

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
September 27, 2023
44 West Bridge St.
Oswego, NY

PRESENT: Canale, Greco, Peter-Clark, Schick, Stahl, and Toth

Absent/Excused: Trimble

Also Present: Kevin LaMontagne CFO, Austin Wheelock CEO, Kevin Caraccioli (COIDA legal counsel), Nathan Emmons (OOC Staff)

Chair Toth convened the meeting at 8:34AM at the IDA office in Oswego, NY.

MINUTES

On a motion by Ms. Peter-Clark, seconded by Mr. Greco, the minutes of the August 30, 2023 IDA Board meeting were approved.

On a motion by Mr. Schick, seconded by Mr. Greco, the minutes of the September 18, 2023 IDA Audit Committee meeting 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 September 8, 2023.

TREASURER'S REPORT

Mr. LaMontagne gave a review of the Financial Statements from the beginning of the Fiscal Year through Aug 31, 2023. On a motion by Mr. Canale, seconded by Ms. Peter-Clark, the Financial Statements for the period ended August 31, 2023 were approved.

INTRODUCTION OF NEW OOC ECONOMIC DEVELOPMENT COORDINATOR

Mr. Wheelock introduced Nathan Emmons, recently hired by Operation Oswego County for the position of Economic Development Coordinator. Mr. Wheelock stated that Mr. Emmons will be working on IDA property development and property management initiatives as well as business attraction and business retention efforts. Mr. Emmons received a welcome from Mr. Canale and the rest of the Board.

DALDROP SBB, LLC

Mr. Wheelock, provided an overview of the company, Daldrop SBB, LLC, and their proposed cleanroom manufacturing operation relocation and expansion project. The company is currently located in two leased spaces in Onondaga County and proposing to consolidate their operations to a new construction 32,000 sf manufacturing facility they will own on a 17 acre site at the Oswego County Industrial Park in the Town of Schroepfel. Following a discussion, on a motion by Mr. Greco, seconded by Mr. Schick, a Resolution determining that the acquisition, construction and equipping of a certain facility at the request of the company constitutes a project, describing the financial assistance requested in connection therewith, and authorizing a Public Hearing was approved. The Initial Resolution is attached.

CONFLICT OF INTEREST POLICY

Mr. Caraccioli reviewed the Conflict of Interest Policy and following discussion, on a motion by Mr. Schick, seconded by Ms. Peter-Clark, the Policy was approved as amended and the Annual Affirmation statement was signed. The amended Conflict of Interest Policy and Annual Affirmation Statement are attached.

NYSDOT PFRAP GRANT

Mr. Wheelock provided an overview on a request from Novelis for the IDA to apply on their behalf for a New York State Department of Transportation Passenger and Freight Rail Assistance Program (NYSDOT PFRAP) grant. The IDA as an eligible applicant, would act as an intermediary for the funds and would be required to administer the grant and comply with NYSDOT reporting requirements if successful. If authorized, the IDA would work in partnership with Novelis and their grant writing consultants to complete the application before the October 6th due date. The \$2.8M grant and \$3.5M total project cost would allow Novelis to make on-site rail enhancements and acquire more environmentally friendly and energy efficient railcar movers. If the grant application is funded and the project is completed it would allow Novelis to ship aluminum domestically from plant to plant, reducing transportation costs and reducing their environmental impact. On a motion by Ms. Peter-Clark, seconded by Mr. Greco, a resolution authorizing the IDA to submit an application for grant proceeds in connection with a project for Novelis Corporation was approved. The resolution is attached.

OMNI RICHLAND NORTH SOLAR, LLC

Mr. LaMontagne provided an overview on a request from OYA Solar to transfer 100% of the membership interest in Omni Richland North Solar, LLC to AETS Development Holdings, LLC. Following discussion, on a motion from Mr. Stahl, seconded by Mr. Canale, a resolution approving the sale of the membership interests in the company in connection with financial assistance provided for a project was approved. The approving resolution is attached.

OMNI RICHLAND SOUTH SOLAR, LLC

Mr. LaMontagne provided an overview on a request from OYA Solar to transfer 100% of the membership interest in Omni Richland South Solar, LLC to AETS Development Holdings, LLC. Following discussion, on a motion from Mr. Canale, seconded by Ms. Peter-Clark, a resolution approving the sale of the membership interests in the company in connection with financial assistance provided for a project was approved. The approving resolution is attached.

EXECUTIVE SESSION

On a motion by Mr. Greco seconded by Mr. Canale, 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 9:10 a.m.

On a motion by Ms. Peter-Clark seconded by Mr. Greco, it was approved to exit the Executive Session at 9:56 a.m.

PILOT EDF REPORT

Mr. LaMontagne provided the PILOT EDF Report as of August 31, 2023 in Executive Session.

DELINQUENT PILOT

Following a discussion of the Delinquent PILOT by Mr. LaMontagne and Mr. Wheelock in Executive Session, on a motion by Mr. Stahl, seconded by Mr. Schick, it was approved to have Mr. Caraccioli proceed with legal action to collect against Lake Ontario Property Associates.

DELINQUENT LOAN REPORT

Following a review of the August 31, 2023 Delinquent PILOT Report by Mr. LaMontagne in Executive Session, on a motion by Mr. Schick, seconded by Mr. Canale, the Delinquent PILOT Report was approved.

MAPLE HOLLOW FARM, LLC

Following a review of a financing subordination request by Mr. LaMontagne for Maple Hollow Farm, LLC in Executive Session, on a motion by Mr. Greco, seconded by Mr. Canale it was approved to consent to the subordination request.

NEXT MEETING

The next County of Oswego Industrial Development Agency board meeting was scheduled for Wednesday, October 25th at 9:00 a.m. The meeting will be preceded by an IDA Audit Committee at 8:30 a.m. the same day.

ADJOURNMENT

On a motion by Mr. Greco, seconded by Ms. Peter-Clark, the meeting was adjourned at 10:00 a.m.

Respectfully Submitted,

Timothy Stahl, Secretary

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on September 27, 2023, 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., Marc Greco, Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, and Gary T. Toth

ABSENT: Barry Trimble

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

The following resolution was duly offered and seconded:

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

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

WHEREAS, Daldrop SBB LLC, a Delaware limited liability company, or an entity formed or to be formed by it or on its behalf (the “**Company**”), submitted an application to the Agency on or about September 19, 2023 (“**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 approximately 17 acres of real property located at [150] County Route 59A (Tax ID No. #303.00-02-03.15) in the Town of Schroepfel, County of Oswego, State of New York (the “**Land**”); (ii) the construction of an approximately 32,000 square foot building for the manufacturing, distribution, engineering, sales, research and development of cleanroom systems, together with related site improvements (all of the foregoing, 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 fixtures, machinery, equipment and other tangible personal property (collectively, the “**Equipment**”) (the Land, the Facility and the Equipment being collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “**Financial Assistance**”); (C) the appointment of the Company and/or its designee as an agent of the Agency in connection with the acquisition, construction, and equipping of the Project Facility; 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

WHEREAS, the Company has requested that the Agency enter into a payment in lieu of tax agreement (the “**Proposed PILOT Agreement**”) with respect to the Project Facility; 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 Company to the Agency, the Agency hereby makes the following findings and determinations:

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

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

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. If the terms of the Proposed PILOT Agreement deviate from the standard terms of a payment in lieu of tax agreement under the Agency’s Uniform Tax Exemption Policy, the Agency hereby further authorizes the Chief Executive Officer and/or the Chairman of the Board of the Agency to (A) establish a time, date and place for a meeting of the Agency to consider the approval by the members of the Agency of the Proposed PILOT Agreement; and (B) cause notice of said meeting to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 874 of the Act.

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 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 Company 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 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:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Marc Greco	X				
Tricia Peter-Clark	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 September 27, 2023, 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 September 27, 2023.

Austin Wheelock
Chief Executive Officer

(SEAL)

RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on September 27, 2023, 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., Marc Greco, Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, and Gary T. Toth

ABSENT: Barry Trimble

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

The following resolution was duly offered and seconded:

RESOLUTION AUTHORIZING APPLICATION FOR GRANT PROCEEDS IN CONNECTION WITH A PROJECT FOR NOVELIS CORPORATION

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, the State has long been recognized as the national leader in investing in the State’s transportation infrastructure and is providing approximately \$121.6 million in capital funding to maintain and modernize freight rail and port infrastructure across the state through the Passenger and Freight Rail Assistance Program (the “*PFRAP*”); and

WHEREAS, pursuant to Article 2 of the Transportation Law of the State the Commissioner of Transportation is authorized to enter into contracts with, among others, private corporations,

other State agencies, public authorities, political subdivisions of the State, and other States (each an “*Eligible Applicant*”) for the purpose of maintaining and improving rail transportation services and thus, the State Department of Transportation (the “*NYS DOT*”) is soliciting candidate projects to provide funding opportunities through PFRAP for investments in the State’s rail and port infrastructure; and

WHEREAS, eligible candidate projects (each an “*Eligible Project*”) are either (1) any capital improvement to freight, intercity passenger or tourist rail assets with a minimum service life of ten (10) years or greater or (2) any capital improvement for public port facilities outside the jurisdiction of the Port Authority of New York and New Jersey with a minimum life service of ten (10) years or greater; and

WHEREAS, Novelis Corporation, or a company formed or to be formed on its behalf (the “*Applicant*”) has submitted an application to the Agency (the “*Application*”) requesting the Agency apply to receive grant funds under the PFRAP for the purpose of modernizing the Applicant’s industrial trackage by (1) realigning the curvature of existing track and turnouts to accommodate longer railcars, (2) reactivating a section of dormant track, allowing workers to efficiently move railcars throughout the facility, and (3) retiring two high-emissions railcar movers and replacing them with newer, low-emissions and more efficient models (collectively the “*Project*”); and

WHEREAS, the total Project cost will not exceed \$3,500,000 (the “*Total Project Cost*”), the Agency desires to apply for grant funds on behalf of the Applicant in an amount not to exceed \$2,800,000 (the “*Grant*”) and the Applicant shall match up to twenty percent (20%) of the Total Project Cost; and

WHEREAS, due to the fact that the Project will allow the Applicant to increase its manufacturing capacity and throughput in Oswego County (the “*County*”), reduce its reliance on trucks, improve traffic safety on regional roads, reduce harmful emissions, support jobs, and help the Applicant meet increasing aluminum demand for domestic auto production and other large-scale manufacturing, the Agency, on behalf of the Applicant, desires to apply for the Grant; and

WHEREAS, the Agency desires to enter into an agreement (the “*Grant Agreement*”) by and between the Agency and the Applicant pursuant to which the Agency and the Applicant shall agree to the terms of the application for the Grant by the Agency on behalf of the Applicant and memorialize the ongoing administration of the Grant from the Agency to the Applicant.

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

Section 1. The Agency, based upon representations made by the Applicant to the Agency, hereby finds and determines that:

- (A) Receipt of the Grant will allow the Applicant to increase its manufacturing capacity and throughput in the County, reduce its reliance on trucks, improve traffic safety on regional roads, reduce harmful emissions, support jobs, and help the Applicant

meet increasing aluminum demand for domestic auto production and other large-scale manufacturing;

- (B) The Agency is an Eligible Applicant and the Project is an Eligible Project;
- (C) The Total Project Cost shall not exceed \$3,500,000, the Grant applied for shall be for an amount not to exceed \$2,800,000 and the Applicant shall match up to twenty percent (20%) of the Total Project Cost;
- (D) The Applicant has not submitted or caused to be submitted more than four (4) applications for PFRAP grant fund awards; and
- (E) Affiliates of the Applicant have not submitted or caused to be submitted more than eight (8) applications for PFRAP grant fund awards.

Section 2. In consequence of the foregoing, the Agency hereby authorizes the Chief Executive Officer to submit an application for the Grant to the NYSDOT. Notwithstanding the foregoing, the execution and delivery of the Grant Agreement shall be a condition precedent to the disbursement by the Agency of any Grant funds to the Applicant.

Section 3. (A) The Grant Agreement shall be in form and substance satisfactory to the Chief Executive Officer and Agency Counsel. The Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver, on behalf of the Agency, the Grant Agreement and any such documents as may be necessary to evidence the terms of this resolution (collectively, the "*Agency Documents*"), and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same.

(B) The Chief Executive Officer of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 5. The Agency Documents shall be deemed the obligation of the Agency, and not of any member, officer, agent or employee of the Agency in his/her individual capacity, and the members, officers, agents and employees of the Agency shall not be personally liable thereon or be subject to any personal liability or accountability based upon or in respect hereof or of any transaction contemplated hereby. The Agency Documents shall not constitute or give rise to an obligation of the State or the County and neither the State nor the County shall be liable thereon,

and further, such documents shall not constitute or give rise to a general obligation of the Agency, but rather shall constitute limited obligations of the Agency.

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:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Marc Greco	X				
Tricia Peter-Clark	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 September 27, 2023, 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 September 27, 2023.

Austin Wheelock
Chief Executive Officer

(SEAL)

RESOLUTION APPROVING THE SALE OF THE MEMBERSHIP INTERESTS IN THE COMPANY IN CONNECTION WITH FINANCIAL ASSISTANCE PROVIDED FOR A PROJECT

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on September 27, 2023, 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., Marc Greco, Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, and Gary T. Toth

ABSENT: Barry Trimble

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

RESOLUTION APPROVING THE SALE OF THE MEMBERSHIP INTERESTS IN THE COMPANY IN CONNECTION WITH FINANCIAL ASSISTANCE PROVIDED FOR A PROJECT

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

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

WHEREAS, pursuant to a final approving resolution duly adopted on October 27, 2020 (the “*Approving Resolution*”), the Agency approved undertaking a project (the “*Project*”) on behalf of 1388 County Route 41, LLC, a New York limited liability company (the “*Original*”

Company”), consisting of the following: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in all or a portion of an approximately 182.48 acre parcel of real property located at 1313-1388 County Route 41 (tax map no. 085.00-01-07) in the Town of Richland, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 26 acre solar power electric generating photo-voltaic system, including, but not limited, to single-axis tracking solar panel modules, racking systems, transformers, switchboards, equipment pads for transformers, string wiring, electric poles and other electrical and mechanical components, energy storage system and a gravel access road (the “**Facility**”) (known as Richland Solar Farm - North); 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 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 real property taxes and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Original Company (and/or the owner of the Land) 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 Original Company; and the sublease of the Project Facility back to the Original Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, at the time the Agency adopted the Approving Resolution, the Original Company’s sole member was Omni Navitas Holdings, LLC (the “**Original Membership Owner**”); and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on April 22, 2021 (the “**Assignment of Project Ownership Resolution**”), the Agency approved the transfer, conveyance and assignment of the Original Company’s development rights, title and interest in to or in any way relating to the Project to Omni Richland North Solar, LLC (the “**Company**”) pursuant to an Assignment of Project Rights, dated March 11, 2021; and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on April 13, 2022 (the “**Membership Resolution**”), the Agency ratified the Approving Resolution after the sale of membership interest in the Company to OYA Omni Development Company, LLC (the “**OYA-Omni Membership Owner**”); and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on June 23, 2022 (the “**Second Membership Resolution**”), the Agency approved the sale of the membership interest in the Company to OYA Renewables Construction Holdings 2 LLC (the “**OYA Solar**”); and

WHEREAS, in connection with the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “**Project Documents**”): (A) a company lease agreement, dated as of February 1, 2023 (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) a memorandum of company lease agreement dated as of February 1, 2023 (the “**Memorandum of Company Lease**”), (C) an agency lease agreement dated as of February 1, 2023 (the “**Lease Agreement**”) 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, (D) a memorandum of agency lease agreement dated as of February 1, 2023 (the "**Memorandum of Lease Agreement**"), (E) a Project Agreement dated as of February 1, 2023 (the "**Project Agreement**"), which sets forth the terms and conditions under which Financial Assistance shall be provided to the Company, and (F) a payment in lieu of tax agreement dated as of February 1, 2023 by and between the Agency and the Company (the "**PILOT Agreement**") whereby the Company agreed to make certain payments in lieu of real property taxes; and

WHEREAS, on or about September 21, 2023, the Agency received notice from the Company that, OYA Solar intends to transfer 100% of the membership interest in the Company to AETS Development Holdings, LLC (the "**New Membership Owner**"), and OYA Solar intends to sell and the New Membership Owner intends to purchase 100% of the membership interests in the Company pursuant to an Assignment and Assumption Agreement; and

WHEREAS, the Company and the New Membership Owner satisfactorily responded to the Agency's questions regarding the New Membership Owner and the impact of the change in ownership on the Project, the Project Facility and the Financial Assistance previously granted by the Agency to the Company with respect to the Project; and

WHEREAS, pursuant to Section 9.2 of the Lease Agreement the Company has requested that the Agency consent to the change in the ownership of the membership interest in the Company which the Agency may withhold in its sole and absolute discretion; 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 Project had been subject to an environmental review pursuant to the requirements of the State Environmental Quality Review Act and the regulations thereunder, resulting in the issuance of a Negative Declaration by the Town of Richland Planning Board on September 21, 2020 and reaffirmed by the Agency by resolution dated October 27, 2020; and

WHEREAS, pursuant to SEQRA, the Agency must determine the potential environmental significance of its consent to the change in ownership of the membership interest in the Company (collectively, the "**Transaction**");

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 Company to the Agency, the Agency makes the following findings and determinations:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The Transaction does not constitute a significant change from the original Project that was reviewed under the SEQRA Resolution and therefore no further or additional review under SEQRA is required; and

(C) The Transaction is not a material change and does not require a change in the Financial Assistance previously provided by the Agency to the Company.

Section 2. The Agency hereby consents to the Transaction and reaffirms the approval of the grant of the Financial Assistance to the Company.

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 are each hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. This Resolution shall take effect immediately 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				
Marc Greco	X				
Tricia Peter-Clark	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 September 27, 2023, 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 September 27, 2023.

Austin Wheelock
Chief Executive Officer

(SEAL)

RESOLUTION APPROVING THE SALE OF THE MEMBERSHIP INTERESTS IN THE COMPANY IN CONNECTION WITH FINANCIAL ASSISTANCE PROVIDED FOR A PROJECT

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on September 27, 2023 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., Marc Greco, Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, and Gary T. Toth

ABSENT: Barry Trimble

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

RESOLUTION APPROVING THE SALE OF THE MEMBERSHIP INTERESTS IN THE COMPANY IN CONNECTION WITH FINANCIAL ASSISTANCE PROVIDED FOR A PROJECT

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

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

WHEREAS, pursuant to a final approving resolution duly adopted on October 27, 2020 (the “Approving Resolution”), the Agency approved undertaking a project (the “Project”) on behalf of 1313 County Route 41, LLC, a New York limited liability company (the “*Original*”

Company”), consisting of the following: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in all or a portion of an approximately 182.48 acre parcel of real property located at 1313-1388 County Route 41 (tax map no. 085.00-01-07) in the Town of Richland, County of Oswego, State of New York (the “*Land*”); (ii) the construction on the Land of an approximately 26 acre solar power electric generating photo-voltaic system, including, but not limited, to single-axis tracking solar panel modules, racking systems, transformers, switchboards, equipment pads for transformers, string wiring, electric poles and other electrical and mechanical components, energy storage system and a gravel access road (the “*Facility*”) (known as Richland Solar Farm – South); 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 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 real property taxes and State and local sales and use tax (collectively, the “*Financial Assistance*”); and (C) the lease (or sub-lease) of the Land and the Facility by the Original Company (and/or the owner of the Land) 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 Original Company; and the sublease of the Project Facility back to the Original Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, at the time the Agency adopted the Approving Resolution, the Original Company’s sole member was Omni Navitas Holdings, LLC (the “*Original Membership Owner*”); and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on April 22, 2021 (the “*Assignment of Project Ownership Resolution*”), the Agency approved the transfer, conveyance and assignment of the Original Company’s development rights, title and interest in to or in any way relating to the Project to Omni Richland South Solar, LLC (the “*Company*”) pursuant to an Assignment of Project Rights, dated March 11, 2021; and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on April 13, 2022 (the “*Membership Resolution*”), the Agency ratified the Approving Resolutions after the sale of the membership interest in the Company to OYA Omni Development Company, LLC (the “*OYA-Omni Membership Owner*”); and

WHEREAS, pursuant to a resolution duly adopted by the members of the Agency on June 23, 2022 (the “*Second Membership Resolution*”), the Agency adopted a resolution approving the sale of the membership interest in the Company from the OYA-Omni Membership Owner to OYA Renewables Construction Holdings 2 LLC (the “*OYA Solar*”); and

WHEREAS, in connection with the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “*Project Documents*”): (A) a company lease agreement, dated as of February 1, 2023 (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) a memorandum of company lease agreement dated as of February 1, 2023 (the “*Memorandum of Company Lease*”), (C) an agency lease agreement dated as of February 1, 2023 (the “*Lease Agreement*”) 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, (D) a memorandum of agency lease agreement dated as of February 1, 2023 (the "**Memorandum of Lease Agreement**"), (E) a Project Agreement dated as of February 1, 2023 (the "**Project Agreement**"), which sets forth the terms and conditions under which Financial Assistance shall be provided to the Company, and (F) a payment in lieu of tax agreement dated as of February 1, 2023 by and between the Agency and the Company (the "**PILOT Agreement**") whereby the Company agreed to make certain payments in lieu of real property taxes; and

WHEREAS, on or about September 21, 2023, the Agency received notice from the Company that, OYA Solar intends to transfer 100% of the membership interest in the Company to AETS Development Holdings, LLC (the "**New Membership Owner**"), and OYA Solar intends to sell and the New Membership Owner intends to purchase 100% of the membership interests in the Company pursuant to an Assignment and Assumption Agreement; and

WHEREAS, the Company and the New Membership Owner satisfactorily responded to the Agency's questions regarding the New Membership Owner and the impact of the change in ownership on the Project, the Project Facility and the Financial Assistance previously granted by the Agency to the Company with respect to the Project; and

WHEREAS, pursuant to Section 9.2 of the Lease Agreement the Company has requested that the Agency consent to the change in the ownership of the membership interest in the Company which the Agency may withhold in its sole and absolute discretion; 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 Project had been subject to an environmental review pursuant to the requirements of the State Environmental Quality Review Act and the regulations thereunder, resulting in the issuance of a Negative Declaration by the Town of Richland Planning Board on September 21, 2020 and reaffirmed by the Agency by resolution dated October 27, 2020; and

WHEREAS, pursuant to SEQRA, the Agency must determine the potential environmental significance of its consent to the change in ownership of the membership interest in the Company (collectively, the "**Transaction**");

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 Company to the Agency, the Agency makes the following findings and determinations:

- (A) The Project constitutes a "project" within the meaning of the Act; and

- (B) The Transaction does not constitute a significant change from the original Project that was reviewed under the SEQRA Resolution and therefore no further or additional review under SEQRA is required; and
- (C) The Transaction is not a material change and does not require a change in the Financial Assistance previously provided by the Agency to the Company.

Section 2. The Agency hereby consents to the Transaction and reaffirms the approval of the grant of the Financial Assistance to the Company.

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 are each hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. This Resolution shall take effect immediately 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				
Marc Greco	X				
Tricia Peter-Clark	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 September 27, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on September 27, 2023.

Austin Wheelock
Chief Executive Officer

(SEAL)