

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
September 27, 2018
IDA OFFICE BUILDING
44 W. BRIDGE ST.
OSWEGO, NEW YORK

PRESENT: Canale, Kells, Schick, Sorbello, Toth and Trimble

Absent/Excused: Kunzwiler

Also Present: Kevin C. Caraccioli, Kathleen Centolella, Piper Kline, Kevin LaMontagne, Bill Maxim, L. Michael Treadwell, David Turner and Bob Wilmott

Chair Toth called the meeting to order at 9:00 a.m. at the offices of the County of Oswego IDA in Oswego, NY. An introduction of those attending the meeting was conducted.

APPROVAL OF MINUTES

On a motion by Mr. Sorbello, seconded by Mr. Kells, the minutes of the August 24, 2018 meeting were approved. Mr. Schick abstained.

TREASURER'S REPORT

On a motion by Mr. Schick, seconded by Mr. Trimble, the Financial Statements for the periods ended June 30, 2019 and July 31, 2018 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 11, 2018.

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. Trimble, seconded by Mr. Sorbello, it was approved to go into Executive Session at 9:05 a.m.

On a motion by Mr. Kells, seconded by Mr. Trimble, the Executive Session ended at 9:37 a.m.

Page Material Management, LLC

Following the presentation on the proposed project and a background profile of the company provided by Ms. Kline and Ms. Centolella in Executive Session, and a review of the Application for Financial Assistance, on a motion by Mr. Canale, seconded by Mr. Trimble, a resolution was approved determining that the acquisition, construction, reconstruction, renovation 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. A copy of the Initial Resolution is attached and made an official part of the minutes.

USDA IRP Application

Mr. Treadwell reported that the application has been completed and has been submitted to USDA.

Oswego Health Behavioral Health Services

Mr. Caraccioli reported that the CON is still in process, but anticipated the closing on the acquisition could take place by mid-October.

NGI 2018

Mr. Treadwell provided a report on the initiative that was highly successful. Following a review of the budget and costs associated with the NGI, on a motion by Mr. Schick, seconded by Mr. Kells, a resolution was approved to help cover costs associated with the event in the amount of \$10,000 to be funded from the PILOT EDF.

120 St. Paul Street Property

The purchase of the property by Connexngen LLC is still in process.

Chase Enterprises, Inc.

Following a review of the Company's request dated September 12, 2018, for an extension of its sales tax exemption to December 31, 2019 due to delays associated with the project, on a motion by Mr. Canale, seconded by Mr. Sorbello, the request was approved. The cap was not modified. Mr. Trimble abstained.

Authorities Budget Office

Following a review and discussion associated with proposed new rules for posting documents on IDAs' websites, on a motion by Mr. Canale, seconded by Mr. Sorbello, authorization was approved to respond appropriately to concerns regarding some components of the proposal. October 22, 2018 is the deadline for responses.

USDA Rural Business Development Grant

Mr. Treadwell reported that the application for a grant to conduct a feasibility study for a meat processing facility in Oswego County did not score well in the competitive process.

CCC Advanced Manufacturing Institute

Mr. Treadwell provided an update. Plans are being made to rent 6,000 sf at Fulton Tool to initiate a small scale start-up.

Nestle Book Event

On October 27, 2018 an event will be held at Virgilio's Event Center in the Town of Volney for the book rollout.

Appraisal for Expansion of Site Capacity

Following a discussion, authorization was approved to pursue other options to secure appraisal work due to extensive delays associated with securing appropriate services.

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. Canale, seconded by Mr. Kells, it was approved to go into Executive Session at 10:39 a.m.

On a motion by Mr. Kells, seconded by Mr. Sorbello, the Executive Session ended at 11:25 a.m.

iFreeze, Inc.

Following a review of the Application for Financial Assistance and a discussion in Executive Session, on a motion by Mr. Schick, seconded by Mr. Kells, a resolution was approved determining that the acquisition, renovation 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. A copy of the Initial Resolution is attached and made an official part of the minutes.

Delinquent Loan Report

Mr. LaMontagne reviewed the report for the period ended August 31, 2018 in Executive Session.

Northland Filter

Following a discussion in Executive Session, on a motion by Mr. Trimble, seconded by Mr. Sorbello, authorization to proceed with a subdivision of the LOIP to allow for the acquisition of a building and expanding the acreage was approved when appropriate.

Next Meeting

October 18, 2018 at 9:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Kells, seconded by Mr. Canale, the meeting was adjourned at 11:28 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 September 27, 2018, at 9:00 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., Tom Kells, H. Leonard Schick, Morris Sorbello, Gary T. Toth and Barry Trimble

ABSENT: Donald H. Kunzwiler

ALSO PRESENT: Kevin C. Caraccioli, Kathleen Centolella, Piper Kline, Kevin LaMontagne, Bill Maxim, L. Michael Treadwell, David Turner and Bob Wilmott

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION, RECONSTRUCTION, RENOVATION 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

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, Page Material Management, LLC, a New York limited liability company, (the “Operating Company”) and Page Warehousing, LLC (the “Real Estate Holding Company”) and together with the Operating Company, the “Companies”), on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, have submitted an application to the Agency on or about September 24, 2018 (“*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 34.03 acres of real property located at 42 Wire Road (Tax Map #111.00-06-08), Town of Scriba, County of Oswego, State of New York (the “*Land*”) and the existing approximately 105,938 square foot building located on the Land (the “*Existing Facility*”); (ii) the renovation of the Existing Facility and the construction of an approximately 60,000 square foot building (the “*New Facility*” and, collectively with the Existing Facility, the “*Facility*”); and (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 Facility and the Equipment being collectively referred to as the “*Project Facility*”), which Project Facility will be used in the materials management business, including the storage, sorting, bailing/bricking and trans-loading of ferrous and non-ferrous metal and by-products, and the processing and manufacturing of such metals into spec/grade metal; (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*”); (C) entering into a lease transaction for the purchase of equipment to be used in the Project Facility in an amount not to exceed \$400,000; 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 one or more bills of sale from the Companies; the sublease of the Project Facility back to the Real Estate Holding Company pursuant to a sublease agreement; and the lease of certain Equipment to the Operating Company; 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 State and local sales and use tax, mortgage recording tax (except as limited by Section 874 of the Act) and real property 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. 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 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 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				
Donald H. Kunzwiler				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 September 27, 2018, 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), 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 September 27, 2018.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on September 27, 2018, at 9:00 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., Tom Kells, H. Leonard Schick, Morris Sorbello, Gary T. Toth and Barry Trimble

ABSENT: Donald H. Kunzwiler

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, Bill Maxim, L. Michael Treadwell, David Turner and Bob Wilmott

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

WHEREAS, iFreeze, Inc., a New York business corporation, (the “Operating Company”) and 28 Lakeview Holdings, LLC (the “Real Estate Holding Company” and together with the Operating Company, the “Companies”), on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, have submitted an application to the Agency on or about September 14, 2018 (“*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 6 acres of real property located at 28 Lakeview Avenue, (Tax Map # 236.77-01-04), City of Fulton, County of Oswego, State of New York (the “*Land*”) and the existing approximately 123,000 square foot building located on the Land (the “*Facility*”); (ii) the renovation of the Facility; and (3) the acquisition and installation therein and thereon of various furniture, machinery and equipment (the “*Equipment*”) (the Land, the Facility and the Equipment being collectively referred to as the “*Project Facility*”), which Project Facility will be used as warehouse, distribution, storage and freezer facilities; (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), State and local sales and use tax, a loan to the Company in an amount not to exceed \$100,000 from the Agency’s Intermediary Relending Program funded by the USDA (the “*IRP Loan*”) to be used for the purchase of Equipment and a lease to the Company of Equipment in an amount not to exceed \$250,000 (the “*Equipment Lease*”) (collectively, the “*Financial Assistance*”); and (C) the lease (or sub-lease) of the Land and the Facility by the Companies to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to one or more bills of sale from the Companies; the sublease of the Project Facility back to the Real Estate Holding Company pursuant to a sublease agreement; and the lease of certain Equipment to the Operating Company; 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; and

WHEREAS, the Project is located in an Empire Zone; and

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 State and local sales tax, mortgage recording tax (except as limited by Section 874 of the Act), real property taxes, the IRP Loan in an amount not to exceed \$250,000 to be used for the purchase of Equipment and the Equipment Lease in an amount not to exceed \$250,000; and

(c) The Project is located in a “Highly Distressed Area” as defined in Section 854(18) of the Act.

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

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

Section 4. The Chief Executive Officer 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 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				
Donald H. Kunzwiler				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 September 27, 2018, 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), 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 September 27, 2018.

L. Michael Treadwell
Chief Executive Officer

(SEAL)