

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
August 23, 2021
IDA OFFICE BUILDING
44 W. BRIDGE ST.
OSWEGO, NEW YORK

PRESENT: Schick, Sorbello, Stahl, Toth and Trimble

Absent/Excused: Canale and Kells

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

Chair Toth convened the meeting at 9:03 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. Stahl, the minutes of July 29, 2021 were approved. Mr. Schick abstained.

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 August 13, 2021.

Treasurer's Report

On a motion by Mr. Schick, seconded by Mr. Trimble, the Financial Statements for the period ended June 30, 2021, were approved.

Oswego School District Public Library

Miranda McDermott, Executive Director of the Oswego School District Public Library, provided the board with a background and history of Civic Facility Bond financing by the COIDA for renovations to the library. Ms. McDermott noted that the interest rate is 4.8% and they would like to consider possible re-financing of the Bonds, which have an interest rate at this time of 2.8%. The Library is working with an attorney from Bond, Schoeneck and King and a consultant from R.W. Baird & Company.

Discussion regarding the IDA's restrictions imposed by the State regarding Civic Facility Bonds and the possible resurrection of the Oswego County Civic Facility Corporation.

OCIP Funding Request

Following a discussion regarding funding for development of the newly acquired 185 acres adjacent to the Oswego County Industrial Park, on a motion by Mr. Schick, seconded by Mr. Trimble, it was approved to send a request letter for funding through the American Rescue Act to the County of Oswego for the development of the property.

Grossman St. Amour

Following discussion, on a motion by Mr. Stahl, seconded by Mr. Sorbello, authorization to enter into a contract Audit Services for COIDA FYE 7/31/2021 in the amount of \$11,550 with Grossman St. Amour was approved.

SG Ontario Sun PV, LLC

Following a discussion regarding restructuring solar projects and changes in ownership, on a motion by Mr. Stahl, seconded by Mr. Schick, a resolution approving the sale of the membership interest in the company (SG Ontario Sun PV, LLC) in connection with financial assistance provided for a project and determining other matters in connection therewith, was approved.

GSPP 1616 County Route 12, LLC

Following discussion on the modifications to the project, on a motion by Mr. Trimble, seconded by Mr. Sorbello, a resolution approving the sale of the membership interests in the company (GSPP 1616 County Route 12, LLC) in connection with financial assistance provided for a project and ratifying and reaffirming the approving resolutions, was approved.

COIDA Fees for Changes in Ownership

Following discussion on ownership changes for solar projects, it was agreed that the administrative fees would be ¼ of 1% of the original project cost or the amended project cost, if any, with a minimum of \$250 for ownership changes for solar projects.

Other Business

Mr. Treadwell reported that the Public Hearing was held for Highland Animal Hospital. However, the project is not on the agenda this month due to the SEQRA process with the Village of Central Square has not been completed yet.

EXECUTIVE SESSION

On a motion by Mr. Stahl, seconded by Mr. Trimble, it was approved to go into Executive Session to discuss the financial history of a particular corporation or individual at 10:11 a.m.

On a motion by Mr. Sorbello, seconded by Mr. Trimble, it was approved to exit Executive Session at 10:48 a.m.

PILOT EDF Report

Mr. Treadwell reviewed the report and status as of July 31, 2021 in Executive Session.

Delinquent Loan Report

Following discussion in Executive Session, on a motion by Mr. Schick, seconded by Mr. Stahl, the Delinquent Loan Report for July 31, 2021 was approved.

BHK Properties, LLC (Kathy's Cakes & Specialty Treats)

Following discussion in Executive Session, on a motion by Mr. Trimble, seconded by Mr. Toth, a Micro-Enterprise Loan in the amount of \$25,000 was approved for BHK Properties, LLC/Kathy's Cakes & Specialty Treats.

Next Meeting

September 21, 2021 at 9:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Stahl, seconded by Mr. Toth, the meeting was adjourned at 10:50 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

RESOLUTION APPROVING THE SALE OF THE MEMBERSHIP INTERESTS IN THE COMPANY IN CONNECTION WITH FINANCIAL ASSISTANCE PROVIDED FOR A PROJECT AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on August 23, 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: H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Nick Canale, Jr., and Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, Miranda McDermott, L. Michael Treawell, Austin Wheelock and Teresa Woolson

RESOLUTION APPROVING THE SALE OF THE MEMBERSHIP INTERESTS IN THE COMPANY IN CONNECTION WITH FINANCIAL ASSISTANCE PROVIDED FOR A PROJECT AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH.

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

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

WHEREAS, pursuant to a final approving resolution duly adopted on November 19, 2020 (the “*Approving Resolution*”), the Agency approved undertaking a project (the “*Project*”) on behalf of SG Ontario Sun PV, LLC, a New York limited liability company, (the “*Company*”) consisting of: (A)(i)

the acquisition of a leasehold interest (or sub-leasehold interest) in all or a portion of an approximately 147.58 acre parcel of real property located at 8659 State Route 3 (tax map no. 018.00-02-15.02) in the Town of Sandy Creek, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 10 acre solar power electric generating photo-voltaic system, including, but not limited, to solar panel modules, racking systems, transformers, wiring, and other electrical and mechanical components, (the “**Facility**”); (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, 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, 2021 (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, 2021 (the “Memorandum of Company Lease”), (C) an agency lease agreement dated as of February 1, 2021 (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, 2021 (the “Memorandum of Lease Agreement”), (E) a Project Agreement dated as of February 1, 2021 (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, 2021 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 Solar Generation Projects, LLC (the “Original Membership Owner”); and

WHEREAS, on or about August 17, 2021, the Agency received notice from the Company that, pursuant to a membership interest purchase agreement, dated as of May 18, 2021, between the Original Membership Owner and New York Solar DG 1, LLC (the “New Membership Owner”), the Original Membership Owner sold and the New Membership Owner purchased 100% of the membership interests in the Company; and

WHEREAS, the Company answered the Agency’s questions regarding the New Membership Owner and the impact of the change in ownership on the Project and the Financial Assistance previously granted by the Agency to the Company; and

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

WHEREAS, on or about August 17, 2021, the Company informed the Agency that the Land is owned by the Original Membership Owner and has requested that the Agency join with the Company in the execution and delivery of an omnibus amendment of Agency Documents (the “Omnibus Amendment”), which Omnibus Amendment will correct all references to the Company as fee owner of the Land in the Agency Documents; 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 November 19, 2020; and

WHEREAS, pursuant to the SEQR, the Agency must determine the potential environmental significance of the execution and delivery of the Omnibus Amendment and the grant approval of the change in ownership of the membership interest (collectively, 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 August 23, 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 August 23, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

**RESOLUTION CONSENTING TO A CHANGE IN OWNERSHIP OF
MEMBERSHIP INTERESTS IN THE COMPANY AND RATIFYING AND REAFFIRMING
THE APPROVING RESOLUTIONS**

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on August 23, 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: H. Leonard Schick, Morris Sorbello, Tim Stahl, Gary T. Toth and Barry Trimble

ABSENT: Nick Canale, Jr. and Tom Kells

ALSO PRESENT: Kevin C. Caraccioli, Kevin LaMontagne, Miranda McDermott, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

**RESOLUTION APPROVING THE SALE OF THE
MEMBERSHIP INTERESTS IN THE COMPANY IN
CONNECTION WITH FINANCIAL ASSISTANCE
PROVIDED FOR A PROJECT AND RATIFYING AND
REAFFIRMING THE APPROVING RESOLUTIONS.**

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, GSPP 1616 County Route 12, LLC, a New York limited liability company, or an entity to be formed by it or on its behalf (the “*Company*”), submitted an application to the Agency on or about March 30, 2020 (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: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 20 acres portion of a parcel of real property located at 1614-16 County Route 12 (tax map no. 275.00-04-19) in the Town of Hastings, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 20 acre solar farm, including, but not limited, to solar panels, equipment pads for transformers, energy storage system and an access road (the “**Facility**”); (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company 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, the Agency adopted an Initial Resolution on April 8, 2020 and conducted a public hearing on June 4, 2020; and

WHEREAS, the Agency adopted an Inducement Resolution, a PILOT Resolution and a Final Approving Resolution authorizing the Project at its June 8, 2020 meeting (collectively, the “**Initial Approving Resolutions**”); and

WHEREAS, the agency adopted a SEQRA Resolution (the “**SEQRA Resolution**” and, collectively, with the Initial Approving Resolutions, the “**Approving Resolutions**”) in which the Agency acknowledged that the Agency inadvertently omitted formally adopting a resolution documenting its reaffirmation, acceptance and adoption of the negative declaration of the Town of Hastings Town Board; and

WHEREAS, at the time the Agency adopted the Approving Resolutions, the Company’s sole member was GSPP Omni Holdco, LLC (the “**Original Membership Owner**”); and

WHEREAS, on August 9, 2021, the Agency received notice from the Company that, pursuant to an Agreement to Assign Membership Interests and Development Services Agreement, dated as of October 5, 2020, between the Original Membership Owner and GSPP Holdco, LLC (“**GSPP Holdco**”), the Original Membership Owner had assigned, transferred and sold to GSPP Holdco 100% of the membership interests in the Company; and

WHEREAS, on August 9, 2021, the Agency received notice from the Company that, pursuant to an Agreement to Assign Membership Interests, dated as of March 15, 2021, between GSPP Holdco and GSPP Holdco II, LLC (the “**New Membership Owner**” and together with GSPP Holdco, collectively, the “**Membership Owners**”), GSPP Holdco had assigned, transferred and sold to the New Membership Owner 100% of the membership interests in the Company; and

WHEREAS, the Company has submitted and the Agency has reviewed the organizational documents of the Membership Owners and the Company has answered the Agency’s questions regarding the Membership Owners and the impact of the change in ownership on the Project and the

Financial Assistance previously granted by the Agency to the Company; and

WHEREAS, on August 9, 2021, the Company submitted an amended application (the “*Amended Application*”) to the Agency indicating that, the total project cost had decreased from \$8,465,000 to \$5,387,416 and that the number of jobs created during the construction period will decrease from 10 full time jobs to about 5-10 part time jobs; and

WHEREAS, the Agency desires to consent to the change in ownership of the membership interest in the Company, consent to the amendments included in the Amended Application and ratify the Approving Resolutions, including its approval of the Project and the grant of the Financial Assistance to the Company; and

WHEREAS, the change in the ownership of the membership interest in the Company and the amendments included in the Amended Application are not material, will not result in any additional environmental impacts that were not addressed as part of the SEQRA determination, and do not require that the Agency alter or amend its prior negative declaration for the Project, which is hereby ratified and reaffirmed.

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 change in ownership in the membership interests of the Company and the amendments included in the Amended Application do 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 change in ownership in the membership interests of the Company and the amendments included in the Amended Application are not material changes and do not require a change in the Financial Assistance previously approved by the Agency.

Section 2. The Agency hereby consents to the change in ownership in the membership interests of the Company, consents to the amendments included in the Amended Application, ratifies the Approving Resolutions 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 August 23, 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 August 23, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)