

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
May 20, 2021
Lake Ontario Event & Conference Center & Virtual
Oswego County, NY

PRESENT: Canale, Schick, Stahl, Toth and Trimble

Absent/Excused: Kells and Sorbello

Also Present: Kevin C. Caraccioli, Jeremy Dyggert, Kevin LaMontagne, Robert Li, Evelyn LiVoti, L. Michael Treadwell, Austin Wheelock, Bob Wilmott and Teresa Woolson

Chair Toth convened the meeting at 9:02 a.m. at the Lake Ontario Event & Conference Center and welcomed the Board, staff and guests.

MINUTES

On a motion by Mr. Canale, seconded by Mr. Toth, the minutes of April 22, 2021 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 May 5, 2021.

Treasurer's Report

On a motion by Mr. Schick, seconded by Mr. Canale, the Financial Statements for the period ended March 31, 2021, were approved.

EXECUTIVE SESSION

On a motion by Mr. Canale, seconded by Mr. Toth, it was approved to go into Executive Session to discuss the financial history and employment of a particular person or company at 9:06 a.m.

On a motion by Mr. Canale, seconded by Mr. Schick, it was approved to exit Executive Session at 9:45 a.m.

Liland Trade and Radiator Service, Inc.

Following a presentation and discussion in Executive Session, on a motion by Mr. Canale, seconded by Mr. Schick, a resolution determining that the acquisition, renovation and equipping of a certain facility at the request of the real estate holding company and the operating company constitutes a project and describing the financial assistance requested in connection therewith and authorizing a public hearing, was approved. A copy of the Initial Resolution is attached and made an official part of the minutes,

Champlain Valley Specialty of NY, Inc.

Jeremy Dyggert, representing the company that recently acquired Champlain Valley Specialty of NY, Inc. provided an update on the purchase of the business. Mr. Dyggert's family were the original purchaser of the closed facility. The company is down to 100 employees and need to add at least 30 more. The third project for the company was never completed, the waste water treatment facility, creating this request to modify the PILOT Agreement. On a motion by Mr. Canale, seconded by Mr. Schick, a resolution consenting to the assignment of the 2020 PILOT Agreement and related lease documents from Champlain Valley Specialty of New York, Inc. to Stellex/CF Buyer (US) LLC and authorizing a public hearing, was approved. A copy of the Resolution is attached and made an official part of the minutes.

Conflict of Interest Waiver Request – Barclay Damon

Mr. LaMontagne reported on the IDA's Special Counsel request for a Waiver for Barclay Damon on several solar projects. Barclay Damon has another division working with solar projects in NYS. Mr. Caraccioli noted no issues or potential conflicts. On a motion by Mr. Canale, seconded by Mr. Schick, it was authorized for the CEO to sign the Conflict of Interest Waiver for Barclay Damon.

Harbor View Square

Mr. Caraccioli provided an update on the Harbor View Square project. Due to several delays, the company is requesting an extension of the Sales Tax Exemption expiration. He noted that no increase is being requested. On a motion by Mr. Schick, seconded by Mr. Canale, a Resolution authorizing the Extension of the Sales and Use Tax Exemption for Harbor View Square, LLC and determining other matters on connection therewith, was approved. A copy of the Resolution is attached and made an official part of the minutes.

EXECUTIVE SESSION

On a motion by Mr. Canale, seconded by Mr. Toth, it was approved to go into Executive Session to discuss the financial history and employment of a particular person or company at 10:10 a.m.

On a motion by Mr. Canale, seconded by Mr. Schick, it was approved to exit Executive Session at 10:25 a.m.

The Rooftop at Litatro Inc.

Following discussion in Executive Session, on a motion by Mr. Canale, seconded by Mr. Toth, a PILOT EDF Lease in the amount of \$150,000 for The Rooftop at Litatro Inc. was approved.

Stumble Inn Properties LLC (Pond Pit, LLC)

Following discussion in Executive Session, on a motion by Mr. Schick, seconded by Mr. Canale, a three-month deferment on the IRP-2 loan which was recently closed was approved.

Delinquent Loan Report

Following discussion in Executive Session, on a motion by Mr. Canale, seconded by Mr. Schick, the Delinquent Loan Report as of April 30, 2021 was accepted.

Board Portal for Meeting Documents

Ms. LiVoti provided information about setting up a Board Portal to eliminate the need to mail documents for Board Meetings. Members wanting hard copies will be accommodated.

OCIP Expansion

Mr. Caraccioli reported the closing on the purchase of the land for the Oswego County Industrial Park expansion should take place soon. The Abstracts are in and the survey is being finalized. Mr. Wheelock reported that Mr. Turner from Oswego County submitted the Application last week to the Northern Borders Regional Commission. Both IDA and OOC provided letters of support. Mr. Caraccioli noted that the Intermunicipal Agreement is finalized and being signed by the 4 parties.

Manufacturing Start-up Facility

Mr. Treadwell reported that the Fulton DRI was announced recently and the \$860,000 for the manufacturing start-up facility for the Nestle site was approved. Mr. Wheelock reported that C&S Companies are projecting costs, which are much higher than estimates, and the project may need to be delayed or additional financing included.

CFA 2021

Mr. Treadwell reported that Round 11 is ready to roll out. He noted that applications involving ESDC funding will have cycles of approvals with awards more often this year. All the other funding sources are on the same cycle as before, with awards in December.

Next Meeting

June 24, 2021 at 9:00 a.m. was scheduled. Location TBD.

Adjournment

On a motion by Mr. Stahl, seconded by Mr. Schick, the meeting was adjourned at 10:52 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency convened in public session on May 20, 2021 at 9:00 a.m. remotely by teleconference pursuant to New York State Executive Order 202.105 and in person at the Lake Ontario Event and Conference Center, 26 E. 1st Street, in the City of 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, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells and Morris Sorbello

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, Robert Li, Evelyn LiVoti, L. Michael Treadwell, Austin Wheelock, Bob Wilmot and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, RENOVATION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF THE REAL ESTATE HOLDING COMPANY AND THE OPERATING 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, 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, Liland Global Properties (the “*Real Estate Holding Company*”) and Liland Trade and Radiator Service, Inc. (the “*Operating Company*”), on behalf of themselves and/or entities formed or to be formed on behalf the foregoing, have submitted an application to the Agency on or about April 23, 2021 (“*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)(1) the acquisition of a leasehold interest in real property located at 1850 Route 57 in the Town of Volney, State of New York (Tax ID # 254.00-05-04.1) (the “*Land*”) and the existing two buildings located on the Land (collectively, the “*Facility*”); (2) the renovation of the Facility; (3) 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 “*Facility Equipment*”) (the Land, the Facility and the Facility Equipment being collectively referred to as the “*Company Facility*”), which Company Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to (i) the Operating Company for the warehousing, distribution and manufacturing of automobile parts; and (ii) to Patterson Warehousing, Inc., K & L Real Properties, LLC and other third-party tenants for warehousing/distribution and manufacturing uses; and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property by the Operating Company (collectively, the “*Equipment*,” and together with the Company Facility, the “*Project Facility*”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “*Financial Assistance*”); and (C) the lease (or sub-lease) of the Land and the Facility by the Real Estate Holding Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Facility Equipment and the Equipment pursuant to one or more bills of sale from the Real Estate Holding Company and the Operating Company; the sublease of the Project Facility back to the Real Estate Holding Company pursuant to a sublease agreement; and the lease of Equipment to the Operating Company; and

WHEREAS, the Real Estate Holding Company and the Operating Company have 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 Application and the representations made by the Real Estate Holding Company and the Operating 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 State and local sales and use tax, mortgage recording tax, real property tax and real estate transfer 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. 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 “*UTE*P”), the Agency hereby further authorizes the Chief Executive Officer of the Agency 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 distribute copies of this Resolution to the Real Estate Holding Company and the Operating 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:

	<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 May 20, 2021, 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**”), as modified by New York State Executive order 202.105, 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 May 20, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

**RESOLUTION CONSENTING TO THE ASSIGNMENT OF THE 2020 PILOT
AGREEMENT AND RELATED DOCUMENTS
AND AUTHORIZING A PUBLIC HEARING**

A regular meeting of the County of Oswego Industrial Development Agency convened in public session on May 20, 2021 at 9:00 a.m. remotely by teleconference pursuant to New York State Executive Order 202.105 and in person at the Lake Ontario Event and Conference Center, 26 E. 1st Street, in the City of 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, Tim Stahl, Gary T. Toth and

ABSENT: Tom Kells, Morris Sorbello and Barry Trimble

ALSO PRESENT: Kevin C. Caraccioli, Jeremy Dyggert, Kevin LaMontagne, Evelyn LiVoti, L. Michael Treadwell, Austin Wheelock, Bob Wilmot and Teresa Woolson

The following resolution was duly offered and seconded:

**RESOLUTION CONSENTING TO THE ASSIGNMENT OF
THE 2020 PILOT AGREEMENT AND RELATED LEASE
DOCUMENTS FROM CHAMPLAIN VALLEY SPECIALTY
OF NEW YORK, INC. TO STELLEX/CF BUYER (US) LLC
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, by resolution duly adopted on October 20, 2011, the Agency approved a project (the “**2011 Project**”) on behalf of Champlain Valley Specialty of New York, Inc., a New York business corporation, (the “**Company**”), consisting of: (A) (i) the acquisition of a leasehold interest in approximately 5.68 acres of improved real property located at 8033 State Route 104 in the Town of Oswego, New York, Oswego County (the “**2011 Land**”); (ii) the reconstruction and renovation of an approximately 27,000 square foot building for use as a fresh fruit processing facility on the Land (collectively the “**2011 Facility**”); and (iii) the acquisition of and installation in the Facility of various machinery, equipment and furnishings, including but not limited to manufacturing equipment for slicing, coring and treatment of fruit and packaging equipment for the packaging of processed fruit (collectively the “**2011 Equipment**”) (the 2011 Land, 2011 Facility and 2011 Equipment are hereinafter collectively referred to as the “**2011 Project Facility**”); (B) granting certain financial assistance in the form of exemptions from real property tax, mortgage recording tax, sales and use taxation (the “**2011 Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation and equipping of the 2011 Project Facility; and (D) the lease of the 2011 Project Facility by the Agency pursuant to a lease agreement and the sublease of the 2011 Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in connection with the 2011 Project, the Agency and the Company entered into a Payment in Lieu of Real Property Taxes Agreement dated as of December 1, 2011 (the “**2011 PILOT Agreement**”) whereby the Company agreed to make payments in lieu of real property taxes in the amounts set forth on the scheduled attached thereto (the “**2011 PILOT Schedule**”); and

WHEREAS, by resolution duly adopted on November 20, 2012, the Agency approved a project (the “**2013 Project**”) on behalf of the Company consisting of: (A) (i) the acquisition of a leasehold interest in approximately 17 acres of improved real property located at 8011 State Route 104 in the Town of Oswego, New York, Oswego County (the “**2013 Land**”); (ii) the reconstruction and renovation of an approximately 70,000 square foot building primarily for use as a light manufacturing facility on the 2012 Land, including a pre-sorting line for apple processing, warehousing and storage (collectively the “**2013 Facility**”); and (iii) the acquisition of and installation in the 2012 Facility of various machinery, equipment and furnishings, including but not limited to manufacturing equipment for slicing, coring and treatment of fruit and packaging equipment for the packaging of processed fruit (collectively, the “**2013 Equipment**”) (the 2013 Land, 2013 Facility and 2013 Equipment are hereinafter collectively referred to as the “**2013 Project Facility**”); (B) granting certain financial assistance in the form of exemptions from real property tax, mortgage recording tax, sales and use taxation (the “**2013 Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation and equipping of the 2013 Project Facility; and (D) the lease of the 2013 Project Facility by the Agency pursuant to a lease agreement and the sublease of the 2013 Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in connection with the 2013 Project, the Agency and the Company entered

into a Payment in Lieu of Real Property Taxes Agreement dated as of February 1, 2013 (the “**2013 PILOT Agreement**” and, together with the 2011 PILOT Agreement, the “**Prior PILOT Agreements**”) whereby the Company agreed to make payments in lieu of real property taxes in the amounts set forth on the scheduled attached thereto (the “**2013 PILOT Schedule**” and, together with the 2011 Payment Schedule, the “**Prior Payment Schedules**”); and

WHEREAS, by resolution duly adopted on November 20, 2019, the Agency approved a project (the “**2020 Project**” and, collectively with the 2011 Project and the 2013 Project, the “**Project**”)) on behalf of the Company consisting of: (A) (i) (i) the continuation of a leasehold interest in the 2011 Land and the acquisition of a leasehold interest in approximately 23.3 acres of improved real property located at 8011 State Route 104 in the Town of Oswego, State of New York (collectively, the “**2020 Land**”); (ii) (1) the reconstruction and renovation of the 2011 Facility; and (2) the construction of a waste water treatment facility (collectively, the “**2020 Facility**”); and (iii) the acquisition of and installation in the 2020 Facility of various machinery, equipment and furnishings, including but not limited to manufacturing equipment for slicing, coring and treatment of fruit and packaging equipment for the packaging of processed fruit (collectively the “**2020 Equipment**”) (the 2020 Land, 2020 Facility and 2020 Equipment are hereinafter collectively referred to as the “**2020 Project Facility**” and, collectively with the 2011 Project Facility and the 2013 Project Facility, the “**Project Facility**”); (B) granting certain financial assistance in the form of exemptions from real property tax, mortgage recording tax, sales and use taxation (the “**2020 Financial Assistance**”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation and equipping of the 2020 Project Facility; and (D) the lease of the 2020 Project Facility by the Agency pursuant to a lease agreement and the sublease of the 2020 Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in connection with the 2020 Project, the Agency and the Company entered into a Payment in Lieu of Real Property Taxes Agreement dated as of February 1, 2020 (the “**2020 PILOT Agreement**”) whereby the Prior Payment Schedules were combined with the payment schedule for the 2020 Project into a combined payment schedule (the “**Combined Payment Schedule**”) and the Company agreed to make payments in lieu of real property taxes in accordance with the Combined Schedule; and

WHEREAS, the Company filed for reorganization under Chapter 11 of the United States Bankruptcy Code and, as part of the bankruptcy proceedings, the Project Facility was sold to Stellex/CF Buyer (US) LLC or an entity formed or to be formed on behalf the foregoing (the “**New Company**”); and

WHEREAS, the New Company has requested that the Agency (A) consent to the assignment of the 2020 PILOT Agreement and the related straight lease agreements (collectively, the “**Existing Transaction Documents**”) from the Company to the New Company; and (B) approve the amendment of the 2020 PILOT Agreement and the Combined Payment Schedule to incorporate the Prior PILOT Schedules; and

WHEREAS, the amendment of the 2020 PILOT Agreement and the Combined Payment Schedule is subject to the Agency finding, after a public hearing pursuant to Section 859-a of the

Act, that such amendments 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. The Agency hereby consents to the assignment of the 2020 PILOT Agreement and the other Existing Transaction Documents from the Company to the New Company and the assumption by the New Company of the obligations of the Company pursuant to the 2020 PILOT Agreement and the other Existing Transaction Documents by the New Company.

Section 2. The Agency hereby directs that, pursuant to Section 859-a of the Act, a public hearing with respect to the amendment of the 2020 PILOT Agreement and the Combined Payment Schedule to incorporate the Prior PILOT Schedules 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 amendment of the 2020 PILOT Agreement and the Combined Payment Schedule to incorporate the Prior PILOT Schedules deviate from the standard terms of a payment in lieu of tax agreement under the Agency's Uniform Tax Exemption Policy (the "***UTE***P"), the Agency hereby further authorizes the Chief Executive Officer of the Agency 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 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:

	<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 May 20, 2021, 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*”), as modified by New York State Executive order 202.105, 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 May 20, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

**RESOLUTION APPROVING EXTENSION OF
SALES AND USE TAX EXEMPTION**

A regular meeting of the County of Oswego Industrial Development Agency convened in public session on May 20, 2021 at 9:00 a.m. remotely by teleconference pursuant to New York State Executive Order 202.105 and in person at the Lake Ontario Event and Conference Center, 26 E. 1st Street, in the City of 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, Tim Stahl and Gary T. Toth

ABSENT: Tom Kells, Morris Sorbello and Barry Trimble

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, Evelyn LoVoti, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded:

**RESOLUTION AUTHORIZING THE EXTENSION OF
THE SALES AND USE TAX EXEMPTION FOR HARBOR
VIEW SQUARE, LLC AND DETERMINING OTHER
MATTERS IN CONNECTION THEREWITH**

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

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

WHEREAS, on December 14, 2016, the Agency duly adopted a resolution (the “**Approving Resolution**”) in which it authorized the Agency to undertake a project (the “**Project**”) on behalf of Harbor View Square, LLC (the “**Company**”) a New York limited liability company, consisting of: (A) (i) the acquisition of a leasehold interest in approximately 2.4 acres of land located at 58, 60, 68 West First Street and 22 Van Buren Street, City of Oswego, County of Oswego, State of New York (the “**Land**”); (ii) demolition of an existing building and construction of an approximately 86,000 square foot mixed-use building with approximately 46 one-bedroom rental units, approximately 11 two-bedroom rental units and approximately 10,000 square feet of retail/commercial space and three additional buildings containing approximately eighteen (18) three (3) bedroom rental town-house units (the “**Facility**”) (the Facility will consist of income levels ranging from work force to market rate); (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment and furnishings (collectively the “**Equipment**”) (the Land, 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 General Municipal Law) and State and local sales and use 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, by the Approving Resolution, the Agency determined to grant the Financial Assistance and to enter into a lease agreement dated as of November 1, 2018 (the “**Lease Agreement**”) between the Agency and the Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the “**Basic Documents**”); and

WHEREAS, simultaneously with the execution and delivery of the Lease Agreement (the “**Closing**”), (A) the Agency granted Financial Assistance in the form of a sales and use tax exemption (the “**Sales Tax Exemption**”) related to the construction, installation and equipping of the Project Facility and (B) the Agency filed with the State Department of Taxation and Finance the form entitled “IDA Appointment of Project Operator or Agent 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

WHEREAS, pursuant to a resolution duly adopted by the Agency on June 23, 2020, the Agency approved the extension of the Sales Tax Exemption until March 31, 2021; and

WHEREAS, the Agency and the Company entered into an Amendment to Project Agreement dated July 1, 2020 (the “**First Amendment to Project Agreement**”) in order to memorialize the extension of the Sales Tax Exemption until March 31, 2021; and

WHEREAS, the Sales Tax Exemption expired on March 31, 2021; and

WHEREAS, there have been unanticipated delays in the construction installation and equipping of the Project Facility due to the COVID-19 pandemic; and

WHEREAS, the Company has requested that the Agency extend its appointment as temporary agent of the Agency for State and local sales and use tax purposes until October 31, 2021; and

WHEREAS, the Company acknowledges that costs expended after March 31, 2021 and prior to the date hereof, are not eligible for the exemption from any State or local sales and use tax otherwise granted under the Approving Resolution; and

WHEREAS, the Company has requested that the Agency extend its appointment of the Company as temporary agent of the Agency for State and local sales and use tax purposes until October 31, 2021; and

WHEREAS, in connection with the extension of the appointment of the Company as agent of the Agency for State and local sales and use tax purposes, the Agency and the Company will enter into a Second Amendment to Project Agreement (the “*Second Amendment*”);

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 the extension of the appointment of the Company as an agent of the Agency for State and local sales and use tax purposes in connection with the Second Amendment (the “*Transaction*”);

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE OSWEGO COUNTY 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 11 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 finds and determines that:

(A) By virtue of the Act, 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

(B) The extension of the appointment of the Company as temporary agent of the Agency for State and local sales and use tax purposes until October 31, 2021 will promote and maintain the job opportunities, general prosperity and economic welfare of

the citizens of the County of Oswego, New York and the State and improve their standard of living.

Section 3. In consequence of the foregoing, the Agency hereby determines to extend the appointment of the Company as temporary agent of the Agency for State and local sales and use tax purposes until October 31, 2021. 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 Project are hereby approved, ratified and confirmed.

Section 4. The Agency is hereby authorized to execute and deliver the Second Amendment and such other documents as may be necessary to effectuate the extension of the appointment of the Company as temporary agent of the Agency for State and local sales and use tax purposes until October 31, 2021 (the “*Sales Tax Documents*”). The form and substance of the Second Amendment and the Sales Tax Documents, in substantially the forms presented to this meeting and which, prior to the execution and delivery thereof, may be redated, are hereby approved.

Section 5. 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 State sales and use exemptions benefits.

Section 6. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Second Amendment, 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, all in substantially the form thereof presented to this meeting with such changes, variation, omissions and insertions as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

(B) The Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 7. 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 Second Amendment and the Sales Tax 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 Second Amendment and the Sales Tax Documents binding upon the Agency.

Section 8. Neither the members nor officers of the Agency, nor any person executing the Second Amendment and the Sales Tax Documents on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or

delivery thereof or the transaction contemplated thereby.

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 May 20, 2021, 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*”), as modified by New York State Executive order 202.105, 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 May 20, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)