

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
June 29, 2020
Virtually Recorded Open Conference Call
Oswego County, NY

PRESENT: Schick, Sorbello, Stahl, Trimble and Toth

Absent/Excused: Canale, Kells

Also Present: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

Chair Toth convened the meeting at 9:05 a.m.

NOTICE OF MEETING

Meeting notices were posted at the Oswego County Building, the IDA Office Building and on the IDA website. A notice was sent to The Palladium Times on June 26, 2020.

Geo Hotel Co., Inc.

Mr. Treadwell reported he received a request for an extension to the Sales Tax Exemption for the Geo Hotel Co., Inc. Water Park Project due to expire at the end of June, 2020, due to COVID-19 and contractor delays. He noted no change in project costs or cap to the Sales Tax Exemption.

On a motion by Mr. Schick, seconded by Mr. Stahl, a resolution was approved to extend the Sales Tax Exemption for the Geo Hotel Co., Inc. project through June 30, 2021. A copy of the Resolution Approving Extension of Sales and Use Tax Exemption is attached and made an official part of the minutes.

Other Business

Mr. Caraccioli reported that the Nine Mile Point project did close last Friday and the Assessor has received the PILOT Agreement. He noted the Agency's part is complete.

Adjournment

On a motion by Mr. Trimble, seconded by Mr. Sorbello, the meeting was adjourned at 9:13 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

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

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 29, 2020, at 9:00 a.m., remotely by conference or similar service pursuant to New York State Executive Order 202.1.

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

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

ABSENT: Nick Canale, Jr. and Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, 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 GEO HOTEL
CO., INC. 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 February 28, 2018 and December 18, 2018, the Agency duly adopted resolutions (collectively the “**Approving Resolution**”) in which it authorized the Agency to undertake a project (the “**Project**”) on behalf of Geo Hotel Co., Inc. (the “**Company**”) a New York corporation, consisting of: (A) (i) the acquisition of a leasehold interest in approximately 1.13 acres of real property located at 60-90 East First Street, City of Oswego, State of New York (the “**Land**”) improved by an existing storage garage and a Quality Inn Hotel (the “**Hotel**”), all located on the Land; (ii) demolition of the storage garage and the construction of an approximately 16,000 square foot water park building adjacent and connected to the Hotel (the “**Facility**”); (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, the Hotel, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, mortgage recording tax (as limited by Section 874 of the General Municipal Law), State and local sales and use tax and entering a lease transaction for the purchase of equipment to be used in the Project Facility in an amount not to exceed \$500,000 (the “**Equipment Lease**”) (collectively, the “**Financial Assistance**”); and (C) the lease of the Land, the Hotel 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; the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and the lease of certain Equipment to the Company; and

WHEREAS, by the Approving Resolution, the Agency determined to grant the Financial Assistance and to enter into a lease agreement dated as of December 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 New York 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, the Sales Tax Exemption expires on June 30, 2020; and

WHEREAS, due to the COVID-19 pandemic, there have been unanticipated delays in the construction, installation and equipping of the Project Facility; 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 June 30, 2021; and

WHEREAS, in connection with the extension of the appointment of the Company as agent of the Agency for sales and use tax purposes, the Agency and the Company will enter into an Amendment to the Project Agreement (the “**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 sales and use tax purposes in connection with the 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 II action” (as said quoted term is defined in the Regulations); and

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

Section 2. The Agency hereby 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 of the Agency for sales and use tax purposes until June 30, 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 of New York 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 sales and use tax purposes until June 30, 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 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 sales and tax purposes until June 30, 2021 (the “**Sales Tax Documents**”). The form and substance of the 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 New York 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 Amendment and the Sales Tax 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, all in substantially the forms 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 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 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 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 CEO 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 June 29, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), as modified by New York State Executive Order 202.1, such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on June 29, 2020

L. Michael Treadwell
CEO

(SEAL)