

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
March 28, 2024
44 West Bridge St.
Oswego, NY

PRESENT: Nick Canale, Marc Greco, Tricia Peter-Clark. Len Schick, Tim Stahl, and Gary Toth

Absent/Excused: Barry Trimble

Also Present: Kevin Caraccioli (legal counsel) Nate Emmons, Kevin LaMontagne CFO, and Austin Wheelock CEO

Chair Canale convened the County of Oswego Industrial Development Agency board meeting at 8:35AM at the IDA office in Oswego, NY.

MINUTES

On a motion by Ms. Peter- Clark seconded by Mr. Schick, the minutes of the February 29, 2024 meeting were approved.

NOTICE OF MEETING

Meeting notices were posted at the Oswego County Legislative Office Building, the IDA Office Building and on the IDA website. A notice was published in The Palladium Times on March 14, 2024.

TREASURER'S REPORT

Mr. LaMontagne gave a review of the Financial Statements from the beginning of Fiscal Year through February 29, 2024. On a motion by Mr. Toth, seconded by Mr. Greco, the Financial Statements for the period ending February 29, 2024, were approved.

ALLEN CHASE ENTERPRISES, INC./CHASE REAL PROPERTY HOLDINGS, LLC

Mr. LaMontagne provided an overview of the company, Allen Chase Enterprises, Inc/Chase Real Property Holdings, a locally owned company that specializes in roadside maintenance, clearing of vegetation and other services. Following discussion, on a motion by Mr. Toth, seconded by Mr. Stahl, an Initial Resolution was approved. A copy of the Initial Resolution is attached.

RED RAY PROPERTIES, LLC/BIOSPHERIX, LTD.

Mr. LaMontagne discussed the sale of Red Ray Properties, LLC/BioSpherix to a European based company. Request is to consent to Lease Amendment and Name Change. On a motion by Mr. Stahl, seconded by Mr. Greco the Resolution Consenting to a Lease was approved. A copy of the Resolution is attached.

FILTRATION L.A.B, INC.

Mr. LaMontagne reported that Filtration L.A.B USA will be refinancing their financial obligation with Operation Oswego County, Inc. Request to consent to refinance based on the PILOT with the IDA. On a motion by Mr. Greco, seconded by Mr. Schick, the Resolution Consenting to Refinance was approved. A copy of the Resolution is attached.

NOVELIS/COIDA PFRAP RAIL GRANT

Mr. Wheelock reported on the Novelis/COIDA PFRAP Rail Grant. Grant was approved at \$2,787,000 on the \$3.5 million dollar project and will be working with Novelis on the next steps.

LMTOCIP EXPANSION/EDA PWEAA NCC GRANT APPLICATION

Mr. Wheelock discussed EDA PWEAA NCC Grant application for the LMTOCIP Expansion. Request is to increase the IDA's match from \$1 million to \$2.5 million. On a motion from Mr. Stahl, seconded by Mr. Toth, it was approved to authorize an increase in the local match.

NYSEDC ECONOMIC DEVELOPMENT CONFERENCE

Mr. Wheelock presented an opportunity for sponsorship of the NYSEDC Economic Development Conference. On a motion by Mr. Greco, seconded by Ms. Peter-Clark, the sponsorship was approved at the \$1,500 level.

OCCFC SUPPORT SERVICES AGREEMENT

Mr. Wheelock discussed the Support Services Agreement between the COIDA and OCCFC. On a motion by Mr. Toth, seconded by Mr. Schick, it was approved to renew the OCCFC Support Services Agreement for 2025-2026.

OOC OSWEGO COUNTY MAUFACTURING SUMMIT

Mr. Wheelock presented information on the upcoming OOC Oswego County Manufacturing Summit taking place on April 17, 2024 at the Clarion Hotel in Oswego.

EXECUTIVE SESSION

On a motion by Mr. Greco, seconded by Ms. Peter-Clark, it was approved to go into Executive Session to discuss the financial history of a particular corporation or individual, pending litigation and contractual matters at 9:28 a.m.

On behalf of Allen Chase Enterprises, Inc., Mr. Allen Chase provided a presentation to the Board in Executive Session.

On a motion by Mr. Schick, seconded by Mr. Greco, it was approved to exit the Executive Session at 11:12 a.m.

PILOT EDF REPORT

Mr. Wheelock provided the PILOT EDF Report as of February 29, 2024, in Executive Session.

DELINQUENT LOAN REPORT

Following a review of the February 29, 2024, Delinquent Loan Report by Mr. LaMontagne in Executive Session, on a motion by Mr. Stahl, seconded by Ms. Peter-Clark, the Delinquent Loan Report was approved.

BOARD RESIGNATIONS

Mr. Wheelock presented the Board Resignations of Mr. Toth, Mr. Schick and Mr. Trimble. Chair Canale spoke of the longevity of all three retiring board members with thanks for their many years of service. Mr. Schick and Mr. Toth spoke on their time on the IDA Board. On a motion by Mr. Canale, seconded by Ms. Peter-Clark, the Board Resignations of Mr. Toth, Mr. Schick and Mr. Trimble were accepted.

OTHER BUSINESS

Mr. Wheelock, Mr. Stahl and Mr. Emmons discussed an RFP for a Housing Study. On a motion by Mr. Schick, seconded by Ms. Peter-Clark the RFP for a Housing Study was approved.

NEXT MEETING

The next County of Oswego Industrial Development Agency board meeting is scheduled for Tuesday, April 30, 2024, at 1:00 p.m.

ADJOURNMENT

On a motion by Mr. Toth, seconded by Mr. Schick, the meeting was adjourned at 11:24 a.m.

Respectfully Submitted,

Tim Stahl, Secretary

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) was convened in public session on March 28, 2024, at 8:30 a.m., at 44 West Bridge Street, Oswego, New York.

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

PRESENT: Nick Canale, Jr., Tricia Peter-Clark, Marc Greco, H. Leonard Schick, Tim Stahl, and Gary T. Toth

ABSENT: Barry Trimble

ALSO PRESENT: Kevin C. Caraccioli, Nathan Emmons, Kevin LaMontagne, and Austin Wheelock

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION, RENOVATION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF THE COMPANY CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND AUTHORIZING A PUBLIC HEARING

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

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to grant “financial assistance” (as defined in the Act) in connection with the acquisition, reconstruction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Chase Real Property Holdings, LLC, a New York limited liability company (the “*Real Estate Holding Company*”) and Allen Chase Enterprises, Inc. a New York corporation

(the “**Operating Company**”, and together with the Real Estate Holding Company, the “**Companies**”), 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 March 25, 2024 (the “**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 in approximately 2.78 acres of improved real property located at 24 County Route 1A, Town of Scriba, New York, Oswego County (the “**Land**”); (ii) construction of an approximately 2,305 square foot addition to an existing building located on the Land and the renovation of the existing building, including interior and exterior rehabilitation for use in expanding the Company’s commercial herbicide and landscaping business (the “**Facility**”); (iii) the acquisition of and installation in, on and around the Facility, and/or for use in connection with the Facility, of various machinery, parts, equipment and furnishings, including but not limited to trucks and component parts and accessories therefore and other heavy equipment all used in or in connection with the Facility (collectively the “**Equipment**” and together with the Land and Facility, collectively the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemption from State and local sales and use tax (the “**Financial Assistance**”); (C) the appointment of the Companies and/or their designees as agents of the Agency in connection with the construction, renovation and equipping of the Project Facility; and (D) the lease (or sub-lease) of the Land and the Facility by the Companies to the Agency pursuant to a lease agreement, the acquisition by the Agency of an interest in the pursuant to one or more bills of sale from the Companies; the sublease of the Project Facility back to the Companies; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as defined by SEQRA) to be taken by the Agency and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

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

WHEREAS, the grant of Financial Assistance to the Project is subject to the Agency finding, after a public hearing pursuant to Section 859-a of the Act, that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State;

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

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

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

(b) The Financial Assistance contemplated with respect to the Project consists of an exemption from State sales and use tax.

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

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

Section 4. The Chief Executive Officer and/or the Chairman of the Board of the Agency is hereby authorized and directed to (A) (i) distribute copies of this Resolution to the Companies and (ii) deliver or cause to be delivered a copy of this Resolution by certified mail, return receipt requested or an electronic correspondence with a read-receipt, to the chief executive officer of each affected local taxing jurisdiction (including the district clerk and district superintendent of each affected school district), such delivery to comply with the requirements of Section 859-a of the Act; and (B) to perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. This Resolution shall take effect immediately.

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

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tricia Peter-Clark	X				
Marc Greco	X				
Tim Stahl	X				
H. Leonard Schick	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 28, 2024, 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 Article 7 of the Public Officers Law (the “*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 Open Meetings Law, (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 28, 2024.

Austin Wheelock
Chief Executive Officer

(SEAL)

RESOLUTION CONSENTING TO A LEASE

A regular meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) was convened in public session on March 28, 2024, at 8:30 a.m. local time, 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., Tricia Peter-Clark, Marc Greco, H. Leonard Schick, Tim Stahl, and Gary T. Toth

ABSENT: Barry Trimble

ALSO PRESENT: Kevin C. Caraccioli, Nathan Emmons, Kevin LaMontagne, and Austin Wheelock

The following resolution was duly offered and seconded:

RESOLUTION CONSENTING TO A LEASE BY RED RAY PROPERTIES, LLC TO BIOSPHERIX, LLC.

WHEREAS, 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, by resolution adopted by the Agency on June 18, 2013, the Agency agreed to undertake a project (the “Project”) on behalf of Red Ray Properties, LLC, a New York limited

liability company (the “*Company*”) consisting of the following: (A) (i) the acquisition of a leasehold interest in approximately 6.86 acres of improved real property located at 25 Union Street, in the Village of Parish, New York, Oswego County (the “*Land*”); (ii) the renovation of the existing approximately 39,790 square foot building and adjacent shed all located on the Land, for use as a manufacturing facility of laboratory equipment (the “*Facility*”); and (iii) the acquisition of and installation in the Facility of various machinery, equipment and furnishings (the “*Equipment*”) (the Land, Facility and Equipment are hereinafter collectively referred to as the “*Project Facility*”); (B) granting certain financial assistance in the form of exemptions from real property tax, mortgage recording tax and State and local sales and use taxation (collectively the “*Financial Assistance*”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, construction, renovation and equipping of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement; the acquisition 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, in connection with the Project, (A) the Agency (1) acquired a controlling interest in the Project pursuant to a certain company lease agreement (the “*Company lease*”) by and between the Company and the Agency dated as of November 1, 2013 pursuant to which the Company leased to the Agency the Land and all improvements then or thereafter located on the Land and a memorandum of which was recorded in the Oswego County Clerk’s office (the “*Clerk’s Office*”) on November 26, 2013 as instrument number 2013-012987; (2) received a bill of sale dated as of November 1, 2013 (the “*Bill of Sale*”) from the Company, which conveyed to the Agency all right, title and interest of the Company in the Equipment; (3) entered into a certain agency lease agreement (the “*Agency Lease Agreement*”) by and between the Company and the Agency dated as of November 1, 2013, pursuant to which the Company agreed to undertake the Project as agent of the Agency and the Company further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project a memorandum of which was recorded in the Clerk’s Office on November 26, 2013 as instrument number 2013-012988; and (4) entered into a certain payment in lieu of tax agreement (the “*PILOT Agreement*”) by and between the Company and the Agency, dated as of November 1, 2013; and (B) the Agency and the Company executed various certificates relating to the Project (collectively, with the Company lease, the Bill of Sale, the Agency Lease Agreement and the PILOT Agreement, the “*Closing Documents*”); and

WHEREAS, the Agency filed a New York State Department of Taxation and Finance form entitled “*IDA Appointment of Project Operator or Agency for Sales Tax Purposes*” (the form required to be filed pursuant to Section 874(9) of the Act) (the “*Thirty-Day Sales Tax Report*”) and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales and use tax exemption benefits for the Project (the “*Additional Thirty-Day Project Report*”); and

WHEREAS, the Company has notified the Agency that it will lease the Project Facility to Biospherix, LLC (the “*Tenant*”) (the “*Lease Transaction*”) pursuant to a certain lease agreement (the “*Biospherix Lease*”); and

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

WHEREAS, the Agency is willing to consent to the Lease Transaction; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “*SEQR Act*”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “*SEQRA*”), the Agency must determine the potential environmental significance of consenting to the Lease Transaction;

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines:

(A) Pursuant to Section 617.5(c)(23) of the Regulations, consenting to the Lease Transaction is a “Type II action” (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to consenting to the Lease Transaction.

Section 2. The Agency hereby finds and determines that by virtue of the Act, that:

(a) The Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

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(b) It is desirable and in the public interest for the Agency to consent to the Lease Transaction subject to Section 4 hereof.

Section 3. The Agency hereby consents to the Lease Transaction.

Section 4. Notwithstanding any provisions to the contrary herein, the Company hereby remains obligated to perform all of the covenants and obligations under the Closing Documents, including, but not limited to all past, present and future rights to defend and indemnify owed to the Agency under the Agency Lease Agreement, as well as expenses and other amounts owed to the Agency under the Closing Documents. The obligations of the Company under this provision extend to the Closing Documents as each of said documents exists today, as well as any future amendments thereto consented to in writing by the Company.

Section 5. The Chair, Vice Chair or Chief Executive Officer are 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 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 this Resolution.

Section 6. 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 7. 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 8. 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 9. This Resolution shall take effect immediately upon adoption.

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				
Tricia Peter-Clark	X				
Marc Greco	X				
Tim Stahl	X				
H. Leonard Schick	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 28, 2024, 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 Article 7 of the Public Officers Law (the “*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 Open Meetings Law, (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 28, 2024.

Austin Wheelock
Chief Executive Officer

(SEAL)

RESOLUTION CONSENTING TO A REFINANCE

A regular meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) was convened in public session on March 28, 2024, at 8:30 a.m. local time, 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., Tricia Peter-Clark, Marc Greco, H. Leonard Schick, Tim Stahl, and Gary T. Toth

ABSENT: Barry Trimble

ALSO PRESENT: Kevin C. Caraccioli, Nathan Emmons, Kevin LaMontagne, and Austin Wheelock

The following resolution was duly offered and seconded:

RESOLUTION CONSENTING TO THE REFINANCING IN CONNECTION WITH A CERTAIN PROJECT FOR NORTHLAND FILTER INTERNATIONAL, LLC AND FILTRATION L.A.B. USA INC. AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

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

WHEREAS, by resolution duly adopted by the board of the Agency on May 15, 2019, the Agency agreed to undertake a project on behalf of Northland Filter International, LLC, a New York limited liability company (the “*Real Estate Holding Company*”) and Filtration L.A.B. USA,

Inc. a New York corporation (the “**Operating Company**”, and together with the Real Estate Holding Company, collectively the “**Company**”), consisting of (the “**Project**”): (A)(i) the acquisition or continuation of a leasehold interest (or sub-leasehold interest) in approximately six acres of real property located at 249A Mitchell Street in the City of Oswego, State of New York (Tax ID #110.68-01-01) (the “**Land**”); (ii) the renovation and reconstruction of a portion of an approximately 32,500 square foot existing building (the “**Existing Building**”) located on the Land; (iii) the renovation, reconstruction and expansion of the Existing Building (the “**Renovated Facility**”); (iii) the construction of an approximately 15,000 to 30,000 square foot building (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**”), such Project Facility to be used in the manufacture of air filtration products; (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, in order to consummate the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “**Agency Documents**”): (A) a company lease agreement (and a memorandum thereof) dated as of August 1, 2019 (the “**Company Lease**”) by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company; (B) an agency lease agreement (and a memorandum thereof) dated as of August 1, 2019 (the “**Agency Lease**”) by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete the Project as agent of the Agency and the Company further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment in lieu of tax agreement dated as of August 1, 2019 (the “**PILOT Agreement**”) by and between the Agency and the Company pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility; (D) entered into a project agreement (the “**Project Agreement**”) by and between the Agency and the Company dated as of August 1, 2019 that complies with the requirements of Section 859-a(6) of the Act; and (E) various certificates relating to the Project; and

WHEREAS, in conjunction with the undertaking of the Project, the Company and the Agency entered into a mortgage securing certain financing in favor of Operation Oswego County (the “**Lender**”) in the amount of \$750,000 (the “**Original Loan**”); and

WHEREAS, in connection with the Project, the Agency joined in the execution of a Note and Mortgage dated August 22, 2019 (the “**Original Mortgage**”) from the Agency and Company to the Lender to secure the Original Loan, which Original Mortgage granted to the Lender a mortgage on and security interest in the Project Facility; and

WHEREAS, the Company informed the Agency that it intends to extend the terms of the Original Loan for an additional four-year period and will be refinancing the Original Loan (the “*Refinancing*”); and

WHEREAS, the Refinancing shall be evidenced by: (A) Mortgage Modification Agreement from the Company and the Agency to the Lender; and (B) such other documents as may be requested by the Lender in connection with the Refinancing (collectively, the “*2024 Lender Documents*”); and;

WHEREAS, in connection with the Refinancing, the Company has requested that the Agency consent to the execution and delivery by the Company of the 2024 Lender Documents and join with in the Company the execution of the 2024 Lender Documents; and

WHEREAS, the Agency will **NOT** grant Financial Assistance in the form of a mortgage recording tax exemption with respect to the recording of the 2024 Lender Documents in the Oswego County Clerk’s office; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “*SEQR Act*”) and the regulations (the “*Regulations*”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “*SEQRA*”), the Agency must determine the potential environmental significance of granting its consent to the Company for the execution and delivery of the 2024 Lender Documents and joining in the execution of the 2024 Lender Documents (the “*Transaction*”);

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(23) of the Regulations, the Transaction is a “Type II action” (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Transaction.

Section 2. The Agency hereby consents to the execution and delivery by the Company of the 2024 Lender Documents and approves the execution and delivery by the Agency of the 2024 Lender Documents. The Chief Executive Officer and/or the (Vice) Chairperson of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the 2024 Lender Documents, upon advice of counsel, in both form and substance and as the Chief Executive Officer or the (Vice) Chairperson shall approve. The execution thereof by the Chief Executive Officer or the (Vice) Chairperson of the Board of the Agency shall constitute conclusive evidence of such approval. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the Transaction are hereby approved, ratified and confirmed.

Section 3. The Chief Executive Officer, Chair or (Vice) Chair of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the 2024 Lender Documents and such documents, consents and certificates as may be reasonably required by the Lender in connection with the Transaction.

Section 4. 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 5. 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 6. 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:

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				
Tricia Peter-Clark	X				
Marc Greco	X				
Tim Stahl	X				
H. Leonard Schick	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 28, 2024, 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 Article 7 of the Public Officers Law (the “*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 Open Meetings Law, (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 28, 2024.

Austin Wheelock
Chief Executive Officer

(SEAL)