

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
September 28, 2022
44 West Bridge St.
Oswego, NY

PRESENT: Canale, Greco, Peter-Clark, Schick, Stahl, Toth and Trimble

Absent/Excused: None

Also Present: Kevin C. Caraccioli, Kevin LaMontagne, Matt Serrao, and L. Michael Treadwell,

Chair Toth convened the meeting at 9:00 a.m. at the IDA office in Oswego, NY.

INTRODUCTION OF NEW DIRECTOR

Mr. Treadwell and Mr. Stahl introduced the new COIDA Director that was appointed by the Oswego County Legislature at its September 15, 2022 meeting, Tricia Peter-Clark. A copy of the Appointing Resolution is attached.

MINUTES

On a motion by Mr. Canale, seconded by Mr. Stahl, the minutes of the August 31, 2022 meeting were approved.

NOTICE OF MEETING

Meeting notices were posted at the Oswego County Building, the IDA Office Building and on the IDA website. A notice was published in The Palladium Times on September 20, 2022.

FELIX SCHOELLER NORTH AMERICA, INC.

Mr. Serrao, Production Manager, provided an overview of the Silicone Coating Production Line project. Following a discussion, on a motion by Mr. Schick, seconded by Ms. Peter-Clark, a Resolution determining that the acquisition, renovation and equipping of a commercial facility at the request of Felix Schoeller North America, Inc. constitutes a project, describing the financial assistance requested in connection therewith, and authorizing a Public Hearing was approved. The Initial Resolution is attached.

TREASURER'S REPORT

Mr. Treadwell reported that the June and July Financial Statements would be available at the next agency meeting.

CONFLICT OF INTEREST POLICY

Mr. Caraccioli reviewed the Conflict of Interest Policy, on a motion by Mr. Canale, seconded by Mr. Greco, the Policy was re-affirmed and the Annual Affirmation statement was signed. The Conflict of Interest Policy and Annual Affirmation Statement are attached.

GROSSMAN ST. AMOUR, CPAS PLLC

Following a review of the Engagement Letter dated 9/15/22 for the audit for FY ended 7/31/22, on a motion by Mr. Stahl, seconded by Mr. Greco authorization was approved to retain Grossman St. Amour to conduct the audit for FY ended 7/31/22.

HUD CDBG

Following a discussion, on a motion by Mr. Trimble, seconded by Ms. Peter-Clark, authorization was approved to return interest for 2021 in the amount of \$16.35.

EXECUTIVE SESSION

On a motion by Mr. Stahl, seconded by Mr. Canale, it was approved to go into Executive Session to discuss the financial history of a particular corporation or individual, pending litigation and contractual

matters at 9:47 a.m.

On a motion by Mr. Trimble, seconded by Mr. Greco it was approved to exit the Executive Session at 11:26 a.m.

DELINQUENT LOAN REPORT

Following a review by Mr. LaMontagne in Executive Session, on a motion by Mr. Schick, seconded by Mr. Canale, the Report as of August 31, 2022 was approved.

PILOT EDF REPORT

Mr. Treadwell provided the Report as of August 31, 2022 in Executive Session. Following a discussion, on a motion by Mr. Canale, seconded by Mr. Toth, authorization was approved to request a 25% reinstatement of utilizing the PILOT collection allocated for the County to recapitalize the PILOT EDF. Excluded would be the PILOT related to the nuclear power plants which are not collected by the Agency.

COUNTRY CORNER STORE & MORE, LLC

Mr. LaMontagne reviewed the IRP #1 loan request and the Cost/Benefit Analysis in Executive Session. On a motion by Ms. Peter-Clark, seconded by Mr. Trimble, the IRP #1 loan of \$99,500 was approved.

FOIL REQUEST

Mr. Treadwell and Mr. Caraccioli reviewed the request from Janie Public for legal costs and the action taken in compliance with the Agency's adopted FOIL Policy.

NOVELIS

Mr. LaMontagne reported that the Public Hearing has been scheduled for October 11, 2022 at 1:00 p.m. at the Town of Scriba Municipal Building, 42 Creamery Road.

OOC EXECUTIVE DIRECTOR SEARCH COMMITTEE

Mr. Caraccioli reported that at a meeting of the OOC Board on September 26, 2022, the decision was made to select Austin Wheelock for the Executive Director position upon the retirement of Treadwell at the end of the year.

NEXT MEETING

October 18, 2022 at 10:00 a.m. was scheduled.

ADJOURNMENT

On a motion by Mr. Greco, seconded by Mr. Trimble, the meeting was adjourned at 11:30 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

RESOLUTION NO. 238

A RESOLUTION APPOINTING A CERTAIN INDIVIDUAL TO THE OSWEGO COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By Legislator Tim Stahl:

WHEREAS, the County of Oswego Industrial Development Agency was formed in 1973 under New York State General Municipal Law §911-b; and

WHEREAS, COIDA presently has a vacancy on the agency board; and

WHEREAS, the Oswego County Legislature as appointing authority is required to appoint individuals as members of the agency pursuant to New York State General Municipal Law §856; and

WHEREAS, a resolution is both necessary and desirable,

NOW, therefore upon the recommendation of the Economic Development and Planning Committee of this body, it is hereby,

RESOLVED, that, Tricia Peter Clark of the Village of Mexico be and is hereby appointed as member of the County of Oswego Industrial Development Agency Board under New York State General Municipal Law §856; and, it is further

RESOLVED, that, as said individual serve at the pleasure of the Oswego County Legislature under GML§856(2) said appointment shall be indefinite in nature and run until their successors are appointed and qualified.


ADOPTED BY VOICE VOTE ON SEPTEMBER 15, 2022:

YES: 18 NO: 3 ABSENT: 4 ABSTAIN: 0

STATE OF NEW YORK)
COUNTY OF OSWEGO) ss:

THIS IS TO CERTIFY THAT I, BETSY SHERMAN-SAUNDERS, Clerk of the Oswego County Legislature have compared the foregoing copy with the original resolution now on file in my office which was adopted by the Oswego County Legislature on September 15, 2022.

IN WITNESS WHEREOF, I have hereunto set my hand and the official seal of the said Legislature of Oswego County, New York, on this 16th day of September 2022.


Betsy Sherman-Saunders
Clerk of the Oswego County Legislature

OSWEGO COUNTY LEGISLATURE

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on September 28, 2022 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., Marc Greco, Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, Gary T. Toth, and Barry Trimble

ABSENT: None

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

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, RENOVATION AND EQUIPPING OF A COMMERCIAL FACILITY AT THE REQUEST OF FELIX SCHOELLER NORTH AMERICA, INC. CONSTITUTES A PROJECT, DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH, AND AUTHORIZING A PUBLIC HEARING

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

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

WHEREAS, Felix Schoeller North America, Inc., a New York corporation (the “*Company*”), submitted an application to the Agency on or about September 16, 2022 (the “*Application*”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “*Project*”) consisting of: (A) (i) the acquisition or continuation of a leasehold interest in all or a portion of approximately 186 acres of improved real property located at 179 County Rte. 2A, in the Town of Richland, New York, Oswego County (the “*Land*”); (ii) the renovation and reconstruction of an existing buildings totaling approximately 586,000 square feet located on the Land (the “*Facility*”) for the expanded use as an office, manufacturing and distribution facility for production of digital imaging products and other specialty grades of paper; and (vi) the acquisition and installation in the Facility of various machinery, equipment, furnishings and other tangible personal property (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, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “*Financial Assistance*”); (C) the appointment of the Company and/or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation and equipping of the Project Facility; and (D) the lease of the Land and the Facility by the Company to the Agency pursuant to a lease agreement, the acquisition of an interest in the Equipment pursuant to a bill of sale; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

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

WHEREAS, the Agency has not yet made a determination under SEQRA with respect to the Project;

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

WHEREAS, the Company has requested that the Agency enter into a payment in lieu of tax agreement or amend and extend the term of the existing Payment in Lieu of Tax Agreement dated as of September 1, 2013 (the “Proposed PILOT Agreement”) with respect to the Project Facility; 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 or increasing the overall number of permanent, private sector jobs in the State of New York;

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

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

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

(b) The Financial Assistance contemplated with respect to the Project consists of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use taxes.

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

Section 3. 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 “*UTE*”), the Agency hereby further authorizes the Chief Executive Officer 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 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				
Marc Greco	X				
Tricia Peter-Clark	X				
Tim Stahl	X				
H. Leonard Schick	X				
Gary T. Toth	X				
Barry Trimble	X				

The resolution was thereupon declared duly adopted.

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

I, the undersigned, Chief Executive Officer of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on September 28, 2022, 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 September 28, 2022.

L. Michael Treadwell,
Chief Executive Officer

(SEAL)

**COUNTY OF OSWEGO
INDUSTRIAL DEVELOPMENT AGENCY'S
CONFLICT OF INTEREST POLICY**

Article I – Purpose

The purpose of the conflict of interest policy is to protect the County of Oswego Industrial Development Agency (COIDA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of COIDA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which COIDA has a transaction or arrangement,
- b. A compensation arrangement with COIDA or with any entity or individual with which COIDA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual which COIDA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing body or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether COIDA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in COIDA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the members, response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from COIDA for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from COIDA for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from COIDA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person;

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

Article VII – Periodic Reviews

To ensure COIDA operates in a manner consistent with its corporate purposes and does not engage in activities that could jeopardize its tax status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to COIDA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Re-Affirmed this 28th day of September, 2022, by action of the COIDA Board.



H. Leonard Schick, Secretary

[END OF POLICY]

County of Oswego IDA
Conflict of Interest Policy
Article VI – Annual Statements

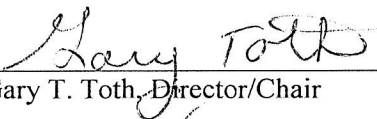
Article VI

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- Has read and understands the policy.
- Has agreed to comply with the policy.


Affirmation Statement

Date




Gary T. Toth, Director/Chair

9/28/22



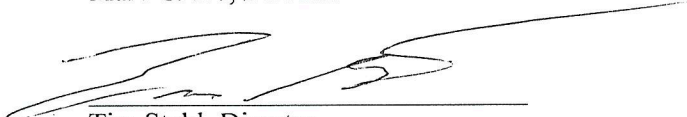
Nicolas Canale, Jr., Director/Vice Chair

9/28/22



Marc Greco, Director

9/28/22



Tim Stahl, Director

9/28/22



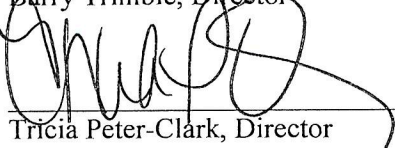
H. Leonard Schick, Director/Secretary/Treasurer

9/28/22




Barry Trimble, Director

9/28/22



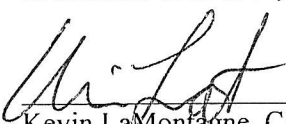
Tricia Peter-Clark, Director

9/28/22



L. Michael Treadwell, CEO

9/28/22



Kevin LaMontagne, CFO

9/28/22