

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
July 28, 2020
Virtually Recorded Open Conference Call
Oswego County, NY

PRESENT: Toth, Schick, Sorbello, Stahl and Trimble

Absent/Excused: Canale and Kells

Also Present: Kevin C. Caraccioli, T.J. Jahani, Yogesh Kumar, Kevin LaMontagne, Terry Rasmussen, Greg Rossetti, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

Chair Toth convened the meeting at 9:05 a.m. and welcomed the Board, staff and guests.

APPROVAL OF MINUTES

On a motion by Mr. Sorbello, seconded by Mr. Trimble, the Minutes of June 8, 2020, were approved.

On a motion by Mr. Stahl, seconded by Mr. Trimble, the Minutes of June 23, 2020, were approved.

On a motion by Mr. Toth, seconded by Mr. Sorbello, the Minutes of June 29, 2020, 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 July 14, 2020.

TREASURER'S REPORT

On a motion by Mr. Schick, seconded by Mr. Trimble, the Financial Statements for the period ended February 29, 2020 were approved.

OYA Pulaski, LLC

Mr. Jahani, Mr. Rossetti, Mr. Kumar and Mr. Rasmussen of OYA Solar provided a presentation on the proposed OYA Pulaski, LLC project being planned for the Town of Richland. Following a review of the Application for Financial Assistance, on a motion by Mr. Schick, seconded by Mr. Sorbello, a resolution was approved determining that the acquisition, construction and equipping of a certain facility at the request of OYA Pulaski, LLC constitutes a project and describing the financial assistance requested in connection therewith and authorizing a public hearing. A copy of the Initial Resolution is attached and made an official part of the minutes.

Strategic Domains, LLC

Mr. Treadwell reported that this project has changed to a mixed-use facility, changing office space to apartments. This project change requires the approval of the Agency. The terms of the PILOT approved under the UTEP would not change. On a motion by Mr. Trimble, seconded by Mr. Stahl, a resolution was approved determining that the acquisition, renovation, reconstruction and equipping thereof at the request of the company constitutes a project, describing the financial assistance requested in connection therewith and authorizing a public hearing. A copy of the Initial Resolution is attached and made an official part of the minutes.

EXECUTIVE SESSION

Chair Toth and Mr. Caraccioli reported that due to matters involving the financial history of a business/organization and individuals and pending and current contractual matters, on a motion by Mr. Sorbello, seconded by Mr. Stahl, it was approved to go into Executive Session at 9:52 a.m.

On a motion by Mr. Trimble, seconded by Mr. Sorbello, it was approved to return to Regular Session at 10:31 a.m.

Delinquent Loan Report

On a motion by Mr. Schick, seconded by Mr. Trimble, the Delinquent Loan Report for the period ended June 30, 2020, was accepted.

W&C LLC/54 Caprara Drive Realty LLC

Following discussion in Executive Session, on a motion by Mr. Stahl, seconded by Mr. Schick, a resolution authorizing the assignments of a certain straight lease transaction by and between W&C, LLC, 54 Caprara Drive Realty, LLC and BJA Pulaski Real Estate, LLC, was approved. The Resolution is attached and made an official part of the minutes.

Other Business

Mr. Treadwell reported that the proposed building at the Fulton Nestle Site is on hold due to potential DRI funding, design work continues.

Chair Toth discussed the possibility of in-person meeting in August. Mr. Caraccioli reported the Governor's order expires August 6, 2020, and has been extended in 30-day intervals.

Next Meeting

Tuesday, August 25, 2020, at 9:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Sorbello, seconded by Mr. Toth, the meeting was adjourned at 10:46 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on July 28, 2020, at 9:00 a.m., remotely by conference call or similar service pursuant to New York State Executive Order 202.48.

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 and Gary T. Toth

ABSENT: Nick Canale, Jr. and Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, T.J. Jahani, Kevin LaMontagne, Terry Rasmussen, Greg Rossetti, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF OYA PULASKI LLC 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, OYA Pulaski LLC, a Delaware limited liability company, or an entity to be formed by it or on its behalf (the “**Company**”), submitted an application to the Agency on or about July 6, 2020 (“**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: the acquisition of a leasehold interest (or sub-leasehold interest) in all or a portion of an approximately 57.38 acre parcel of real property located at 7681 State Route 3 (tax map no. 047.00-01-23) in the Village of Pulaski, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 17.76 acre solar power electric generating photo-voltaic system, including, but not limited, to solar panels, racking inverters, transformers, switchboards, equipment pads for transformers, HV and LV wires, electric poles and other electrical and mechanical components, energy storage system and a gravel access road (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, 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 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 Company; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination 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 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 tax and State and local sales and use tax.

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

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

Section 4. The Chair and the Executive Director 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.

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.

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on July 28, 2020, at 9:00 a.m., remotely by conference call or similar service pursuant to New York State Executive Order 202.48.

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 and Gary T. Toth

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 DETERMINING THAT THE ACQUISITION, RENOVATION, RECONSTRUCTION AND EQUIPPING THEREOF AT THE REQUEST OF THE COMPANY CONSTITUTES A PROJECT, 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, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Strategic Domains, LLC, a New York limited liability company, on behalf of itself and/or entities formed or to be formed on behalf of the foregoing (the “**Company**”), submitted an application to the Agency on or about September 16, 2019 (“**Original Application**”) requesting the Agency consider undertaking a project (the “**Original Project**”) consisting of (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in real property located at 143-145 West First Street in the City of Oswego, State of New York (Tax ID # 128.46-05-07) (the “**Land**”); (ii) the renovation and reconstruction of the existing approximately 7,560 square foot building located on the Land (the “**Original Facility**”); and (iii) the acquisition and installation in and around the Original Facility and/or for use in connection with the Project Facility 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 “**Original Project Facility**”), such Original Project Facility to be used as a coffee roasting facility, coffee shop and ice cream shop and a portion of such Original Project Facility to be leased to a tenant for use as an office and for inventory storage; (B) the granting of certain financial assistance in the form of exemptions from real property taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Original Project Facility by the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Original Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, on October 29, 2019, the Agency duly adopted an initial resolution (the “**Original Initial Project Resolution**”) in connection with the Original Project; and

WHEREAS, on November 20, 2019, the Agency duly adopted an inducement resolution (the “**Original Inducement Resolution**”), a PILOT approving resolution (the “**Original PILOT Resolution**”) and a final approving Resolution (the “**Original Final Approving Resolution**”, and collectively with the Original Initial Project Resolution, the Original Inducement Resolution and the Original PILOT Resolution, the “**Original Project Resolutions**”); and

WHEREAS, the Company, submitted an amendment to its Original Application to the Agency on or about July 23, 2020 (the Original Application, as amended, the “**Application**”), a copy of which is on file at the office of the Agency, notifying the Agency that the space in the Original Project Facility originally intended to be used as office space and inventory storage is now intended to be used as two (2) residential rental units and requesting the Agency consider undertaking a project (the “**Project**”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in the Land; (ii) the renovation and reconstruction of the existing approximately 7,560 square foot building located on the Land to be used as a mixed-use building containing commercial/retail space and two (2) residential rental units, together with related amenities and improvements (the “**Facility**”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project Facility of various machinery, equipment, furnishings and other items of tangible personal property (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”), such Project Facility to be used as a coffee roasting facility, coffee shop and ice cream shop and a portion of such Project Facility to be used as residential rental units; (B) the granting of certain financial assistance in the form of exemptions from real property taxes,

mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “*Financial Assistance*”); and (C) the lease (or sub-lease) of the Project Facility by the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, given the changes to components of the Original Project, the Agency desires to adopt this new Initial Resolution; 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 to the Project; 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; and

WHEREAS, the Project is located in an Empire Zone;

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 tax, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax.

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

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

Section 4. The Chair and the Executive Director 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.

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 [Chair] [Executive Director] 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 July 28, 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 202.48, said 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 July 28, 2020.

Gary T. Toth, Chair

(SEAL)

At a regular meeting of the County of Oswego Industrial Development Agency held remotely on the 28th day of July, 2020, at 9:00 a.m. in accordance with Executive Order 202.1.

RESOLUTION

AUTHORIZING THE ASSIGNMENTS OF A CERTAIN STRAIGHT LEASE TRANSACTION BY AND BETWEEN W&C, LLC, 54 CAPRARA DRIVE REALTY, LLC and BJA PULASKI REAL ESTATE, LLC

WHEREAS W&C, LLC entered into a Straight Lease Transaction with the County of Oswego Industrial Development Agency (the “Agency”) as of November 1, 2013, including a payment in lieu of taxes (“PILOT”) agreement for the Project Facility, as that term is defined in the PILOT Agreement; and

WHEREAS, the Agency was recently notified that W&C, LLC transferred its interest in the Project Facility to 54 Caprara Drive Realty, LLC¹ on or about June 30, 2016; and

WHEREAS, the said transfer violates Article V of the PILOT Agreement, which requires the consent of the Agency prior to any such contemplated transfer; and

WHEREAS, now, by letter dated July 20, 2020, by Prime Automotive Group, the Agency has been made aware that the Project Facility is, once again, under consideration for a transfer of ownership to another entity known as BJA Pulaski Real Estate, LLC, who proposes to continue operating the Project Facility as originally contemplated by W&C, LLC; and

WHEREAS, 54 Caprara Drive Realty, LLC has approached the Agency seeking retroactive consent for the transfer from W&C, LLC and the prospective transfer of the Project Facility to BJA Pulaski Real Estate, LLC, representing that the later entity will continue to operate the Project Facility as originally contemplated in the PILOT Agreement and Straight Lease Transaction closing documents; and

WHEREAS, it appearing to the satisfaction of the Agency that the best interest of the Affected Tax Jurisdiction and the Agency will be served by consenting to the assignments as proposed herein, and with knowledge that the payments under the PILOT Agreement have remained timely despite the lack of notice or consent to the prior transfer of the Project Facility;

¹ 54 Caprara Drive Realty, LLC is an affiliate of Automile Holdings, LLC, d/b/a Prime Automotive Group.

NOW, THEREFORE, upon motion made by Board Member Stahl and seconded by Board Member Schick, it is and shall hereby be:

RESOLVED, that the Agency consents to the assignment of the PILOT Agreement and Lease Agreements entered into as of November 1, 2013, for the Project Facility owned and operated by W&C, LLC to 54 Caprara Drive Realty, LLC, retroactive to June 30, 2016; and it is further

RESOLVED, that the Agency further consents to the proposed assignment of the PILOT Agreement and Lease Agreements for the Project Facility currently owned and operated by 54 Caprara Drive Realty, LLC to BJA Pulaski Real Estate, LLC, provided that all costs and expenses, including legal fees, incurred by the Agency in furtherance of this consent are paid in full at the time of said assignment; and it is further

RESOLVED, that Kevin Caraccioli, General Counsel for the Agency, is authorized to prepare all necessary documents in furtherance of this resolution and the approvals granted herein.

THIS RESOLUTION IS UNANIMOUSLY ADOPTED BY THOSE BOARD MEMBERS PRESENT PURSUANT TO THE FOLLOWING ROLL CALL VOTE:

Gary Toth	[Aye]
Morris Sorbello	[Aye]
H. Leonard Schick	[Aye]
Nick Canale, Jr.	[Absent]
Thomas Kells	[Absent]
Barry Trimble	[Aye]
Tim Stahl	[Aye]

Gary T. Toth, Chair

Dated: July 28, 2020