

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
October 26, 2021
IDA OFFICE BUILDING
44 W. BRIDGE ST.
OSWEGO, NEW YORK

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

Absent/Excused: Kells

Also Present: Kevin C. Caraccioli, Jaimie Galante, Kevin LaMontagne, Peter Mcauliffe, Christina Ondrako, L. Michael Treadwell and Hailey Wilson

Chair Toth convened the meeting at 9:08 a.m. at the IDA Office in Oswego and welcomed the Board, staff and guests.

MINUTES

On a motion by Mr. Sorbello, seconded by Mr. Canale, the minutes of September 21, 2021 were approved. Mr. Trimble abstained.

TREASURER'S REPORT

On a motion by Mr. Schick, seconded by Mr. Trimble, the Financial Statements for the period ended July 31, 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 October 12, 2021.

Audit Report Presentation – Grossman St. Amour CPAs

Ms. Ondrako and Ms. Galante presented the Audit Report for FY Ended 7/31/21. Following a discussion, on a motion made by Mr. Sorbello, seconded by Mr. Canale, the Audit Report for FY Ended 7/31/21 was approved. A copy of the Audit Report will be posted on the Agency's website.

Omni Richland Route 28 North Solar, LLC

Following a presentation on the 5 MW solar project to be located in the Town of Richland by Mr. Mcauliffe and Ms. Wilson, on a motion by Mr. Schick, seconded by Mr. Trimble, a resolution was approved determining that the acquisition, construction and equipping of a certain facility at the request of Omni Richland Route 28 North Solar, LLC 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.

Oswego County Civic Facilities Corporation

Mr. Treadwell reported on Resolutions No. 233 and 234 approved on 10/14/21 by the Oswego County Legislature appointing OCCFC Directors and approving the OCCFC refunding revenue bonds for the Oswego School District Public Library in an amount not to exceed \$5 million.

Howland Solar LLC

Following a discussion, on a motion by Mr. Schick, seconded by Mr. Stahl, a resolution consenting to the change in the membership structure of the company in connection with financial assistance provided in connection with a project was approved. A copy of the Consenting Resolution is attached and made an official part of the minutes. Consent was conditioned on the decommissioning bond being maintained.

Annual Report Fiscal Year Ended 7/31/21

Following a review, on a motion by Mr. Schick, seconded by Mr. Sorbello, the Annual Report was approved. A copy of the Annual Report will be placed on the Agency's website.

Lakeside Commons

Following a discussion, on a motion by Mr. Canale, seconded by Mr. Trimble, a resolution was approved consenting to the modification of bank documents in connection with a certain project for Lakeside Commons LLC and determining other matters in connection therewith. A copy of the Consenting Resolution to the Modification of Bank Documents is attached and made an official copy of the minutes.

Executive Session

On a motion by Mr. Canale, seconded by Mr. Trimble, it was approved to go into Executive Session to discuss the financial history of a particular corporation or individual and pending litigation at 10:44 a.m.

On a motion by Mr. Canale, seconded by Mr. Sorbello, it was approved to exit Executive Session at 11:45 a.m.

Upward Graphics, LLC

Mr. LaMontagne presented information on the project and following discussion in Executive Session, on a motion by Mr. Schick, seconded by Mr. Canale, a MEP loan in the amount of \$25,000 was approved.

PILOT EDF Report

Mr. Treadwell provided the report in Executive Session

Delinquent Loan Report

Following a review by Mr. LaMontagne in Executive Session, on a motion by Mr. Toth, seconded by Mr. Canale, the Delinquent Loan Report was approved.

Loan Deferral Requests

Following a review by Mr. LaMontagne in Executive Session, on a motion by Mr. Canale, seconded by Mr. Schick, a 6-month deferment was approved for J&E Reid Enterprises for its MEP loan, and on a motion by Mr. Canale, seconded by Mr. Sorbello, a 6-month deferral was approved for Counseling & Healing Arts for its PILOT EDF loan.

Highscore Capital, LLC v. Attis

Mr. Caraccioli reviewed in Executive Session the legal action by Highscore Capital, LLC vs. Attis Ethanol Fulton, LLC et al.

Next Meeting

November 22, 2021 at 9:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Canale, seconded by Mr. Sorbello, the meeting was adjourned at 11:49 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 October 26, 2021, 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., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, Peter Mcauliffe, L. Michael Treadwell and Hailey Wilson

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, CONSTRUCTION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF OMNI RICHLAND ROUTE 28 NORTH SOLAR, LLC 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, 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, Omni Richland Route 28 North Solar, LLC, a New York limited liability company, or an entity formed or to be formed by it or on its behalf (the “**Company**”), submitted an application to the Agency on or about September 30, 2021 (the “**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: (i) the acquisition of a leasehold interest (or sub-leasehold interest) in all or a portion of approximately 202.92 acres of real property located on 1527-1566 County Route 28 (tax map no. 084.00-04-04.02) in the Town of Richland, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 29.14 acre solar farm, including, but not limited to, solar panels, inverters, transformers, switchboards, energy storage system, steel beams, racking and fencing (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, 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, mortgage recording tax (except as limited by Section 874 of the Act), State and local sales and use tax and real estate transfer 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, the Company has requested that the Agency enter into a payment in lieu of tax agreement (the “**Proposed PILOT Agreement**”) with respect to the Project Facility; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “**SEQRA**”), the Agency is required to make a determination with respect to the environmental impact of any “action” (as defined by SEQRA) to be taken by the Agency and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, the Agency has not approved undertaking the Project or the granting of the Financial Assistance; and

WHEREAS, the grant of Financial Assistance to the Project is subject to the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (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, real property tax, mortgage recording 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 the Financial Assistance shall be scheduled with notice thereof published, and such notice shall further be sent to the 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 “*UTEPP*”), the Agency hereby further authorizes the Chief Executive Officer and/or the Chairman of the Board of the Agency to (A) establish a time, date and place for a meeting of the Agency to consider the approval by the members of the Agency of the Proposed PILOT Agreement; and (B) cause notice of said meeting to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 874 of the Act.

Section 4. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 5. The Chief Executive Officer and/or the Chairman of the Board of the Agency is hereby authorized and directed to 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 October 26, 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*”), 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 October 26, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

**RESOLUTION CONSENTING TO THE CHANGE IN THE MEMBERSHIP STRUCTURE
OF THE COMPANY IN CONNECTION WITH FINANCIAL ASSISTANCE PROVIDED IN
CONNECTION WITH A PROJECT**

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on October 26, 2021, 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., H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne and L. Michael Treadwell

**RESOLUTION CONSENTING TO A CHANGE IN THE
MEMBERSHIP STRUCTURE OF THE COMPANY IN
CONNECTION WITH FINANCIAL ASSISTANCE
PROVIDED TO A PROJECT**

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

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

WHEREAS, pursuant to a final approving resolution duly adopted on August 24, 2018 (the “*Approving Resolution*”), the Agency approved undertaking a project (the “*Project*”) on behalf of Howland Solar, LLC, a Delaware limited liability company, (the “*Company*”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 20 acres of real property located at 5930 South Main Street, Village of Sandy Creek, State of New York (the “*Land*”); (ii) the construction of approximately 18 acres of solar panels (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 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 Project Facility by the Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in connection with the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “**Project Documents**”): (A) a company lease agreement, dated as of February 1, 2019 (the “**Company Lease**”) by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company, (B) a memorandum of company lease agreement dated as of February 1, 2019 (the “**Memorandum of Company Lease**”), (C) an agency lease agreement dated as of February 1, 2019 (the “**Lease Agreement**”) by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete the Project as agent of the Agency and the Company further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project, (D) a memorandum of agency lease agreement dated as of February 1, 2019 (the “**Memorandum of Lease Agreement**”), (E) a Project Agreement dated as of February 1, 2019 (the “**Project Agreement**”), which sets forth the terms and conditions under which Financial Assistance shall be provided to the Company, and (F) a payment in lieu of tax agreement dated as of February 1, 2019 by and between the Agency and the Company (the “**PILOT Agreement**”) whereby the Company agreed to make certain payments in lieu of real property taxes; and

WHEREAS, at the time the Company entered into the Project Documents, the Company’s sole member was FFP Fund II Partnership1, LLC (the “**Original Member**”); and

WHEREAS, on or about October 13, 2021, the Agency received notice from the Company that, pursuant to a membership interest assignment and assumption agreement, dated as of June 14, 2021, 100% of the membership interests of the manager of the Original Member had been assigned to Nautilus Mayflower Holdco, LLC (the “**New Member**”); and

WHEREAS, the Company and the New Member satisfactorily responded to the Agency’s questions regarding the New Member and the impact of the change in the membership structure on the Project, the Project Facility and the Financial Assistance previously granted by the Agency to the Company with respect to the Project; and

WHEREAS, pursuant to Section 9.2 of the Lease Agreement, the Company has requested that the Agency consent to the change in the membership structure of the Company which the Agency may withhold in its sole and absolute discretion; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “**SEQR Act**”) and the regulations (the “**Regulations**”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “**SEQRA**”), the Project had been subject to an environmental review pursuant to the requirements of the State Environmental Quality Review Act and

the regulations thereunder, resulting in the issuance of a Negative Declaration by the Agency by resolution dated August 24, 2018; and

WHEREAS, pursuant to SEQRA, the Agency must determine the potential environmental significance of its consent to the change in the membership structure of the Company (the “**Transaction**”);

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

Section 1. Based upon the representations made by the Company to the Agency, the Agency makes the following findings and determinations:

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

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

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

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

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

Section 4. The Chief Executive Officer and/or the Chairman of the Board of the Agency 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.

	<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 October 26, 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 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 October 26, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

RESOLUTION CONSENTING TO THE MODIFICATION OF BANK DOCUMENTS

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on October 26, 2021, 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., H. Leonard Schick, Morris Sorbello, Tim Stahl and Gary T. Toth

ABSENT: Tom Kells and Barry Trimble

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, L. Michael Treadwell

The following resolution was duly offered and seconded:

RESOLUTION CONSENTING TO THE MODIFICATION OF BANK DOCUMENTS IN CONNECTION WITH A CERTAIN PROJECT FOR LAKESIDE COMMONS 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, 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 March 20, 2017, the Agency approved a project (the “**Project**”) on behalf of Lakeside Commons LLC, a New York limited liability company (the “**Company**”), consisting of: (A)(i) the acquisition of a leasehold interest in approximately 7 acres of improved real property located at 7112 and 7114 New York State Route 104, Town of Oswego, County of Oswego, State of New York (the “**Land**”); (ii) demolition of existing structures and the construction of 11 residential buildings totaling approximately 174,000 square feet containing approximately 84-units (320 bedroom) of market rate student apartments, an approximately 9,000 square foot clubhouse, an approximately 1,600 square foot maintenance building and surface parking for approximately 240 cars, sidewalks, a footpath connecting to SUNY Oswego and other site amenities (collectively, 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, 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, in order to consummate the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “**Agency Documents**”): (A) a company lease agreement (and a memorandum thereof) dated as of May 1, 2017 (the “**Company Lease**”) by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company; (B) an agency lease agreement (and a memorandum thereof) dated as of May 1, 2017 (the “**Agency Lease**”) by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete the Project as agent of the Agency and the Company further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment in lieu of tax agreement dated as of May 1, 2017 (the “**PILOT Agreement**”) by and between the Agency and the Company pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility; (D) a project agreement dated as of May 1, 2017 (the “**Project Agreement**”), which set forth the terms and conditions under which the Financial Assistance would be provided to the Company; and (E) various certificates relating to the Project; and

WHEREAS, in order to finance the Project, the Company obtained from NBT Bank, National Association (the “**Lender**”) a mortgage loan (the “**Loan**”) in the maximum amount of \$19,990,000.00; and

WHEREAS, the Agency joined in the execution of a fee and leasehold mortgage, assignment of leases and rents and security agreement (the “**Original Lender Document**”) from the Agency and Company to the Lender to secure the Loan, which Original Lender Document granted to the Lender a mortgage on and security interest in the Project Facility and assigned to

the Lender all rents and leases relating to the Project Facility; and

WHEREAS, the Company has informed the Agency that it intends to refinance the Loan with a loan from Bethpage Federal Credit Union (the “**2021 Lender**”) in an amount not to exceed \$16,450,000.00 (the “**Refinanced Loan**”), which Refinanced Loan will be secured by, among other items, (1) a first mortgage consolidation modification extension and security agreement (the “**Consolidated Mortgage**”); (2) a gap mortgage and security agreement (the “**Gap Mortgage**”); and (3) an assignment of rents, leases and other contract rights (the “**Assignment**” and together with the Consolidated Mortgage and the Gap Mortgage, collectively, the “**Refinanced Loan Documents**”); and

WHEREAS, the Company has requested that the Agency consent to the execution and delivery by the Company of the Refinanced Loan Documents;

WHEREAS, the Agency will **NOT** grant Financial Assistance in the form of a mortgage recording tax exemption with respect to the recording of the Refinanced Loan Documents in the Oswego County Clerk’s office; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “**SEQR Act**”) and the regulations (the “**Regulations**”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “**SEQRA**”), the Agency must determine the potential environmental significance of granting its consent to the Company for the execution and delivery of the Refinanced Loan Documents and the transactions contemplated thereby (the “**Transaction**”);

NOW, THEREFORE, be it resolved by the members of the County of Oswego 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 consents to the Transaction. 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 Transaction are hereby approved, ratified and confirmed.

Section 3. The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver such documents, consents and certificates as may be reasonably required by the 2021 Lender in connection with the Transaction.

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 October 26, 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*”), 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 October 26, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)