of the Project. Such review to be limited to specific significant adverse environmental impacts not addressed or inadequately addressed in the Agency's review under *SEQRA* that arise from changes in the proposed Project, newly discovered information or a change in the circumstances related to the Project.

Article 3. Undertakings on the Part of the Company. Based upon the statements, representations and undertakings of the Agency and subject to the conditions set forth herein, the Company agrees as follows:

3.01. (a) The Company shall indemnify and hold the Agency harmless from all

losses, expenses, claims, damages and liabilities arising out of or based on labor, services, materials and supplies, including equipment, ordered or used in connection with the acquisition of a controlling interest in, construction, installation, equipping and completion of the Project Facility (including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of any of the foregoing) whether such claims or liabilities arise as a result of the Company or Additional Agents acting as agent for the Agency pursuant to this Agreement or otherwise.

(b) The Company shall not permit to stand, and will, at their own expense, take all steps reasonably necessary to remove, any mechanics' or other liens against the Project Facility for labor or material furnished in connection with the acquisition, construction, equipping and completion of the Project Facility.

(c) The Company shall indemnify and hold the Agency, its members, officers, employees and agents and anyone for whose acts or omissions the Agency or any one of them may be liable, harmless from all claims and liabilities for loss or damage to property or any injury to or death of any person that may be occasioned subsequent to the date hereof by any cause whatsoever in relation to the Project, including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of the foregoing.

(d) The Company shall defend, indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on the non-disclosure of information, if any, requested by the Company in accordance with Section 4.05 hereof.

(e) The defense and indemnities provided for in this Article 3 shall survive expiration or termination of this Agreement and shall apply whether or not the claim, liability, cause of action or expense is caused or alleged to be caused, in whole or in part, by the activities, acts, fault or negligence of the Agency, its members, officers, employees and agents, anyone under the direction and control of any of them, or anyone for whose acts or omissions the Agency or any of them may be liable, and whether or not based upon the breach of a statutory duty or obligation or any theory or rule of comparative or apportioned liability, subject only to any specific prohibition relating to the scope of indemnities imposed by statutory law.

(f) The Company shall provide and carry: (i) worker's compensation and disability insurance as required by law; and (ii) comprehensive liability and property insurance with such coverages (including without limitation, owner's protective coverage for the benefit of the Agency, naming the Agency as an additional insured on all policies of coverage regarding the Project; providing the coverage with respect to the Agency be primary and non-contributory; and contractual coverage covering the indemnities herein provided for), with such limits and which such Company as may be approved by the Agency. The Company shall provide certificates and policies of insurance in form satisfactory to the Agency evidencing such insurance.

(g) The Company shall include the Agency as a named insured under all public liability insurance policies obtained by the Company with respect to the Project Facility.

(h) The Company shall apply and diligently pursue all approvals, permits and

consents from the State of New York, the City of Oswego, County of Oswego and any other governmental authority which approvals, permits and consents are required under applicable law for the development, construction of the Project and any related site improvements. The Company acknowledges and agrees that the Agency's findings and determinations under SEQRA do not and shall not in and of themselves (except as specifically set forth in SEQRA) satisfy or be deemed to satisfy applicable laws, regulations, rules and procedural requirements applicable to such approvals, permits and consents.

3.02. The Company agrees that, as agent for the Agency or otherwise, it will comply at the Company's sole cost and expense with all the requirements of all federal, state and local laws, rules and regulations of whatever kind and howsoever denominated applicable to the Agency and/or Company with respect to the Project Facility, the acquisition of a controlling interest therein, construction, installation, equipping and completion thereof, the operation and maintenance of the Project Facility, supplemental review of adverse environmental impacts in accordance with SEQRA and the financing of the Project. Every provision required by law to be inserted herein shall be deemed to be set forth herein as if set forth in full, including, but not limited to, Section 875 of the Act; and upon the request of any party, this Agreement shall be amended to specifically set forth any such provision or provisions.

3.03. The Company agrees that, as agent for the Agency, to the extent that such provisions of law are in fact applicable (without creating an obligation by contract beyond that which is created by statute), it will comply with all the requirements Section 220 of the Labor Law of the State of New York, as amended.

3.03(a) The Company agrees that, whenever practicable, the Company shall hire employees and Additional Agents from the Agency's Labor Market Area which is defined to include the following counties: Oswego, Jefferson, Onondaga, Madison, Oneida and Cayuga.

3.04. The Company will take such further action and adopt such further proceedings as may be required to implement the aforesaid undertakings or as they may deem appropriate in pursuance thereof.

3.05. If it should be determined that any State or local sales or compensatory use taxes are payable with respect to the acquisition, purchase or rental of machinery or equipment, materials or supplies in connection with the Project Facility, or are in any manner otherwise payable directly or indirectly in connection with the Project Facility, the Company shall pay the same and defend and indemnify the Agency from and against any liability, expenses and penalties arising out of, directly or indirectly, the imposition of any such taxes.

3.06. The Company shall proceed with the acquisition, construction, installation, equipping and completion of the Project Facility and advance such funds as may be necessary to accomplish such purposes. The Company may utilize, and is authorized to appoint, Additional Agents as agents of the Agency, in furtherance thereof. Any appointment of an Additional Agent is conditioned upon the Company first obtaining and providing the Agency the following:

- (1) A written, executed agreement, in form and substance acceptable to the

Agency, from each appointed Additional Agent which provides for: (i) the assumption by the Additional Agent, for itself, certain of the obligations under this Agreement relative to the appointment, work and purchases done and made by each appointed Additional Agent; (ii) an acknowledgement by the Additional Agent to hire from the Labor Market Area during the construction period of the Project Facility whenever practicable; (iii) an acknowledgement that the Additional Agent is obligated, to timely provide the Company with the necessary information to permit the Company, pursuant to General Municipal Law §874(8), to timely file an Annual Statement with the New York State Department of Taxation and Finance on “Annual Report of Sales and Use Tax Exemptions” (Form ST-340) regarding the value of sales and use tax exemptions the Additional Agent claimed pursuant to the agency conferred on it by the Company with respect to this Project; (iv) an acknowledgment by the Additional Agent that in order to be entitled to the exemption, the Additional Agent shall present to the supplier or other vendor of materials or equipment for the Project Facility a completed “IDA Agent or Project Operator Exempt Purchase Certificate” (Form ST-123); (v) an acknowledgment by the Additional Agent that that the failure to comply with the foregoing will result in the loss and recapture of the exemption; and (vi) such other terms and conditions as the Agency deems necessary; and

(2) A completed “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (Form ST-60) for each Additional Agent appointed within fifteen (15) days of the appointment of each Additional Agent such that the Agency can execute and deliver said form to the State Department of Taxation and Finance within thirty (30) days of appointment of each such Additional Agent.

Failure of the Company to comply with the foregoing shall nullify the appointment of any Additional Agent and may result in the loss and recapture of the Company’s exemption with respect to the Project at the sole discretion of the Agency.

The Company acknowledges that the assumption by the Additional Agent in accordance with Section 3.06(1) above, does not relieve the Company of their obligations under those provisions or any other provisions of this Agreement with respect to the Project.

3.07 The Company hereby ratify and confirm their obligation to pay an aggregate administrative fee to the Agency in the amount of .75% of the Project costs. Such amount is due and payable in full at closing.

3.08 The Company hereby ratify and confirm their obligation to pay an annual administrative reporting fee of \$500.00 to cover administrative and reporting requirements to comply with New York State reporting regulations on Agency assisted projects.

Article 4. General Provisions.

4.01. This Agreement shall take effect on the date of the execution hereof by the Agency and the Company and, subject to Section 4.04 hereof, shall remain in effect until the Lease Documents become effective. It is the intent of the Agency and the Company that, except as to those provisions that survive, this Agreement be superseded in its entirety by the Lease Documents.

4.02. (a) It is understood and agreed by the Agency and the Company that the grant of Financial Assistance and the execution of the Lease Documents and related documents are subject to: (i) payment by the Company of the Agency's fee and Agency's counsel fees; (ii) obtaining all necessary governmental approvals, permits and consents of any kind required in connection with the Project Facility; (iii) approval by the members of the Agency; (iv) approval by the Company; and (v) the condition that there are no changes in New York State Law, including regulations, which prohibit or limit the Agency from fulfilling its obligations hereunder; (b) the Company, by executing this agreement, acknowledges and agrees to make, or cause its Additional Agents, whether appointed as an agent of the Agency in accordance with Section 3.06 hereof or not, to make, all records and information regarding State and local sales and use tax exemption benefits given to the Project as part of the Financial Assistance available to the Agency upon request, including but not limited to the Form ST-340 for them and each Additional Agent; (c) the Company, by executing this Agreement, acknowledges and agrees to the terms and conditions of Section 875(3) of the Act as if such section were fully set forth herein and further agrees to cause all of its Additional Agents to acknowledge, agree and consent to same. Without limiting the scope of the foregoing the Company acknowledges that pursuant to Section 875(3) of the Act and in accordance with the Agency's Recapture Policy (which is published on the Agency's website or available at the Agency's office), the Agency shall recover, recapture, receive or otherwise obtain from the Company the portion of the Financial Assistance (the "**Recapture Amount**") consisting of: (1) (a) that portion of the State sales tax exemption to which the Company/Project was not entitled, which is in excess of the amount of the State sales tax exemption authorized by the Agency or which is for property or services not authorized by the Agency; or (b) the full amount of such State sales tax exemption, if the Company fail to comply with a material term or condition regarding the use of the property or services as represented to the Agency in its Application or otherwise; and (2) any interest or penalties thereon imposed by the Agency or by operation of law or by judicial order or otherwise; and (d) The failure of the Company to promptly pay such Recapture Amount to the Agency will be grounds for the Commissioner to collect sales and use taxes from the Company under Article 28 of the State Tax Law, together with interest and penalties. In accordance with the Agency's Recapture Policy, the Agency may recapture all other Financial Assistance in the event of any of the foregoing occur or there is a Job Deficit, an Investment Deficit or a Reporting Failure (each as defined in the Agency's Recapture Policy). In addition to the foregoing, the Company acknowledges and agrees that for purposes of exemption from New York State (the "**State**") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

4.03. The Company agrees that they will, within thirty (30) days of a written request for same, regardless of whether or not this matter closes or the Project Facility is completed: (i) reimburse the Agency for all reasonable and necessary expenses, including without limitation the fees and expenses of counsel to the Agency arising from, out of or in connection with the Project, and/or any documents executed in connection therewith, including, but not limited to any claims or actions taken by the Agency against the Company, Additional Agents or third parties; and (ii) indemnify the Agency from all losses, claims, damages and liabilities, in each case which the Agency may incur as a consequence of executing this Agreement or performing its obligations hereunder, including but not limited to, any obligations related to Additional Agents.

4.04. If for any reason the Lease Documents are not executed and delivered by the Company and the Agency on or before eighteen (18) months from the execution hereof, the provisions of this Agreement (other than the provisions of Articles 1.04, 2.02, 2.04, 3.01, 3.02, 3.03, 3.05, 3.06, 4.02, 4.03, 4.04, 4.05 and 4.06, which shall survive) shall unless extended by agreement of the Agency and the Company, terminate and be of no further force or effect, and following such termination neither party shall have any rights against the other party except:

(a) The Company shall pay the Agency for all expenses incurred by the Agency in connection with the acquisition, construction, installation, equipping and completion of the Project Facility;

(b) The Company shall assume and be responsible for any contracts for construction or purchase of equipment entered into by the Agency at the request of or as agent for the Company in connection with the Project Facility; and

(c) The Company will pay the out-of-pocket expenses of members of the Agency, counsel for the Agency and special Agency counsel incurred in connection with the Project and will pay the fees of counsel for the Agency and special Agency counsel for legal services relating to the Project Facility, Additional Agents or the proposed financing thereof.

4.05. The Company acknowledges that Section 875(7) of the New York General Municipal Law (“GML”) requires the Agency to post on its website all resolutions and agreements relating to the Company’s appointment as an agent of the Agency or otherwise related to the Project, including this Agreement; and Article 6 of the New York Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the Company feels that there are elements of the Project or information about the Company in the Agency’s possession which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the Company’s competitive position, the Company must identify such elements in writing, supply same to the Agency: (i) with respect to this Agreement, prior to or contemporaneously with the execution hereof; and (ii) with respect to all other agreements executed in connection with the Project, on or before the Closing Date, and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law. Failure to do so will result in the posting by the Agency of all information in accordance with Section 875 of the GML.

4.06 That every controversy, dispute or claim arising out of or relating to this Agreement shall be governed by the laws of the State of New York, without regard to its conflict-of-laws provisions that if applied might require the application of the laws of another jurisdiction; and that the Company irrevocably and expressly submits to the exclusive personal jurisdiction of the Supreme Court of the State of New York and the United States District Court for the Northern District of New York, to the exclusion of all other courts, for the purposes of litigating every controversy, dispute or claim arising out of or relating to this Agreement.

IN WITNESS WHEREOF, the parties hereto have entered in this Agreement as of March 20, 2019.

**COUNTY OF OSWEGO INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
L. Michael Treadwell
Chief Executive Officer

R.M. BURRITT MOTORS, INC.

By: _____
Name:
Title:

PILOT RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 20, 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, Jr., Morris Sorbello, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells and Tim Stahl

ALSO PRESENT: Kevin C. Caraccioli, Gavin Gretskey, Jim Keib, Kevin LaMontagne, L. Michael Treadwell, Dave Turner and Bob Wilmott

The following resolution was duly offered and seconded:

RESOLUTION APPROVING A PAYMENT IN LIEU OF TAX SCHEDULE AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

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, R.M. Burritt Motors, Inc., a Delaware business corporation, authorized to do business in the State of New York (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 (the “**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency undertake 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 and entering into a lease transaction for the purchase of equipment to be used in the Project Facility in an amount not to exceed \$300,000 (the “**Equipment Lease**”) (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 City of Oswego Planning Board (the “**Planning Board**”) classified the Project as a Type I action, conducted a coordinated environmental review of the Project, and issued a negative declaration for the Project on February 5, 2019; and

WHEREAS, the Agency’s involvement in the Project was not contemplated when the Planning Board performed the coordinated SEQRA review and issued the negative declaration for the Project; and

WHEREAS, the Agency, in recognition of the fact that, had the Agency’s involvement in the Project been contemplated it would have been an involved agency and consented to the Planning Board’s lead agency status, by resolution dated March 20, 2019, affirmed and adopted the negative declaration issued by the Planning Board for the Project, thereby concluding the Agency’s obligations under SEQRA (the “**SEQRA Resolution**”); and

WHEREAS, on March 20, 2019 the Agency adopted a Resolution (the “**Inducement Resolution**”) agreeing to undertake the Project and appointing the Company as its agent for purposes of completing the Project Facility; and

WHEREAS, the Agency and the Company entered into a certain payment in lieu of tax agreement dated as of June 1, 2012 (the “**2012 PILOT Agreement**”) in connection with a project consisting of (A)(i) the acquisition (or retention) of a leasehold interest (or sub-leasehold interest) in approximately 6 acres of real property located at 340 State Route 104, City of Oswego, State

of New York (the “**2012 Land**”); (ii) the renovation of the existing building and the construction of an approximately 10,00 square foot addition thereto for use as an auto sales and service facility (the “**2012 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 “**2012 Equipment**”) (the 2012 Land, the 2012 Facility and 2012 Equipment are hereinafter collectively referred to as the “**2012 Project Facility**”); and

WHEREAS, in the Application, the Company requested that the Agency consider a payment in lieu of tax (“**PILOT**”) schedule in accordance with the Agency’s Uniform Tax Exempt Policy (“**UTEP**”), more fully described on **Exhibit “A”** attached hereto; and

WHEREAS, the Agency and the Company desire to incorporate the 2012 Project Facility into the PILOT schedule; and

WHEREAS, the Agency has given due consideration to the Application and to the representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the City of Oswego, County of Oswego (the “**County**”); (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) the Project will serve the purposes of the Act by advancing job opportunities, the health, general prosperity and economic welfare of the people of the State of New York and the County of Oswego and improve their standard of living;

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

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. The Agency ratifies all prior Resolutions passed in connection with this proposed Project.

Section 3. Based upon the representations made by the Company to the Agency, and the reasons presented by the Company in support of its request for the PILOT schedule, as set forth in the Exhibit A attached hereto, the PILOT schedule hereby approved. The Chief Executive Officer of the Agency is hereby authorized to execute a PILOT Agreement reflecting the PILOT schedule in a form substantially similar to PILOT agreements used in similar transactions which is

acceptable to the Chief Executive Officer. The Agency hereby approves the incorporation of the 2012 Project Facility into the PILOT Agreement and the amendment and restatement or termination of the 2012 PILOT Agreement to accomplish the same.

Section 4. 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 herein 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.

Section 5. 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 6. 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 as well as all previously approved Resolutions.

Section 7. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Financial Assistance, including, but not limited to, a PILOT agreement.

Section 8. 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 | |
| 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 March 20, 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 March 20, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"

PILOT SCHEDULE

Non-Mfg. UTEP: 10 Years

Base Assessed Value: \$1,100,000

The UTEP Exemption Schedule on the increase in the annual assessed value of the Project Facility over the Base Assessed Value.

| <u>Year</u> | <u>Amount of Annual Exemption</u> |
|-------------|-----------------------------------|
| 1 | 60% |
| 2 | 60% |
| 3 | 50% |
| 4 | 50% |
| 5 | 40% |
| 6 | 40% |
| 7 | 30% |
| 8 | 30% |
| 9 | 20% |
| 10 | 10% |
| 11 | No Exemption |