

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
June 18, 2019
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, Gavin Gretskey, Kevin LaMontagne, 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.

APPROVAL OF MINUTES

On a motion by Mr. Sorbello, seconded by Mr. Trimble, the minutes of the May 15, 2019 meeting were approved.

TREASURER'S REPORT

On a motion by Mr. Schick, seconded by Mr. Stahl, the Financial Statements for the period ended March 31, 2019 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 June 1, 2019.

Budget Reports – Revenues and Expenses

Following a review, on a motion by Mr. Canale, seconded by Mr. Trimble, the following Budget Reports were approved and authorized to be submitted to the State and posted on the website:

- Actual (8/1/17 – 7/31/18)
- Estimated (8/1/18 – 7/31/19)
- Projected (8/1/19 – 7/31/20)

A copy of the Budget Reports are attached and made an official part of the minutes.

HUD CDBG

On a motion by Mr. Canale, seconded by Mr. Trimble, authorization was approved to return to HUD for 2018 interest in the amount of \$5,232.24.

Acknowledgement of Fiduciary Duty

Following a review of the required form that the ABO requires to be signed by all new Directors appointed to the COIDA, Mr. Treadwell reported signed forms have been completed for Agency members.

ABO Training

Mr. Treadwell provided an update of the status of training for COIDA members.

USDA IRP Program

Mr. Treadwell provided an update of the status of the USDA IRP Loan Program. A copy of the report is attached and made an official part of the minutes.

Whistleblower Policy and Procedures

Following a review, on a motion by Mr. Stahl, seconded by Mr. Trimble, the policy was approved. A copy of the Whistleblower Policy is attached and made an official part of the minutes.

Code of Ethics, Procurement and Disposition of Property Guidelines Policies

Following a review, on a motion by Mr. Stahl, seconded by Mr. Sorbello, the policies were reaffirmed. A copy of the Code of Ethics, Procurement and Disposition of Property Guidelines Policies are attached and made an official part of the minutes.

Economic Advancement Plan

Mr. Treadwell reported that an invoice was received from CenterState CEO for consulting services for the 1st Quarter dated February 28, 2019 in the amount of \$11,250 and has been paid. As per the agreement, on a motion by Mr. Stahl, seconded by Mr. Schick, authorization was approved to invoice the County for 50% in the amount of \$5,625.

Infrastructure Studies

Mr. Turner reviewed proposed studies that would be performed by C&S to address two critical issues in support of economic development and the Oswego County Economic Advancement Plan. The first was an I & I study associated with the OCIP and the Village of Phoenix WWTP in the amount of \$15,250, on a motion by Mr. Schick, seconded by Mr. Canale, authorization was approved to share the costs with the County. The second was a Fulton Sewer Capacity and Sewer Flow Monitoring Study in the amount of \$36,500 to address the anticipated need to expand capacity to handle increase demand associated with the Attis Industries project, on a motion by Mr. Stahl, seconded by Mr. Sorbello, authorization was approved to share the costs with the County and to enter into contracts for both projects. COIDA funding source would be the PILOT EDF.

iFreeze/28 Lakeview Holdings, LLC

Following a discussion, on a motion by Mr. Schick, seconded by Mr. Sorbello, authorization to execute Collateral Documents associated with additional money being requested through Tompkins Trust Company was approved.

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. Stahl, seconded by Mr. Canale, it was approved to go into Executive Session at 10:23 a.m.

On a motion by Mr. Stahl, seconded by Mr. Canale, the Executive Session ended at 11:22 a.m.

Delinquent Loan Report

Mr. LaMontagne reviewed the report ended May 31, 2019 in Executive Session.

Attis Ethanol Fulton, LLC

Following a discussion in Executive Session, on a motion by Mr. Canale, seconded by Mr. Stahl, the request by Highscore Capital, LLC for an option on the personal properties and on assignment of PILOT benefits were not authorized.

Nestle Spec Building Initiative

Following a discussion on cost and potential funding in Executive Session, on a motion by Mr. Schick, seconded by Mr. Canale, authorization was approved to enter into discussions with the City of Fulton to acquire the site that would be subject to an environmental review. On a motion by Mr. Schick, seconded by Mr. Canale, authorization was approved to reallocate the \$1.5 million PILOT EDF from the incubator project to the Nestle Spec Building project. Mr. Stahl abstained. On a motion by Mr. Canale, seconded by Mr. Schick, authorization was approved to allocate an additional \$500,000 from the PILOT EDF to support the project. Mr. Stahl abstained. Also on the same motion, authorization was approved to pursue funding via a 2019 CFA application and/or request ESDC to reposition the \$900,000 CFA grant for the incubator project to the Nestle Spec Building project.

DRI Applications 2019

Mr. Treadwell reported that 7 DRI applications were submitted.

R.M. Burritt Motors, Inc.

Following a discussion on the project development cost increasing, on a motion by Mr. Canale, seconded by Mr. Sorbello, a resolution was approved approving the grant of additional financial assistance at the request of the Company. A copy of the Resolution Approving Additional Financial Assistance is attached and made an official part of the minutes.

NYS Senate/Investigations and Government Committee

Mr. Treadwell and Mr. Caraccioli reported that all IDAs in the State have been requested to provide requested information pertaining to compliance with the ABO and GML.

Next Meeting

July 23, 2019 at 9:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Trimble, seconded by Mr. Canale, the meeting was adjourned at 11:34 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

COUNTY OF OSWEGO IDA BUDGETS (PARIS)				
		Actual 2018	Estimated 2019	Projected 2020
Operating Revenues				
Charges for Services		247,076	450,000	250,000
Rental & Financing		184,460	165,000	164,900
Other Operating Revenue		207,003	207,000	200,000
Non Operating Revenues				
Investment Earnings		1,825	16,350	13,200
State Grants		0	0	0
Federal Grants		0	0	0
Municipal Grants		79,000	0	0
Public Authority Subs		0	0	0
Other Nonoperating Rev		8,722	0	0
Proceeds from Debt		0	0	0
Total Revenues & Financing Sources		728,086	838,350	628,100
Operating Expenditures				
Salaries and Wages		0	0	0
Other Employee Benefits		0	0	0
Professional Services Contracts		169,275	110,000	120,000
Supplies and Materials		749	800	1,000
Other Operating Expenditures		413,278	403,700	394,800
Nonoperating Expenditures				
Payment of Principal on Bonds		0	0	0
Interest and Other Financing Chgs		24,617	15,600	6,000
Subsidies to Public Authorities		0	0	0
Capital Asset Outlay		0	0	0
Grants and Donations		6,182	7,800	7,800
Other Nonoperating Expenditures		0	42,000	0
Total Expenditures		614,101	579,900	529,600
Capital Contributions		0	0	0
Excess (deficiency) of Revs Over Exp		113,985	258,450	98,500

County of Oswego Industrial Development Agency
Actual Revenues and Expenses
 August 1, 2017 through July 31, 2018

	Aug '17 - Jul 18
Ordinary Income/Expense	
Income	
980 · Revenues	
2116 · Application/Adm Fees	247,076.11
2401 · Interest and Earnings Savings	
2401.0 · Interest General Savings	531.74
2401.2 · Interest Micro Savings	73.57
2401.3 · Interest PILOT/RLF Savings	1,133.77
2401.4 · Interest Savings Misc	84.92
Total 2401 · Interest and Earnings Savings	1,824.00
2405 · Interest Loans	
2405.1 · Interest Gen/Pilot Loans	117,049.98
2405.2 · Interest Micro Enterprise Loans	2,138.93
2405.3 · Interest IRP Loans	13,631.35
Total 2405 · Interest Loans	132,820.26
2410 · Rental of Real Property	
24101 · Huhtamaki of Fulton	4,732.00
24103 · Hardwood Transformations	24,187.50
24104 · Designer Hardwood Flooring	9,000.00
Total 2410 · Rental of Real Property	37,919.50
2770 · Other Unclassified Revenues	
2770.2 · HUD Loan Interest	13,720.16
2770.4 · PILOTS Income to RLF	207,002.00
2770.5 · Other	8,724.15
2770.6 · Grant Income	79,000.00
Total 2770 · Other Unclassified Revenues	308,446.31
Total 980 · Revenues	728,086.18
Total Income	728,086.18
Expense	
522 · Expenses	
6460.4 · Administration	
4.1 · Advertising - Notices	424.89
4.2 · Dues	400.00
4.3 · Legal and Accounting	44,770.75
4.31 · Collection Fees	4,800.00
4.5 · Administration Fee OOC	316,250.00
4.6 · Supplies	749.44
4.7 · Professional Services	124,505.00
4.8 · Micro Enterprise Prog Expenses	3,167.23
5.1 · Interest USDA	5,029.00
5.2 · USDA Fees	919.79
5.5 · Interest on Pathfinder Mortgage	18,668.11
5.6 · Insurance	36,760.53

County of Oswego Industrial Development Agency

Actual Revenues and Expenses

August 1, 2017 through July 31, 2018

	<u>Aug '17 - Jul 18</u>
5.7 · Building Expenses	44,745.28
6.0 · Depreciation Expense	9,896.00
Total 6460.4 · Administration	<u>611,086.02</u>
Total 522 · Expenses	611,086.02
6462.4 · Grants LED	
2. · Columbia Mills - Taxes	2,467.01
2.01 · Other Property Taxes	547.79
Total 6462.4 · Grants LED	<u>3,014.80</u>
Total Expense	<u>614,100.82</u>
Net Ordinary Income	<u>113,985.36</u>
Net Income	<u><u>113,985.36</u></u>

**County of Oswego Industrial Development Agency
Estimated Revenues and Expenses**

August 1, 2018 through July 31, 2019

	<u>Aug '18 - Jul 19</u>
Ordinary Income/Expense	
Income	
980 · Revenues	
2116 · Application/Adm Fees	450,000.00
2401 · Interest and Earnings Savings	
2401.0 · Interest General Savings	4,200.00
2401.2 · Interest Micro Savings	600.00
2401.3 · Interest PILOT/RLF Savings	11,000.00
2401.4 · Interest Savings Misc	550.00
Total 2401 · Interest and Earnings Savings	<u>16,350.00</u>
2405 · Interest Loans	
2405.1 · Interest Gen/Pilot Loans	110,000.00
2405.2 · Interest Micro Enterprise Loans	2,600.00
2405.3 · Interest IRP Loans	20,000.00
Total 2405 · Interest Loans	<u>132,600.00</u>
2410 · Rental of Real Property	
24101 · Huhtamaki of Fulton	14,400.00
Total 2410 · Rental of Real Property	<u>14,400.00</u>
2770 · Other Unclassified Revenues	
2770.2 · HUD Loan Interest	18,000.00
2770.4 · PILOTS Income to RLF	207,000.00
Total 2770 · Other Unclassified Revenues	<u>225,000.00</u>
Total 980 · Revenues	<u>838,350.00</u>
Total Income	838,350.00
Expense	
522 · Expenses	
6460.4 · Administration	
4.1 · Advertising - Notices	1,000.00
4.2 · Dues	1,000.00
4.3 · Legal and Accounting	60,000.00
4.31 · Collection Fees	4,800.00
4.5 · Administration Fee OOC	345,000.00
4.6 · Supplies	800.00
4.7 · Professional Services	50,000.00
4.8 · Micro Enterprise Prog Expenses	4,000.00
4.93 · Loss on Sale of Asset	42,000.00
5.1 · Interest USDA	5,200.00
5.5 · Interest on Pathfinder Mortgage	10,400.00
5.6 · Insurance	38,000.00
6.0 · Depreciation Expense	13,900.00
Total 6460.4 · Administration	<u>576,100.00</u>
Total 522 · Expenses	576,100.00

County of Oswego Industrial Development Agency
Estimated Revenues and Expenses
August 1, 2018 through July 31, 2019

	<u>Aug '18 - Jul 19</u>
6462.4 · Grants LED	
2. · Columbia Mills - Taxes	3,000.00
2.01 · Other Property Taxes	800.00
Total 6462.4 · Grants LED	<u>3,800.00</u>
Total Expense	<u>579,900.00</u>
Net Ordinary Income	<u>258,450.00</u>
Net Income	<u><u>258,450.00</u></u>

County of Oswego Industrial Development Agency
Projected Revenues and Expenses
 August 1, 2019 through July 31, 2020

	Aug '19 - Jul 20
Ordinary Income/Expense	
Income	
980 · Revenues	
2116 · Application/Adm Fees	250,000.00
2401 · Interest and Earnings Savings	
2401.0 · Interest General Savings	4,000.00
2401.2 · Interest Micro Savings	600.00
2401.3 · Interest PILOT/RLF Savings	8,000.00
2401.4 · Interest Savings Misc	600.00
Total 2401 · Interest and Earnings Savings	13,200.00
2405 · Interest Loans	
2405.1 · Interest Gen/Pilot Loans	110,000.00
2405.2 · Interest Micro Enterprise Loans	2,500.00
2405.3 · Interest IRP Loans	20,000.00
Total 2405 · Interest Loans	132,500.00
2410 · Rental of Real Property	
24101 · Huhtamaki of Fulton	14,400.00
Total 2410 · Rental of Real Property	14,400.00
2770 · Other Unclassified Revenues	
2770.2 · HUD Loan Interest	18,000.00
2770.4 · PILOTS Income to RLF	200,000.00
Total 2770 · Other Unclassified Revenues	218,000.00
Total 980 · Revenues	628,100.00
Total Income	628,100.00
Expense	
522 · Expenses	
6460.4 · Administration	
4.1 · Advertising - Notices	1,000.00
4.2 · Dues	1,000.00
4.3 · Legal and Accounting	70,000.00
4.31 · Collection Fees	4,800.00
4.5 · Administration Fee OOC	350,000.00
4.6 · Supplies	1,000.00
4.7 · Professional Services	50,000.00
4.8 · Micro Enterprise Prog Expenses	4,000.00
5.1 · Interest USDA	6,000.00
5.6 · Insurance	38,000.00
Total 6460.4 · Administration	525,800.00
Total 522 · Expenses	525,800.00

County of Oswego Industrial Development Agency
Projected Revenues and Expenses
August 1, 2019 through July 31, 2020

	<u>Aug '19 - Jul 20</u>
6462.4 · Grants LED	
2 · Columbia Mills - Taxes	3,000.00
2.01 · Other Property Taxes	800.00
Total 6462.4 · Grants LED	<u>3,800.00</u>
Total Expense	<u>529,600.00</u>
Net Ordinary Income	<u>98,500.00</u>
Net Income	<u><u>98,500.00</u></u>

COIDA
USDA IRP LOAN PROGRAM (1)

Loans	15
Amount	\$ 1,348,660
Project Cost	12,316,992
% of Cost	10.9%
Jobs	113

Initial Funding	\$ 750,000	USDA
	<u>250,000</u>	COIDA
	\$ 1,000,000	

USDA IRP LOAN PROGRAM (2)

Initial Funding	\$ 500,000	USDA
	<u>175,000</u>	COIDA
	\$ 675,000	

June 18, 2019

COUNTY OF OSWEGO

INDUSTRIAL DEVELOPMENT AGENCY

Whistleblower Policy and Procedures

Purpose

It is the policy of County of Oswego Industrial Development Agency (COIDA) to afford certain protections to individuals who in good faith report violations of the COIDA's Code of Ethics or other instances of potential wrongdoing within the COIDA. The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within COIDA and without fear of retaliation or adverse employment action.

Definitions

“Good Faith”: Information concerning potential wrongdoing is disclosed in “good faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

“COIDA Employee”: All board members, and officers and staff employed at COIDA whether full-time, part-time, employed pursuant to contract, employees on probation and temporary employees.

“Whistleblower”: Any COIDA Employee (as defined herein) who in good faith discloses information concerning wrongdoing by another COIDA employee or concerning the business of the COIDA itself.

“Wrongdoing”: Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a COIDA Employee (as defined herein) that relates to the COIDA.

“Personnel action”: Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

Section I: Reporting Wrongdoing

All COIDA Employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of COIDA; or a person having business dealings with COIDA; or concerning COIDA itself, shall report such activity in accordance with the following procedures:

- a) The COIDA Employee shall disclose any information concerning wrongdoing either orally or in a written report to his or her supervisor, or to the COIDA's ethics officer, general counsel or human resources representative.
- b) All COIDA Employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.

- c) The identity of the whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- d) The individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency where applicable.
- e) Should a COIDA Employee believe in good faith that disclosing information within the COIDA pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the COIDA Employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll-free number (1-800-560-1770) should be used in such circumstances.

Section II: No Retaliation or Interference

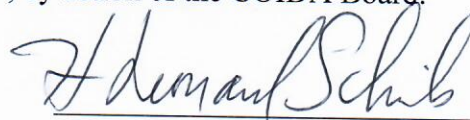
No COIDA Employee shall retaliate against any whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and, no COIDA Employee shall interfere with the right of any other COIDA Employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

- a) No COIDA Employee who in good faith discloses potential violations of COIDA's Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.
- b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by COIDA.
- c) Any COIDA Employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of COIDA's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.
- d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

Section III: Other Legal Rights Not Impaired

The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

This Policy is adopted the 18th day of June, 2019, by action of the COIDA Board.



H. Leonard Schick, Secretary

COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY

CODE OF ETHICS

This Code of Ethics shall apply to all officers and employees of the County of Oswego Industrial Development Agency (COIDA). These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the COIDA's directors and employees and to preserve public confidence in the COIDA's mission.

Responsibility of Directors and Employees

1. Directors and employees shall perform their duties with transparency, without favor and refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties.
2. Directors and employees shall not directly or indirectly, make, advise, or assist any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests.
3. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the COIDA.
4. Directors and employees shall not use or attempt to use their official position with the COIDA to secure unwarranted privileges for themselves, members of their family or others, including employment with the COIDA or contracts for materials or services with the COIDA.
5. Directors and employees must conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust.
6. Directors and employees may not engage in any official transaction with an outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties.

7. Directors and employees shall manage all matters within the scope of the COIDA's mission independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the COIDA without bias and shall support the COIDA's mission to the fullest.

8. Directors and employees shall not use COIDA property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the COIDA's mission and goals.

9. Directors and employees are prohibited from appearing or practicing before the COIDA for two (2) years following employment with the COIDA, consistent with the provisions of Public Officers Law.

Implementation of Code of Ethics

This Code of Ethics shall be provided to all directors and employees upon commencement of employment or appointment and shall be reviewed annually by the Governance Committee.

The board may designate an Ethics Officer, who shall report to the board and shall have the following duties:

- Counsel in confidence COIDA directors and employees who seek advice about ethical behavior.
- Receive and investigate complaints about possible ethics violations.
- Dismiss complaints found to be without substance.
- Prepare an investigative report of their findings for action by the Chief Executive Officer or the board.
- Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts and gratuities.

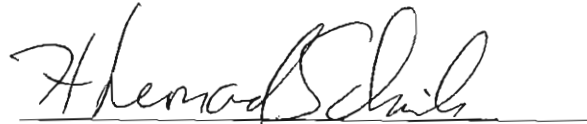
Penalties

In addition to any penalty contained in any other provision of law, an COIDA director or employee who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Reporting Unethical Behavior

Employees and directors are required to report possible unethical behavior by a director or employee of the COIDA to the Ethics Officer. Employees and directors may file ethics complaints anonymously and are protected from retaliation by the policies adopted by the COIDA.

This Policy was reaffirmed on the 18th day of June 2019, by action of the COIDA Board.



H. Leonard Schick, Secretary

COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY

PROCUREMENT POLICY

The County of Oswego Industrial Development Agency (the "Agency") is a New York State public benefit corporation and thus subject to the provisions of Article 5-A of the General Municipal Law, among other provisions, pertaining to the procurement of goods and services. The following guidelines set forth the policy by which the Agency conducts the prospective purchase of goods and services.

Guideline 1. Every prospective purchase of goods or services shall be evaluated to determine the applicability of GML, Section 103 which said section among other matters, states that all contracts for public work involving an expenditure of more than \$35,000.00 and all purchase contracts involving an expenditure of more than \$20,000.00 shall be awarded through the lowest responsible bidder after advertisement for sealed bids...". Every Agency officer, board, department head, or other personnel with the requisite purchasing authority (hereinafter "Purchaser") shall estimate the cumulative amount of the items of supply or equipment needed in a given fiscal year. That estimate shall include the canvass of other Agency departments and past history to determine the likely yearly value of the commodity to be required. The information gathered and conclusions reached shall be documented and kept with the file or other documentation supporting the purchase activity.

Guideline 2. All purchases of a) supplies or equipment which will exceed \$20,000.00 in the fiscal year or b) public works contracts over \$35,000.00 shall be formally bid pursuant to GML, Section 103.

Guideline 3. All estimated purchases of:

a. Less than \$20,000.00 but greater than \$9,999.00, may be bid at the option of the County of Oswego Industrial Development Agency Board, or in the alternative, shall require written and/or faxed quotes from at least three or more vendors where available.

b. Less than \$10,000.00 but greater than \$999.00, may be bid at the option of the County of Oswego Industrial Development Agency Board, or the alternative, require an oral request for the goods and written and/or faxed quotes from two vendors where available.

c. Less than \$1,000.00 are left to the discretion of the purchasers, but shall be documented by invoice for future reference.

COIDA Procurement Policy

All Estimated Public Works Contracts of:

d. Less than \$35,000.00 but greater than \$24,999.00, may be bid at the option of the County of Oswego Industrial Development Agency Board, or in the alternative, shall require written and/or faxed proposals from three contractors where available.

e. Less than \$20,000.00 but greater than \$9,999.00, may be bid at the option of the County of Oswego Industrial Development Agency Board or shall require a written and/or faxed proposal from two contractors where available.

f. Less than \$10,000.00 may be bid at the option of the County of Oswego Industrial Development Agency Board or shall be left to the discretion of the purchaser providing adequate documentation by invoice or otherwise as supplied for future reference.

Guideline 4. Any purchase shall compile a list of all vendors from whom written, fax, or oral quotes have been requested and/or offered, and all information gathered and complying with the procedures of this Guideline shall be preserved and filed with the documentation supporting the subsequent purchase or public works contract.

Guideline 5. The lowest responsible proposal or quote shall be awarded the purchase or public works contract unless the purchaser whether County of Oswego Industrial Development Agency Board or not, prepares a written justification and providing reasons why it is in the best interest of the County of Oswego Industrial Development Agency and its payers to make an award to other than the lowest bidder. If a bidder is not deemed responsible, facts supporting that judgment shall also be documented and filed with the record supporting the procurement, where available.

Guideline 6. A good faith effort shall be made to obtain the required number of proposals or quotations. If the purchaser is unable to obtain the required number of proposals or quotations, the purchaser shall document the attempt made at obtaining the proposals. In no event shall the inability to obtain the proposals or quotes be a bar to the procurement.

Guideline 7. Except when directed by the Agency board, no solicitation of written proposals or quotations shall be required under the following circumstances:

- a. Acquisition of professional services;
- b. Emergencies;
- c. Sole source situations;
- d. Goods purchased from agencies for the blind or severely handicapped;
- e. Goods purchased from correction facilities;
- f. Goods purchased another governmental agency;
- g. Goods purchased at auction; and

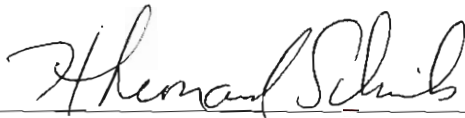
COIDA Procurement Policy

- h. Goods purchased under State bid; goods purchased under County bid.

Guideline 8. Cumulative purchases of goods or services during a single transaction exceeding the applicable thresholds shall require approval prior to purchasing.

Guideline 9. This policy shall be reviewed annually by the County of Oswego Industrial Development Agency at its organizational meeting or as soon thereafter as is reasonably practicable.

Re-Affirmed this 18th day of June, 2019, by action of the COIDA Board.



H. Leonard Schick, Secretary

COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
DISPOSITION OF PROPERTY GUIDELINES

1. DEFINITIONS. As used herein, the following terms shall have the meaning set forth below.

1.1 “Act” shall mean Title 5-A of the New York Public Authorities Law, as amended from time to time.

1.2 “Commissioner of General Services” shall mean the Commissioner of the New York State Office of General Services.

1.3 “Contracting Officer” shall mean the officer or employee of the Agency who shall be appointed by Agency resolution to be responsible for the Disposal of Property.

1.4 “Dispose” or “Disposal” shall mean transfer of title or any other beneficial interest in Property in accordance with these Guidelines and Section 2897 of the Public Authorities Law, as amended from time to time.

1.5 “Guidelines” shall mean these Guidelines, as amended from time to time by Agency resolution.

1.6 “IDA Act” shall mean Title 18-A of the New York General Municipal Law and Section 911-b of the General Municipal Law, each as amended from time to time.

1.7 “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party. For purposes of these Guidelines, Property shall not include the interest granted to the Agency in any “project” (as defined in Section 854(4) of the IDA Act) in connection with the provision of “financial assistance” (as defined in Section 854(14) of the IDA Act) to the extent that such project and the interest granted to the Agency secure the project occupant’s obligations to the Agency or any indebtedness obtained by or on behalf of the project occupant.

2. CONTROLLING LEGISLATION.

2.1 The Public Authorities Accountability Act of 2005 requires the Agency to adopt by resolution comprehensive Guidelines which detail the Agency’s operative policy and instructions regarding the use, awarding, monitoring and reporting of contracts for the Disposal of Property and designate a Contracting Officer with responsibility for compliance with, and enforcement of, these Guidelines.

2.2 These Guidelines are intended to be consistent with and shall be construed in accordance with the Act and the IDA Act. The Agency shall Dispose of its Property in accordance with these Guidelines, the Act and the IDA Act.

- 2.3 The Act requires the Agency to establish Guidelines to ensure that the Agency shall:
- (i) maintain adequate inventory controls and accountability systems for all Property owned by the Agency and under its control;
 - (ii) periodically inventory such Property to determine which Property shall be Disposed of;
 - (iii) produce a written report of such Property in accordance with the Act; and
 - (iv) Dispose of such Property as promptly as possible in accordance with the Act.

3. DUTIES OF CONTRACTING OFFICER.

Except as otherwise provided herein and in the Act, the Contracting Officer shall have supervision and direction over the Disposal of Property of the Agency and be responsible for compliance by the Agency with, and enforcement of, these Guidelines. The Agency shall have the right to Dispose of its Property for any valid corporate purpose.

4. AGENCY PROPERTY.

4.1 Custody and Control of Agency Property.

The custody and control of Agency Property, pending its Disposal, and the Disposal of such Property, shall be performed by the Agency or by the Commissioner of General Services when so authorized under the Act and these Guidelines.

4.2 Disposal of Agency Property.

(i) Fair Market Value. The Agency may Dispose of its Property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Agency by resolution deems proper under the Act and the IDA Act as implemented by these Guidelines, provided, however, except in compliance with all applicable law, no disposition of real Property, any interest in real Property, or any other Property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such Property has been made by an independent appraiser and included in the Agency's record of the transaction.

(ii) Disposal by Commissioner of General Services. When the Agency shall have deemed that Disposal of any of the Agency's Property by the Commissioner of General Services will be advantageous to the Agency and the State of New York, the Agency may enter into an agreement with the Commissioner of General Services pursuant to which said Commissioner may Dispose of Property of the Agency under terms and conditions agreed to by the Agency and the Commissioner. In Disposing of any such Property, the Commissioner shall be bound by the terms hereof and references to the Contracting Officer shall be deemed to refer to the Commissioner of General Services.

(iii) Public Advertising Required.

(A) All Disposals or contracts for Disposal of Property of the Agency shall be made after publicly advertising for bids except as provided in Section 4.2(iv).

(B) Whenever public advertising for bids is required under this Section 4.2(iii):

(1) the advertisement for bids shall be made at such time prior to the Disposal or contract for Disposal through such methods, and on such terms and conditions as the Contracting Officer determines will permit full and free competition consistent with the value and nature of the Agency's Property proposed for Disposal;

(2) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(3) the award shall be made by the Contracting Officer on behalf of the Agency with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Agency taking into consideration, price and other factors; provided that all bids may be rejected when the Agency determines it is in the public interest to do so.

(iv) Exception to Public Advertising.

(A) Disposals and contracts for Disposal of Property may be negotiated or made by public auction without regard to Sections 4.2(iii) but subject to obtaining such competition as the Contracting Officer determines to be feasible under the circumstances, if:

(1) the personal Property involved is of a nature and quantity which, if Disposed of under Sections 4.2(iii), would adversely affect the State or local market for such Property, and the estimated fair market value of such Property and other satisfactory terms of Disposal can in the opinion of the Board be obtained by negotiation; or

(2) the fair market value of the Property does not exceed \$15,000; or

(3) bid prices after advertising therefor are not reasonable, either as to all or some part of the Property, or have not been independently arrived at in open competition; or

(4) the Disposal will be to the State or any political subdivision and the estimated fair market value of the Property and other satisfactory terms of Disposal are obtained by negotiation; or

(5)

(a) the Disposal is for an amount less than the estimated fair market value of the Property; and

(b) the terms of such Disposal are obtained by public auction or negotiation; and

(c) the Disposal of the Property is intended to further the public health, safety or welfare or an economic development interest of the Agency, the state or a political subdivision of the State (to include but not limited to, the prevention or remediation of a substantial threat to public health or safety, the creation or retention of a substantial number of job opportunities, or the creation or retention of a substantial source of revenues, or where the IDA Act permits); and

(d) the purpose and the terms of such Disposal are documented in writing and approved by resolution of the Agency; or

(6) such action is otherwise authorized by law.

(B) An explanatory statement shall be prepared by the Contracting Officer of the circumstances of each Disposal by negotiation of:

(a) any personal Property which has an estimated fair market value in excess of \$15,000;

(b) any real Property that has an estimated fair market value in excess of \$100,000, except that any real Property Disposed of by lease or exchange shall only be subject to clauses (c) through (e) of this subparagraph;

(c) any real Property Disposed of by lease for a term of five years or less, if the estimated fair annual rent is in excess of \$100,000 for any of such years;

(d) any real Property Disposed of by lease for a term of more than five years, if the total estimated rent over the term of the lease is in excess of \$100,000; or

(e) any real Property or real and related personal Property Disposed of by exchange, regardless of value, or any Property any part of the consideration for which is real Property.

(C) Each such explanatory statement shall be transmitted to the Comptroller of the State, the Director of Budget of the State, the Commissioner of General Services and the New York Legislature, not less than ninety (90) days in advance of such Disposal, and a copy thereof shall be retained in the files of the Agency.

5. REPORTS.

5.1 The Agency shall publish, not less frequently than annually, a report listing all Property of the Agency. Such report shall consist of a list and full description of all real and personal Property Disposed of during such period. The report shall contain the price received by the Agency and the name of the purchaser for all such Property Disposed of by the Agency during such period.

5.2 The Agency shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature.

6. ANNUAL REVIEW AND AMENDMENTS OF GUIDELINES.

The Guidelines are subject to modification and amendment at the discretion of the Agency in accordance with the Act and IDA Act. On or before March 31 of each year, the Agency shall review and approve the Guidelines annually including the name of the Contracting Officer. On or before March 31st of each year, the Guidelines most recently reviewed and approved shall be filed with the Comptroller of the State, posted on the Agency's website and maintained on the Agency's website until guidelines for the following year or amended guidelines are posted.

These Guidelines were reaffirmed on the 18th day of June, 2019, by action of the COIDA Board.



H. Leonard Schick, Secretary

RESOLUTION APPROVING ADDITIONAL FINANCIAL ASSISTANCE

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on June 18, 2019 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, L. Michael Treadwell and Bob Wilmott

The following resolution was duly offered and seconded:

RESOLUTION APPROVING THE GRANT OF ADDITIONAL FINANCIAL ASSISTANCE AT THE REQUEST OF THE COMPANY

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

WHEREAS, R.M. Burritt Motors, Inc., a Delaware business corporation, authorized to do business in the State of New York, (the “*Company*”), and/or entities formed or to be formed on its behalf, submitted a revised application to the Agency on or about January 4, 2019 (the

“*Application*”), a copy of which is on file at the office of the Agency, requesting the Agency undertake a project (the “*Project*”) consisting of: (A)(i) the acquisition (or retention) of a leasehold interest (or sub-leasehold interest) in approximately 15 acres of real property located at 340 State Route 104, City of Oswego, State of New York (the “*Land*”); (ii) the construction of an automobile dealership, including a car wash, and a collision/service center (collectively, 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 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) and State and local sales and use tax and entering into a lease transaction for the purchase of equipment to be used in the Project Facility in an amount not to exceed \$300,000 (the “*Equipment Lease*”) (collectively, the “*Financial Assistance*”); and (C) 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 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, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on March 19, 2019 pursuant to Section 859-a of the Act, notice of which was published on February 28, 2019 in The Palladium-Times, a newspaper of general circulation in the County of Oswego, New York and given to the chief executive officers of the affected tax jurisdictions by letter dated February 26, 2019; and

WHEREAS, the Agency adopted a resolution on February 22, 2019 (the “*Initial Resolution*”) entitled:

RESOLUTION DETERMINING THAT THE CONSTRUCTION AND EQUIPPING OF A COMMERCIAL FACILITY AT THE REQUEST OF THE COMPANY CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND AUTHORIZING A PUBLIC HEARING

which resolution is in full force and effect and has not been amended or modified; 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 City of Oswego Planning Board (the “*Planning Board*”) classified the Project as a Type I action, conducted a coordinated environmental review of the Project, and issued a negative declaration for the Project on February 5, 2019; and

WHEREAS, the Agency’s involvement in the Project was not contemplated when the Planning Board performed the coordinated SEQRA review and issued the negative declaration for the Project; and

WHEREAS, the Agency, in recognition of the fact that, had the Agency’s involvement in the Project been contemplated it would have been an involved agency and consented to the Planning Board’s lead agency status, adopted a resolution on March 20, 2019 (the “**SEQRA Resolution**”) entitled:

RESOLUTION CLASSIFYING A CERTAIN PROJECT AS A TYPE I ACTION PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT AND DETERMINING THAT THE PROJECT WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, the Agency adopted a resolution on March 20, 2019 (the “**Inducement Resolution**”) entitled:

RESOLUTION UNDERTAKING THE ACQUISITION, CONSTRUCTION, EQUIPPING AND COMPLETION OF A CERTAIN COMMERCIAL PROJECT, APPOINTING THE COMPANY AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, EQUIPPING AND COMPLETION OF THE PROJECT; APPROVING CERTAIN FINANCIAL ASSISTANCE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND THE COMPANY

which resolution is in full force and effect and has not been amended or modified;

WHEREAS, the Agency adopted a resolution on March 20, 2019 (the “**PILOT Resolution**”) entitled:

RESOLUTION APPROVING A PAYMENT IN LIEU OF TAX SCHEDULE AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN AT THE REQUEST OF THE COMPANY

which resolution is in full force and effect and has not been amended or modified;

WHEREAS, the Agency adopted a resolution on March 20, 2019 (the “**Final Approving Resolution**”) entitled:

**RESOLUTION AUTHORIZING THE EXECUTION AND
DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY
IN CONNECTION WITH A COMMERCIAL PROJECT
UNDERTAKEN AT THE REQUEST OF THE COMPANY**

which resolution is in full force and effect and has not been amended or modified; and

WHEREAS, as of the date of the Application, the Company requested a mortgage recording tax exemption with respect to a mortgage in an amount not to exceed \$6,800,000 (the “Original Mortgage Amount”); and

WHEREAS, the Company notified the Agency that the final amount of the mortgage was \$6,872,000 (the “Final Mortgage Amount”) and requested that the Agency grant a mortgage recording tax exemption with respect to the increase in the Final Mortgage Amount (\$6,872,000) over the Original Mortgage Amount (\$6,800,000); and

WHEREAS, the increase in the mortgage recording tax exemption requested is \$540.00 in excess of the amount included in the Application (the “Additional Financial Assistance”); and

WHEREAS, the Additional Financial Assistance is less than the \$100,000.

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

Section 1. It is the policy of the State to promote the health, economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. Based upon the representations and projections made by the Company to the Agency and after considering those representations, the Agency hereby makes the following determinations:

- a) Ratifies the findings in its Initial, Inducement, PILOT and Final Approving Resolutions.
- b) The granting of the Additional Financial Assistance will be an inducement to the Company to develop the Project in the City of Oswego and County of Oswego; and will assist the Company in its expansion.

- c) The commitment of the Agency to provide the Additional Financial Assistance to the Company will assist the Company to acquire, construct, equip and complete the Project Facility.
- d) The construction, equipping, completion and operation of the Project Facility will promote employment opportunities and help prevent economic deterioration in the County of Oswego and the State by the creation of full-time jobs.
- e) The construction, equipping, completion and operation of the Project Facility and the attendant promotion of the local economy will advance the job opportunities, health, prosperity and economic welfare of the people of the State and the County of Oswego and the granting of the Additional Financial Assistance is a necessary component to the financing of the Project.
- f) The Project will not result in the removal of any commercial, industrial or manufacturing plant or facility of the Company or of any other proposed occupant of the Project Facility from one area of the State to another area of the State or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act.

Section 3. Subject to the conditions set forth in Section 4.02 of the Agreement and the Project Agreement (as those terms are defined in the Inducement Resolution), this Resolution, the Inducement Resolution, the PILOT Resolution and the Final Approving Resolution (collectively the “**Resolutions**”), the Agency will: (A) grant the Additional Financial Assistance to the Company; and (B) execute and deliver any other documents necessary to effectuate the intent of the Resolutions and the granting of the Additional Financial Assistance as contemplated by and consistent with this Resolution upon the advice of counsel to the Agency.

Section 4. The Chief Executive Officer and/or (Vice) Chairperson are each hereby authorized and directed, for and in the name and on behalf of the Agency, to execute and deliver the documents and agreements identified herein and any such additional certificates, instruments, documents or affidavits, to pay any such other fees, charges and expenses, to make such other changes, omissions, insertions, revisions, or amendments to the documents referred to herein and to do and cause to be done any such other acts and things, as they determine, on advice of counsel to the Agency, may be necessary or desirable to consummate the transactions contemplated by the Resolutions. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 5. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to above shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 6. 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 7. 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 8. Counsel to the Agency and special Agency counsel are hereby authorized to work with the Company, and others to prepare, for submission to the Agency, all documents necessary to effect the grant of Additional Financial Assistance and to consummate the transactions contemplated by this Resolution.

Section 9. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Tom Kells				X	
Tim Stahl	X				
H. Leonard Schick	X				
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	X				

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) ss.:
COUNTY OF OSWEGO)

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “**Agency**”) held on June 18, 2019, 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 June 18, 2019.

L. Michael Treadwell
Chief Executive Officer

(SEAL)