

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
October 30, 2018
IDA OFFICE BUILDING
44 W. BRIDGE ST.
OSWEGO, NEW YORK

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

Absent/Excused: Kunzwiler

Also Present: Kevin C. Caraccioli, Andrew Fish, Kevin LaMontagne, Tim Stahl and L. Michael Treadwell

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 October 18, 2018 meeting were approved.

TREASURER'S REPORT

No report.

NOTICE OF MEETING

Meeting notices were posted at the Oswego County Building, the IDA Office Building and on the IDA website. A notice was published in The Palladium Times on October 24, 2018.

Executive Session

Chair Toth and Mr. Caraccioli reported that due to matters involving the financial history of a business/organization and individuals and pending and current contractual matters, on a motion by Mr. Trimble, seconded by Mr. Sorbello, it was approved to go into Executive Session at 9:03 a.m.

On a motion by Mr. Sorbello, seconded by Mr. Kells, the Executive Session ended at 10:12 a.m.

Salmon River Solar, LLC

Following a review of the Application for Financial Assistance and the Financing Proposal Summary and Cost/Benefit Analysis of the project, a copy of each are on file at the Agency, on a motion by Mr. Schick, seconded by Mr. Canale, a resolution was approved classifying a certain project as a Type I Action pursuant to the SEQRA and determining that the project will not have a significant adverse effect on the environment. A copy of the SEQRA Resolution is attached and made an official part of the minutes.

On a motion by Mr. Sorbello, seconded by Mr. Kells, a resolution was approved undertaking the acquisition, construction, installation and equipping of a certain project, appointing Salmon River Solar, LLC (The Company) as Agent of the Agency for the purpose of the acquisition, construction, installation and equipping of the project; approving certain financial assistance; and authorizing the execution and delivery of an agreement between the Agency and the Company. A copy of the Inducement Resolution is attached and made an official part of the minutes.

On a motion by Mr. Schick, seconded by Mr. Canale, a resolution was approved approving a PILOT 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. A copy of the PILOT Resolution is attached and made an official part of the minutes.

Salmon River Solar, LLC (continued)

On a motion by Mr. Kells, seconded by Mr. Canale, a resolution was approved authorizing the execution and delivery of certain documents by the Agency in connection with a certain project undertaken at the request of the Company. A copy of the Final Approving Resolution is attached and made an official part of the minutes.

Confidential Evaluation of Board Performance

Mr. Treadwell reviewed the ABO's requirement regarding the evaluation.

Bella Fattoria, Inc.

Following a review of the application for an IRP loan and the Cost/Benefit Analysis of the project held in Executive Session, on a motion by Mr. Kells, seconded by Mr. Canale, the financial assistance for a winery operation in the Town of Hannibal in the amount of \$99,500 was approved. A copy of the Financing Proposal Summary and Cost/Benefit Analysis is on file at the Agency.

Lindsey Aggregates, Inc.

Following a review of the application for an IRP loan and the Cost/Benefit Analysis of the project held in Executive Session, on a motion by Mr. Canale, seconded by Mr. Schick, the financial assistance for an expansion and improvements of the aggregates operation in the Town of Palermo in the amount of \$99,500 was approved. A copy of the Financing Proposal Summary and Cost/Benefit Analysis is on file at the Agency.

Administrative Services Agreement with Operation Oswego County, Inc.

Following a discussion that was held in Executive Session, on a motion by Mr. Kells, seconded by Mr. Sorbello, the Administrative Services Agreement that was amended on April 17, 2018 was extended through December 31, 2019.

Oswego County Economic Advancement Plan

Following a discussion that was held in Executive Session, on a motion by Mr. Kells, seconded by Mr. Canale, authorization was approved to enter into a Consultancy Agreement with CenterState Corporation for Economic Opportunity to provide services related to reviewing the County approved Economic Advancement Plan with appropriate task force participants and developing a system of tracking and reporting outcomes to monitor progress during 2019.

County of Oswego Legislature

A discussion was held relative to a special session presentation on economic development that would involve Operation Oswego County, Inc., the COIDA and CenterState CEO. Potential dates would be reviewed with the Chair of the Oswego County Legislature.

COIDA Annual Report – FY Ended 7/31/18

Following a review, on a motion by Mr. Schick, seconded by Mr. Canale, the Annual Report was approved and it was authorized to be posted on the Agency's website. A copy of the Annual Report is attached and made an official part of the minutes. It was agreed that the Annual Report would be distributed to the Oswego County Legislators and a presentation would be made at a future Economic Development and Planning Committee meeting.

Harbor View Square, LLC

Following a discussion on the request to increase the mortgage tax exemption prior to the scheduled closing on the project set for November 6, 2018, on a motion by Mr. Kells, seconded by Mr. Sorbello, a resolution was approved approving an increase in the amount of financial assistance awarded to the project in the form of an exemption from mortgage recording tax and authorizing the execution of certain documents in connection therewith. A copy of the Resolution is attached and made an official part of the minutes.

120 St. Paul Street/Connexgen LLC

Following a discussion, on a motion by Mr. Canale, seconded by Mr. Sorbello, the request for a modification in the purchase offer, due to timing circumstances associated with financing, was approved.

Opportunity Zones

Following a discussion, on a motion by Mr. Schick, seconded by Mr. Sorbello, authorization to review obtaining legal assistance from Bousquet Holstein PLLC relative to maximizing potential economic gain for the four census tracts in Oswego County that have been designated as Opportunity Zones (Village of Pulaski, Town of Richland and one tract each in the Cities of Fulton and Oswego) was approved.

Next Meeting

November 14, 2018 at 11:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Schick, seconded by Mr. Canale, the meeting was adjourned at 11:02 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

SEQRA RESOLUTION

A meeting of the County of Oswego Industrial Development Agency was convened in public session on October 30, 2018, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., Tom Kells, H. Leonard Schick, Morris Sorbello, Gary T. Toth and Barry Trimble

ABSENT: Donald H. Kunzwiler

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

The following resolution was duly offered and seconded:

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 ADVERSE EFFECT ON THE ENVIRONMENT

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

WHEREAS, Salmon River Solar, LLC, a Delaware limited liability company, on behalf of itself and/or an entity formed or to be formed on behalf of the foregoing (the “Company”) submitted an application to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 11 acres of real property located at 5923 South Main Street, Village of Sandy Creek, State of New York (the “Land”); (ii) the construction of approximately 11 acres of solar panels (the “Facility”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment and furnishings (collectively the “Equipment”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “Project Facility”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “Financial Assistance”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, the Company will be the operator of the Project Facility and the owner of the Land is Neal J. Tubbs and Joan F. Mullen;

WHEREAS, pursuant to SEQRA, the Agency is required to make a determination with respect to the environmental impact of any “action” (as defined by SEQRA) to be taken by the Agency and the approval of the Project and grant of Financial Assistance constitute such an action; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form (the “*EAF*”), a copy of which is on file in the office of the Agency and is readily accessible to the public; and

WHEREAS, the Sandy Creek Regional Planning Board (“*Planning Board*”) previously classified the Project as a Type I action under SEQRA and declared its intent to act as lead agency for the purpose of conducting a coordinated environmental review of the Project; and

WHEREAS, after conducting a thorough review of the Project and its potential effects, the Planning Board determined that the Project would not result in any significant adverse environmental impacts and issued a negative declaration for the Project on September 5, 2017; 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, had the Agency’s involvement been known at the time the Planning Board declared its intent to act as lead agency for the coordinated review of the Project, the Agency would have, as an involved agency, consented to the Planning Board’s lead agency designation and been bound by the negative declaration that was issued for the Project; and

WHEREAS, the Agency has examined and reviewed the EAF and related Project materials in order to classify the Project and make a determination as to the potential significance of the Project pursuant to SEQRA.

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

Section 1. Based upon an examination of the EAF prepared by the Company, the criteria contained in 6 NYCRR §617.7(c), and based further upon the Agency’s knowledge of the area surrounding the Project Facility, all the representations made by the Company in connection with the Project, and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project pursuant to SEQRA:

(a) The Project consists of the components described above in the third **WHEREAS** clause of this resolution;

(b) The Project constitutes a “Type I” (as said quoted term is defined in SEQRA) as determined by the Planning Board;

(c) The Agency, in recognition of the fact that it would have been an involved agency and consented to the Planning Board’s lead agency status, hereby reaffirms, accepts and adopts the negative declaration that was issued by the Planning Board for the Project, attached hereto as **Exhibit “A”**, which shall be filed in the office of the Agency in a file that is readily accessible to the public.

Section 2. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 3. This Resolution shall take effect immediately.

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

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

The resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) **SS.:**
COUNTY OF OSWEGO)

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, Do Hereby Certify that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “**Agency**”) held on October 30, 2018, with the original thereof on file in my office, and (ii) that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I Further Certify that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the Agency on October 30, 2018.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT A

The ENB SEQRA Notice Publication Form - Please check all that apply

Reset Form

Deadline: Notices must be received by 6 p.m. Wednesday to appear in the following Wednesday's ENB

- Negative Declaration - Type I
- Conditioned Negative Declaration
- Draft Negative Declaration
- Positive Declaration
- with Public Scoping Session
- Draft EIS
- with Public Hearing
- Generic
- Supplemental
- Final EIS
- Generic
- Supplemental

DEC Region # 7 County: Oswego Lead Agency: Sandy Creek Regional Planning Board

Project Title: High Peaks Solar, LLC

Brief Project Description: The action involves . . .

a Solar photovoltaic distribution generation system on less than 15 acres of a 39.9 acre site located at 5923 S. Main Street in the Village of Sandy Creek, New York. The facility will generate approximately 2 mega watts of electricity. The solar array area will occupy less than 15 acres and provide convenient accessibility for the layout of ground mounted solar arrays. The remaining portion of the site will maintain the existing environmental features such as trees, landscaping and green space. The proposed layout includes 219 solar panel tables, a 2,000 KVA transformer pad, AC summing panels and inverter boxes mounted to the panel supports. The panel tables are 9 feet wide x 66.75 feet and approximately 8 feet in height. The tables cover approximately 3 acres however the gross area will be less than 15 acres to accommodate maintenance paths and tree clearing.

Project Location (include street address/municipality): 5923 S. Main Street Sandy Creek, NY 13145

Contact Person: Patricia McCullough

Address: PO Box 58 City: Sandy Creek State: NY Zip: 13145

Phone: 315 387-3272 Fax: 315387-5782 E-mail: pattym13145@yahoo.com

For Draft Negative Declaration / Draft EIS: Public Comment Period ends: ___ / ___ / ___

For Public Hearing or Scoping Session: Date: ___ / ___ / ___ Time: ___ : ___ am/pm

Location: _____

A hard copy of the DEIS/FEIS is available at the following locations:

The online version of the DEIS/FEIS is available at the following publically accessible web site:

For Conditioned Negative Declaration: In summary, conditions include:

Project: _____
 Date: _____

Full Environmental Assessment Form
Part 3 - Evaluation of the Magnitude and Importance of Project Impacts
and
Determination of Significance

Part 3 provides the reasons in support of the determination of significance. The lead agency must complete Part 3 for every question in Part 2 where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.

Based on the analysis in Part 3, the lead agency must decide whether to require an environmental impact statement to further assess the proposed action or whether available information is sufficient for the lead agency to conclude that the proposed action will not have a significant adverse environmental impact. By completing the certification on the next page, the lead agency can complete its determination of significance.

Reasons Supporting This Determination:

To complete this section:

- Identify the impact based on the Part 2 responses and describe its magnitude. Magnitude considers factors such as severity, size or extent of an impact.
- Assess the importance of the impact. Importance relates to the geographic scope, duration, probability of the impact occurring, number of people affected by the impact and any additional environmental consequences if the impact were to occur.
- The assessment should take into consideration any design element or project changes.
- Repeat this process for each Part 2 question where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.
- Provide the reason(s) why the impact may, or will not, result in a significant adverse environmental impact
- For Conditional Negative Declarations identify the specific condition(s) imposed that will modify the proposed action so that no significant adverse environmental impacts will result.
- Attach additional sheets, as needed.

Impact on Land

The Solar farm will have no traditional construction requiring solid foundations. Solar panels will be constructed above the surface of the land, leaving the ground underneath in a natural state. A minimal number of trees will be removed. The surface of the land is primarily flat, requiring minimal excavation. The construction period is relatively short. Little traffic will be generated from the project. The panel layout will occupy approximately 3 acres of the 39.9 acre site, leaving the remaining portion with the existing environmental features such as trees, landscaping and green space. Maintenance paths will not be paved.

Impacts on Surface Water

There are no wetlands present on the site. No steep slopes exist on the property. Excavation is minimal, resulting in no soil erosion. No surface flow is currently present. A minimal collection area will be constructed in case of potential runoff.

Determination of Significance - Type 1 and Unlisted Actions

SEQR Status: Type 1 Unlisted

Identify portions of EAF completed for this Project: Part 1 Part 2 Part 3

Upon review of the information recorded on this EAF, as noted, plus this additional support information

and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the SANDY CREEK REGIONAL PLANNING BOARD as lead agency that:

A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.d).

C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action: HIGH PEAKS SOLAR, LLC

Name of Lead Agency: SANDY CREEK REGIONAL PLANNING BOARD

Name of Responsible Officer in Lead Agency: SHIRLEY RICE

Title of Responsible Officer: CHAIR

Signature of Responsible Officer in Lead Agency: Shirley Rice

Date: 9/5/17

Signature of Preparer (if different from Responsible Officer) Patricia McCullough

Date: 9/5/17

For Further Information:

Contact Person: PATRICIA MCCULLOUGH

Address: PO BOX 58 SANDY CREEK, NY 13145

Telephone Number: 315-387-3272

E-mail: patlym13145@yahoo.com

For Type 1 Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:

Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)

Other involved agencies (if any)

Applicant (if any)

Environmental Notice Bulletin: http://www.dec.state.ny.us/da/about/epri/epri.html

PRINT FULL FORM

INDUCEMENT RESOLUTION

A meeting of the County of Oswego Industrial Development Agency was convened in public session on October 30, 2018, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., Tom Kells, H. Leonard Schick, Morris Sorbello, Gary T. Toth and Barry Trimble

ABSENT: Donald H. Kunzwiler

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

The following resolution was duly offered and seconded:

RESOLUTION UNDERTAKING THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN PROJECT, APPOINTING SALMON RIVER SOLAR, LLC (THE COMPANY) AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF THE PROJECT; APPROVING CERTAIN FINANCIAL ASSISTANCE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGREEMENT BETWEEN THE AGENCY AND 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, renovation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Salmon River Solar, LLC, a Delaware limited liability company, (the “**Company**”), on behalf of itself and/or an entity formed or to be formed on behalf of the foregoing, submitted an application to the Agency on or about July 17, 2018 (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 of a leasehold interest (or sub-leasehold interest) in approximately 11 acres of real property located at 5923 South Main Street, Village of Sandy Creek, State of New York (the “**Land**”); (ii) the construction of approximately 11 acres of solar panels (the “**Facility**”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment and furnishings (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, the Company will be the operator of the Project Facility and the owner of the Land is Neal J. Tubbs and Joan F. Mullen;

WHEREAS, the Agency adopted a resolution on August 24, 2018, describing the Project and the Financial Assistance and authorizing a public hearing (collectively, the “**Initial Resolution**”); and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on October 19, 2018 pursuant to Section 859-a of the Act, notice of which was published on October 7, 2018 in The Post Standard, 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 October 5, 2018; 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 whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA) and the preliminary agreement of the Agency to undertake of the Project constitutes such an action; and

WHEREAS, pursuant to SEQRA, the Sandy Creek Regional 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 September 5, 2017; 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, on October 30, 2018, 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, affirmed and adopted the negative declaration issued by the Planning Board for the Project, thereby concluding the Agency’s obligations under SEQRA (the “*SEQRA Resolution*”); and

WHEREAS, the Agency has considered the policy, purposes and requirements of the Act in making its determinations with respect to taking official action regarding the Project; and

WHEREAS, for purposes of exemption from New York State (the “*State*”) sales and use taxation as part of the Financial Assistance requested, “sales and use taxation” shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the Village of Sandy Creek, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or 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; and (iii) the Project will serve the purposes of the Act by advancing the health, general prosperity and economic welfare of the people of the State; and

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 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, renovating, 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, the Agency hereby makes the following determinations:

- a. Ratifies the findings in its Initial and SEQRA Resolutions.
- b. The Project constitutes a “project” within the meaning of the Act.

- c. The granting of the Financial Assistance will be an inducement to the Company to develop the Project in the Village of Sandy Creek, County of Oswego. The Financial Assistance consists solely of exemptions from real estate transfer taxes, real property taxes and State and local sales and use tax.
- d. The commitment of the Agency to provide the Financial Assistance to the Company will enable the Company to acquire, construct, install and equip the Project Facility.
- e. The acquisition, construction, installation and equipping of the Project will reduce the annual energy costs of the County of Oswego thereby freeing funds needed to reduce tax burdens and or increase services all for the benefit of the residents of the County of Oswego, and will assist in making the County of Oswego more competitive for new business investment.
- f. The acquisition of a controlling interest in the Project Facility by the Agency and the designation of the Company as the Agency's agent for acquisition, construction, installation and equipping of the Project will be an inducement to the Company to acquire, construct, install and equip the Project Facility in the Village of Sandy Creek, County of Oswego, and will serve the purposes of the Act by, among other things, advancing and the general prosperity and economic welfare of the inhabitants of the County of Oswego; and the granting of the Financial Assistance will assist in the financing the costs of the acquisition, construction, installation and equipping of the Project.
- g. The Project will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State to another area of the State or result 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 terms of this Resolution, the conditions set forth in Section 4.02 of the Agreement (hereinafter defined), the Agency's approval of the PILOT schedule and the execution and delivery of the Project Agreement (as defined herein), the Agency will: (i) acquire or continue a controlling interest in the Land and Facility pursuant to a lease agreement (the "**Company Lease**") to be entered into between the Company (and or the owner of the Land) and the Agency and accept an interest in the Equipment, if any, pursuant to a bill of sale from the Company (collectively, the "**Bill of Sale**"); (ii) sublease the Project Facility to the Company pursuant to a sublease agreement (the "**Agency Lease Agreement**", and together with the Company Lease, the Bill of Sale, the Agency Lease Agreement, the Project Agreement and any other certificates and documents deemed necessary by the Agency to undertake the Project, collectively, the "**Lease Documents**") to be entered into between the Agency and the Company; (iv) grant the approved Financial Assistance; (v) provided that no default shall have occurred and be continuing under the Agreement, the Lease Documents or any loan documents, and provided the Company have executed and delivered all documents and certificates required by the Agency in conjunction with the Agency's undertaking the Project, execute and deliver all other certificates and documents necessary or appropriate for the grant of the approved Financial Assistance requested by the Company, in form and substance acceptable to the Agency, or its commercial lender(s), in

connection with financing for the Project, including but not limited to, one or more mortgages in favor of the Agency and/or the Company's commercial lender(s).

Section 4. The terms and conditions of subdivision 3 of Section 875 of the Act are herein incorporated by reference and the Company shall agree to such terms as a condition precedent to receiving or benefiting from an exemption from New York State sales and use exemptions benefits. Notwithstanding anything herein to the contrary, the amount of State and local sales and use tax exemption benefits comprising the Financial Assistance approved herein shall not exceed **\$160,000**.

Section 5. The Company may utilize, and is hereby authorized to appoint, a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, "***Additional Agents***") to proceed with the construction, installation and equipping of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf, provided the Company execute, deliver and comply with the Lease Documents. The Company shall provide, or cause its Additional Agents to provide, and the Agency shall maintain, records of the amount of State and local sales and use tax exemption benefits provided to the Project; and the Company shall, and cause each Additional Agent, to make such records available to the State Commissioner of Taxation and Finance (the "***Commissioner***") and the Agency upon request. The Agency shall, within thirty (30) days of providing any State sales and use tax exemption benefits, report to the Commissioner the amount of such benefits for the Project, identifying the Project, along with any such other information and specificity as the Commissioner may prescribe. As a condition precedent to the Company or Project's receipt of, or benefit from, any State or local sales and use tax exemptions, the Company must acknowledge and agree to make, or cause its Additional Agents to make, all records and information regarding State and local sales and use tax exemption benefits realized by the Project available to the Agency or its designee upon request. For purposes of exemption from New York State (the "***State***") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

Section 6. As a further condition to the granting of the Financial Assistance, the Company agrees to execute an agreement with the Agency setting forth the preliminary undertakings of the Agency and the Company with respect to the Project. The form and substance of the proposed agreement (as set forth as on **Exhibit "A"** attached hereto and presented at this meeting) (the "***Agreement***") are hereby approved. The Chief Executive Officer or (Vice) Chairperson of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, in substantially the same form as presented at this meeting and attached hereto as **Exhibit "A"**, with changes in terms and form as shall be consistent with this Resolution and as the Chief Executive Officer or (Vice) Chairperson shall approve. The execution thereof by the Chief Executive Officer or (Vice) Chairperson shall constitute conclusive evidence of such approval.

Section 7. As an additional condition precedent to the extension of Financial Assistance, the Company shall acknowledge and agree, that the Agency shall recapture from the Company or any Additional Agent the State sales and use tax exemption (the "***Recapture Amount***") taken or purported to be taken by any such person to which the person or Project is not

entitled or which are in excess of the amounts authorized or which are for property or services not authorized or taken in cases where such Company or Additional Agent failed to comply with a material term or condition to use property or services in the manner required by the Company or Additional Agents agreement with, or for the benefit of, the Agency. Such Company or Additional Agent shall cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such State sales and use exemptions benefits and shall promptly pay over any such amounts to the Agency that it requests. The failure to pay over such amounts to the Agency shall be grounds for the commissioner to assess and determine State sales and use taxes due from the Company and/or Additional Agent under article twenty-eight of the tax law, together with any relevant penalties and interest due on such amounts. In addition, the Agency may recapture all other Financial Assistance in the event any of the foregoing occur or there is a Job Deficit, an Investment Deficit or a Reporting Failure (each as defined in the Agency's Recapture Policy).

Section 8. As another condition precedent to the extension of Financial Assistance, the Company and the Agency shall execute and deliver a project agreement (the "***Project Agreement***") setting forth certain terms and conditions relative to the approved Financial Assistance.

Section 9. Subject to the due execution and delivery by the Company of the Agreement and the Project Agreement, the satisfaction of the conditions of this Resolution, the Agreement and the Project Agreement, and the payment by the Company of any attendant fees due to or incurred by the Agency, the Company is appointed the true and lawful agent of the Agency to proceed with the construction, construction, installation and equipping of the Project, all with the same powers and the same validity as if the Agency were acting in its own behalf. The appointment made by this Section 9 shall not be effective until the Agreement and the Project Agreement referred to in Section 8 hereof is duly executed and delivered by the Company.

Section 10. The Chief Executive Officer or (Vice) Chairperson of the Agency, acting individually, 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 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 this Resolution and the Agreement.

Section 11. The obligation of the Agency to consummate any transaction contemplated herein or hereby is subject to and conditioned upon the execution and delivery of, among other things, an environmental compliance and indemnification agreement in favor of the Agency in form and substance acceptable to the Agency and its counsel by the Company and some or all of its principals, in the discretion of the Chief Executive Officer or (Vice) Chairperson of the Agency.

Section 12. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to herein 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 herein 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 13. Should the Agency’s participation in the Project, or the appointments made in accordance herewith, be challenged by any party, in the courts or otherwise, the Company shall defend, indemnify and hold harmless the Agency and its members, officers and employees from any and all losses arising from any such challenge including, but not limited to, the fees and disbursement of the Agency’s counsel. Should any court of competent jurisdiction determine that the Agency is not authorized under the Act to participate in the Project, this Resolution shall automatically become null, void and of no further force and effect, and the Agency shall have no liability to the Company hereunder or otherwise.

Section 14. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 15. 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 16. 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 Financial Assistance and consummate the Lease Documents.

Section 17. This Resolution shall take effect immediately.

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

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

The resolution was thereupon declared duly adopted.

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

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, Do Hereby Certify that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on October 30, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I Further Certify that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the Agency on October 30, 2018.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

EXHIBIT "A"

AGENCY/COMPANY AGREEMENT

This Agreement is among the County of Oswego Industrial Development Agency (the "**Agency**") and Salmon River Solar, LLC, a Delaware limited liability company, (the "**Company**").

Article 1. Preliminary Statement. Among the matters of mutual inducement which have resulted in the execution of this Agreement are the following:

1.01. The Agency is authorized and empowered by the provisions of 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 grant "financial assistance" (as defined in the Act) in connection with "Projects" (as defined in the Act) and to lease or sell the same upon such terms and conditions as the Agency may deem advisable and designate an agent for constructing and equipping "projects" (as defined in the Act).

1.02. The purposes of the Act are to promote, attract, encourage and develop recreation and economically sound commerce and industry in order 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. The Act vests the Agency with all powers necessary to enable it to accomplish such purposes, including the power to grant financial assistance, acquire and dispose of interests in real property and to appoint agents for the purpose of completion of projects undertaken by the Agency.

1.03. The Company submitted an application to the Agency on or about July 17, 2018 ("**Application**"), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the "**Project**") consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 11 acres of real property located at 5923 South Main Street, Village of Sandy Creek, State of New York (the "**Land**"); (ii) the construction of approximately 11 acres of solar panels (the "**Facility**"); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment and furnishings (collectively the "**Equipment**") (the Land, the Facility and Equipment are hereinafter collectively referred to as the "**Project Facility**"); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the "**Financial Assistance**"); and (C) the lease (or sub-lease) of the 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.

1.03(a). All documents necessary to effectuate the Agency's undertaking of the Project and the granting of the Financial Assistance between the Agency and the Company, including but

not limited to, a company lease, a bill of sale, an agency lease, a project agreement, an environmental compliance and indemnification agreement and a payment in lieu of tax agreement, shall be collectively referred to herein as the “*Lease Documents*”.

1.04. The Company hereby represents to the Agency that undertaking the Project, the designation of the Company as the Agency’s agent for the acquisition, construction, installation and equipping of the Project Facility, and the appointment by the Company of a Project operator, contractors, agents, subagents, subcontractors, contractors and subcontractors of such agents and subagents (collectively, “*Additional Agents*”): (i) will be an inducement to them to acquire, construct, install and equip the Project Facility in the County of Oswego (the “*County*”); (ii) will not result in the removal of a 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 or in the abandonment of one or more plants or facilities of the Company or of any other proposed occupant of the Project Facility located in the State, except as may be permitted by the Act; and (iii) undertaking the Project will reduce the annual energy costs of the County of Oswego thereby freeing funds needed to reduce tax burdens and or increase services all for the benefit of the residents of the County of Oswego.

1.05. The Agency has determined that the acquisition or continuation of a controlling interest in, and the construction, installation and equipping of the Project Facility and the subleasing of the same to the Company will promote and further the purposes of the Act.

1.06 On October 30, 2018, the Agency adopted a resolution (the “*Inducement Resolution*”) agreeing, subject to the satisfaction of all conditions precedent set forth in such Resolution, to designate the Company as the Agency’s agent for the acquisition, construction, installation and equipping of the Project Facility and determining that the leasing of the same to the Company will promote further purposes of the Act. For purposes of that designation, the Agency authorized as part of the approved Financial Assistance, State and local sales and use tax exemption benefits in an amount not to exceed **\$160,000**.

1.07 In the Resolution, subject to the execution of, and compliance with, this Agreement by the Company, and other conditions set forth in the Resolution and herein, the Agency appointed the Company as its agent for the purposes of acquisition, construction, installation and equipping of the Project Facility, entering into contracts and doing all things requisite and proper for the acquisition, construction, installation and equipping the Project Facility.

Article 2. Undertakings on the Part of the Agency. Based upon the statements, representations and undertakings of the Company and subject to the conditions set forth herein, the Agency agrees as follows:

2.01. The Agency confirms that it has authorized and designated the Company as the Agency’s agent for acquiring, constructing, installing and equipping the Project Facility.

2.02. The Agency will adopt such proceedings and authorize the execution of such Agency documents as may be necessary or advisable for: (i) acquisition of a controlling interest

in the Project Facility; (ii) appointment by the Company of Additional Agents, all for the acquisition, construction, installation and equipping of the Project Facility subject to the terms of the Resolution and hereof; and (iii) the leasing or subleasing of the Project Facility to the Company, all as shall be authorized by law and be mutually satisfactory to the Agency and the Company.

2.03 Nothing contained in this Agreement shall require the Agency to apply its funds to Project costs.

2.04. After satisfying the conditions precedent set forth in the Sections 2.02, 3.06 and 4.02 hereof and in the Inducement Resolution, the Company may proceed with the acquisition, construction, installation and equipping of the Project Facility and the utilization of and, as necessary, the appointment of Additional Agents.

2.05 Subject to Section 4.02 hereof, the Company is appointed the true and lawful agent of the Agency for the acquisition, construction, installation and equipping of the Project Facility, and to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for the acquisition, construction, installation and equipping of the Project Facility, all with the same powers and the same validity as if the Agency were acting in its own behalf.

2.06. The Agency will take or cause to be taken such other acts and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof. The Agency may in accordance with 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*”), undertake supplemental review of the Project. Such review to be limited to specific significant adverse environmental impacts not addressed or inadequately addressed in the Agency’s review under SEQRA that arise from changes in the proposed Project, newly discovered information or a change in the circumstances related to the Project.

Article 3. Undertakings on the Part of the Company. Based upon the statements, representations and undertakings of the Agency and subject to the conditions set forth herein, the Company agrees as follows:

3.01. (a) The Company shall indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on labor, services, materials and supplies, including equipment, ordered or used in connection with the acquisition of a controlling interest in, constructing, installing and equipping of the Project Facility (including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of any of the foregoing) whether such claims or liabilities arise as a result of the Company or Additional Agents acting as agent for the Agency pursuant to this Agreement or otherwise.

(b) The Company shall not permit to stand, and will, at its own expense, take all steps reasonably necessary to remove, any mechanics' or other liens against the Project Facility for labor or material furnished in connection with the acquisition, construction, installation and equipping of the Project Facility.

(c) The Company shall indemnify and hold the Agency, its members, officers, employees and agents and anyone for whose acts or omissions the Agency or any one of them may be liable, harmless from all claims and liabilities for loss or damage to property or any injury to or death of any person that may be occasioned subsequent to the date hereof by any cause whatsoever in relation to the Project, including any expenses incurred by the Agency in defending any claims, suits or actions which may arise as a result of the foregoing.

(d) The Company shall defend, indemnify and hold the Agency harmless from all losses, expenses, claims, damages and liabilities arising out of or based on the non-disclosure of information, if any, requested by the Company in accordance with Section 4.05 hereof.

(e) The defense and indemnities provided for in this Article 3 shall survive expiration or termination of this Agreement and shall apply whether or not the claim, liability, cause of action or expense is caused or alleged to be caused, in whole or in part, by the activities, acts, fault or negligence of the Agency, its members, officers, employees and agents, anyone under the direction and control of any of them, or anyone for whose acts or omissions the Agency or any of them may be liable, and whether or not based upon the breach of a statutory duty or obligation or any theory or rule of comparative or apportioned liability, subject only to any specific prohibition relating to the scope of indemnities imposed by statutory law.

(f) The Company shall provide and carry: (i) worker's compensation and disability insurance as required by law; and (ii) comprehensive liability and property insurance with such coverages (including without limitation, owner's protective coverage for the benefit of the Agency, naming the Agency as an additional insured on all policies of coverage regarding the Project; providing the coverage with respect to the Agency be primary and non-contributory; and contractual coverage covering the indemnities herein provided for), with such limits and which such Company as may be approved by the Agency. The Company shall provide certificates and policies of insurance in form satisfactory to the Agency evidencing such insurance.

(g) The Company shall include the Agency as a named insured under all public liability insurance policies obtained by the Company with respect to the Project Facility.

(h) The Company shall apply and diligently pursue all approvals, permits and consents from the State of New York, the Village of Sandy Creek, County of Oswego and any other governmental authority which approvals, permits and consents are required under applicable law for the development, construction and equipping of the Project and any related site improvements. The Company acknowledges and agrees that the Agency's findings and determinations under SEQRA do not and shall not in and of themselves (except as specifically set forth in SEQRA) satisfy or be deemed to satisfy applicable laws, regulations, rules and procedural requirements applicable to such approvals, permits and consents.

3.02. The Company agrees that, as agent for the Agency or otherwise, it will comply at the Company's sole cost and expense with all the requirements of all federal, state and local laws, rules and regulations of whatever kind and howsoever denominated applicable to the Agency and/or Company with respect to the Project Facility, the acquisition of a controlling interest therein, construction, installation and equipping thereof, the operation and maintenance of the Project Facility, supplemental review of adverse environmental impacts in accordance with SEQRA and the financing of the Project. Every provision required by law to be inserted herein shall be deemed to be set forth herein as if set forth in full, including, but not limited to, Section 875 of the Act; and upon the request of any party, this Agreement shall be amended to specifically set forth any such provision or provisions.

3.03. The Company agrees that, as agent for the Agency, to the extent that such provisions of law are in fact applicable (without creating an obligation by contract beyond that which is created by statute), it will comply with all the requirements Section 220 of the Labor Law of the State of New York, as amended.

3.03(a) The Company agrees that, whenever practicable, the Company shall hire employees and Additional Agents from the Agency's Labor Market Area which is defined to include the following counties: Oswego, Jefferson, Onondaga, Madison, Oneida and Cayuga.

3.04. The Company will take such further action and adopt such further proceedings as may be required to implement the aforesaid undertakings or as it may deem appropriate in pursuance thereof.

3.05. If it should be determined that any State or local sales or compensatory use taxes are payable with respect to the acquisition, purchase or rental of machinery or equipment, materials or supplies in connection with the Project Facility, or are in any manner otherwise payable directly or indirectly in connection with the Project Facility, the Company shall pay the same and defend and indemnify the Agency from and against any liability, expenses and penalties arising out of, directly or indirectly, the imposition of any such taxes.

3.06. The Company shall proceed with the constructing, installing and equipping of the Project Facility and advance such funds as may be necessary to accomplish such purposes. The Company may utilize, and is authorized to appoint, Additional Agents as agents of the Agency, in furtherance thereof. Any appointment of an Additional Agent is conditioned upon the Company first obtaining and providing the Agency the following:

(1) A written, executed agreement, in form and substance acceptable to the Agency, from each appointed Additional Agent which provides for: (i) the assumption by the Additional Agent, for itself, certain of the obligations under this Agreement relative to the appointment, work and purchases done and made by each appointed Additional Agent; (ii) an acknowledgement by the Additional Agent to hire from the Labor Market Area during the construction period of the Project Facility whenever practicable; (iii) an acknowledgement that the Additional Agent is obligated, to timely provide the Company with the necessary information to permit the Company, pursuant to General Municipal Law §874(8), to timely file an Annual Statement with the New York State Department of Taxation and Finance on "Annual Report of

Sales and Use Tax Exemptions” (Form ST-340) regarding the value of sales and use tax exemptions the Additional Agent claimed pursuant to the agency conferred on it by the Company with respect to this Project; (iv) an acknowledgment by the Additional Agent that in order to be entitled to the exemption, the Additional Agent shall present to the supplier or other vendor of materials or equipment for the Project Facility a completed “IDA Agent or Project Operator Exempt Purchase Certificate” (Form ST-123); (v) an acknowledgment by the Additional Agent that that the failure to comply with the foregoing will result in the loss and recapture of the exemption; and (vi) such other terms and conditions as the Agency deems necessary; and

(2) A completed “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (Form ST-60) for each Additional Agent appointed within fifteen (15) days of the appointment of each Additional Agent such that the Agency can execute and deliver said form to the State Department of Taxation and Finance within thirty (30) days of appointment of each such Additional Agent.

Failure of the Company to comply with the foregoing shall nullify the appointment of any Additional Agent and may result in the loss and recapture of the Company’s exemption with respect to the Project at the sole discretion of the Agency.

The Company acknowledges that the assumption by the Additional Agent in accordance with Section 3.06(1) above, does not relieve the Company of its obligations under those provisions or any other provisions of this Agreement with respect to the Project.

3.07 The Company hereby ratifies and confirms its obligation to pay an aggregate administrative fee to the Agency in the amount of .75% of the Project costs. Such amount is due and payable in full at closing.

3.08 The Company hereby ratify and confirm their obligation to pay an annual administrative reporting fee of \$500.00 to cover administrative and reporting requirements to comply with New York State reporting regulations on Agency assisted projects.

Article 4. General Provisions.

4.01. This Agreement shall take effect on the date of the execution hereof by the Agency and the Company and, subject to Section 4.04 hereof, shall remain in effect until the Lease Documents become effective. It is the intent of the Agency and the Company that, except as to those provisions that survive, this Agreement be superseded in its entirety by the Lease Documents.

4.02. (a) It is understood and agreed by the Agency and the Company that the grant of Financial Assistance and the execution of the Lease Documents and related documents are subject to: (i) payment by the Company of the Agency’s fee and Agency’s counsel fees; (ii) obtaining all necessary governmental approvals, permits and consents of any kind required in connection with the Project Facility; (iii) approval by the members of the Agency; (iv) approval by the Company; and (v) the condition that there are no changes in New York State Law, including regulations, which prohibit or limit the Agency from fulfilling its obligations

hereunder; (b) the Company, by executing this agreement, acknowledges and agrees to make, or cause its Additional Agents, whether appointed as an agent of the Agency in accordance with Section 3.06 hereof or not, to make, all records and information regarding State and local sales and use tax exemption benefits given to the Project as part of the Financial Assistance available to the Agency upon request, including but not limited to the Form ST-340 for each of them and each Additional Agent; (c) the Company, by executing this Agreement, acknowledges and agrees to the terms and conditions of Section 875(3) of the Act as if such section were fully set forth herein and further agrees to cause all of its Additional Agents to acknowledge, agree and consent to same. Without limiting the scope of the foregoing the Company acknowledges that pursuant to Section 875(3) of the Act and in accordance with the Agency's Recapture Policy (which is published on the Agency's website or available at the Agency's office), the Agency shall recover, recapture, receive or otherwise obtain from the Company the portion of the Financial Assistance (the "**Recapture Amount**") consisting of: (1) (a) that portion of the State sales tax exemption to which the Company/Project was not entitled, which is in excess of the amount of the State sales tax exemption authorized by the Agency or which is for property or services not authorized by the Agency; or (b) the full amount of such State sales tax exemption, if the Company fails to comply with a material term or condition regarding the use of the property or services as represented to the Agency in its Application or otherwise; and (2) any interest or penalties thereon imposed by the Agency or by operation of law or by judicial order or otherwise; and (d) The failure of the Company to promptly pay such Recapture Amount to the Agency will be grounds for the Commissioner to collect sales and use taxes from the Company under Article 28 of the State Tax Law, together with interest and penalties. In accordance with the Agency's Recapture Policy, the Agency may recapture all other Financial Assistance in the event of any of the foregoing occur or there is a Job Deficit, an Investment Deficit or a Reporting Failure (each as defined in the Agency's Recapture Policy). In addition to the foregoing, the Company acknowledges and agrees that for purposes of exemption from New York State (the "**State**") sales and use taxation as part of the Financial Assistance requested, "sales and use taxation" shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight.

4.03. The Company agrees that it will, within thirty (30) days of a written request for same, regardless of whether or not this matter closes or the Project Facility is completed: (i) reimburse the Agency for all reasonable and necessary expenses, including without limitation the fees and expenses of counsel to the Agency arising from, out of or in connection with the Project, and/or any documents executed in connection therewith, including, but not limited to any claims or actions taken by the Agency against the Company, Additional Agents or third parties; and (ii) indemnify the Agency from all losses, claims, damages and liabilities, in each case which the Agency may incur as a consequence of executing this Agreement or performing its obligations hereunder, including but not limited to, any obligations related to Additional Agents.

4.04. If for any reason the Lease Documents are not executed and delivered by the Company and the Agency on or before eighteen (18) months from the execution hereof, the provisions of this Agreement (other than the provisions of Articles 1.04, 2.02, 2.04, 3.01, 3.02, 3.03, 3.05, 3.06, 4.02, 4.03, 4.04, 4.05 and 4.06, which shall survive) shall unless extended by agreement of the Agency and the Company, terminate and be of no further force or effect, and

following such termination neither party shall have any rights against the other party except:

(a) The Company shall pay the Agency for all expenses incurred by the Agency in connection with the acquisition, construction, installation and equipping of the Project Facility;

(b) The Company shall assume and be responsible for any contracts for construction or purchase of equipment entered into by the Agency at the request of or as agent for the Company in connection with the Project Facility; and

(c) The Company will pay the out-of-pocket expenses of members of the Agency, counsel for the Agency and special Agency counsel incurred in connection with the Project and will pay the fees of counsel for the Agency and special Agency counsel for legal services relating to the Project Facility, Additional Agents or the proposed financing thereof.

4.05. The Company acknowledges that Section 875(7) of the New York General Municipal Law (“GML”) requires the Agency to post on its website all resolutions and agreements relating to the Company’s appointment as an agent of the Agency or otherwise related to the Project, including this Agreement; and Article 6 of the New York Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the Company feels that there are elements of the Project or information about the Company in the Agency’s possession which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the Company’s competitive position, the Company must identify such elements in writing, supply same to the Agency: (i) with respect to this Agreement, prior to or contemporaneously with the execution hereof; and (ii) with respect to all other agreements executed in connection with the Project, on or before the Closing Date, and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law. Failure to do so will result in the posting by the Agency of all information in accordance with Section 875 of the GML.

4.06 That every controversy, dispute or claim arising out of or relating to this Agreement shall be governed by the laws of the State of New York, without regard to its conflict-of-laws provisions that if applied might require the application of the laws of another jurisdiction; and that the Company irrevocably and expressly submits to the exclusive personal jurisdiction of the Supreme Court of the State of New York and the United States District Court for the Northern District of New York, to the exclusion of all other courts, for the purposes of litigating every controversy, dispute or claim arising out of or relating to this Agreement.

IN WITNESS WHEREOF, the parties hereto have entered in this Agreement as of October 30, 2018.

**COUNTY OF OSWEGO INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
L. Michael Treadwell
Chief Executive Officer

SALMON RIVER SOLAR, LLC

By: _____
Name:
Title:

PILOT RESOLUTION

A meeting of the County of Oswego Industrial Development Agency was convened in public session on October 30, 2018, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., Tom Kells, H. Leonard Schick, Morris Sorbello, Gary T. Toth and Barry Trimble

ABSENT: Donald H. Kunzwiler

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

The following resolution was duly offered and seconded:

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

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

WHEREAS, Salmon River Solar, LLC, a Delaware limited liability company, on behalf of itself and/or an entity formed or to be formed on behalf of the foregoing (the “Company”) submitted an application to the Agency requesting that the Agency consider undertaking a project (the “Project”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in approximately 11 acres of real property located at 5923 South Main Street, Village of Sandy Creek, State of New York (the “Land”); (ii) the construction of approximately 11 acres of solar panels (the “Facility”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment and furnishings (collectively the “Equipment”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “Project Facility”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “Financial Assistance”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, the Company will be the operator of the Project Facility and the owner of the Land is Neal J. Tubbs and Joan F. Mullen;

WHEREAS, the Agency adopted a resolution on August 24, 2018 describing the Project, the Financial Assistance and authorizing a public hearing (the “*Initial Resolution*”); and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on October 19, 2018 pursuant to Section 859-a of the Act, notice of which was published on October 7, 2018 in The Post Standard, 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 October 5, 2018; 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 Sandy Creek Regional 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 September 5, 2017; 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, by resolution dated October 30, 2018, affirmed and adopted the negative declaration issued by the Planning Board for the Project, thereby concluding the Agency’s obligations under SEQRA (the “*SEQRA Resolution*”); and

WHEREAS, on October 30, 2018 the Agency adopted a Resolution (the “**Inducement Resolution**” undertaking the Project and appointing the Company as its agent for purposes of completing the Project Facility; and

WHEREAS, in the Application, the Company also requested that the Agency consider a payment in lieu of taxes agreement (the “**PILOT Agreement**”) with respect to the Project Facility pursuant to a payment in lieu of tax schedule (the “**PILOT Schedule**”), more fully described on **Exhibit “A”** attached hereto; and such schedule constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (“**UTEF**”) established pursuant to Section 874(4) of the Act, but comports with other payment in lieu of taxes schedules relative to other similar projects; and

WHEREAS, by letters dated October 19, 2018, the Agency gave to the chief executive officers of the affected taxing jurisdictions notice pursuant to Section 874 of the Act of this meeting (the “**Notice**”), at which the Agency would consider the Company’s request for a PILOT schedule which deviates from the UTEF; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the Affected Tax Jurisdiction regarding the proposed deviation from the Policy; and

WHEREAS, no representatives from the Affected Tax Jurisdictions were present at this meeting to address the Agency regarding such proposed deviation from the Policy; and

WHEREAS, the Agency has given due consideration to the Application and to the representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the Village of Sandy Creek, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or 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; and (iii) the Project will serve the purposes of the Act by advancing the health, general prosperity and economic welfare of the people of the State; and

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. The Agency ratifies all prior Resolutions passed in connection with this proposed Project.

Section 3. Based upon the representations made by the Company to the Agency, and the reasons presented by the Company in support of its request for the PILOT schedule, as set forth in the **Exhibit “A”** attached hereto, the PILOT schedule is hereby approved subject to the terms and conditions of the Resolutions. The Chief Executive Officer of the Agency is hereby authorized to execute and deliver a PILOT Agreement and any related documents reflecting the PILOT schedule in a form substantially similar to PILOT agreements used in similar transactions with the Agency which is acceptable to the Chief Executive Officer upon advice of counsel.

Section 4. No covenant, stipulation, obligation or agreement contained in this resolution or any document referred to herein 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 herein 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 5. A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 6. 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 as well as all previously approved Resolutions.

Section 7. 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 Financial Assistance, including, but not limited to, a PILOT Agreement.

Section 8. This Resolution shall take effect immediately.

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

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

The resolution was thereupon declared duly adopted.

EXHIBIT "A"

PILOT SCHEDULE

Term: 20 years

Annual payments: \$3,000 per MW (\$6,000 in year 1)

A 2% annual escalator

Distribution of annual PILOT Payments will be based on the pro-rata share of each of the taxing authorities for each respective year.

FINAL APPROVING RESOLUTION

A meeting of the County of Oswego Industrial Development Agency was convened in public session on October 30, 2018, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., Tom Kells, H. Leonard Schick, Morris Sorbello, Gary T. Toth and Barry Trimble

ABSENT: Donald H. Kunzwiler

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

The following resolution was duly offered and seconded:

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN DOCUMENTS BY THE AGENCY IN CONNECTION WITH A CERTAIN PROJECT UNDERTAKEN 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, installing and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, Salmon River Solar, LLC, a Delaware limited liability company, (the “*Company*”), on behalf of itself and/or an entity formed or to be formed on behalf of the

foregoing, submitted an application to the Agency on or about September 24, 2018 (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 of a leasehold interest (or sub-leasehold interest) in approximately 11 acres of real property located at 5923 South Main Street, Village of Sandy Creek, State of New York (the “**Land**”); (ii) the construction of approximately 11 acres of solar panels (the “**Facility**”); and (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment and furnishings (collectively the “**Equipment**”) (the Land, the Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company; and the sublease of the Project Facility back to the Company (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, the Company will be the operator of the Project Facility and the owner of the Land is Neal J. Tubbs and Joan F. Mullen;

WHEREAS, the Company also requested that the Agency consider a payment in lieu of tax (“PILOT”) schedule, and such schedule constitutes a deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”) established pursuant to Section 874(4) of the Act; and

WHEREAS, by letters dated October 19, 2018, the Agency gave to the chief executive officers of the affected tax jurisdictions notice pursuant to Section 874 of the Act of this meeting (the “Notice”), at which the Agency would consider the Company’s request for a PILOT schedule which deviates from the UTEP; and

WHEREAS, prior to the date hereof, the Agency responded to all communications and correspondence received from the Affected Tax Jurisdiction regarding the proposed deviation from the Policy; and

WHEREAS, no representatives from the Affected Tax Jurisdictions were present at this meeting to address the Agency regarding such proposed deviation from the Policy; and

WHEREAS, the Agency conducted a public hearing with respect to the Project and the proposed Financial Assistance on October 19, 2018 pursuant to Section 859-a of the Act, notice of which was published on October 7, 2018 in The Post Standard, 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 October 5, 2018; and

WHEREAS, the Agency adopted a resolution on August 24, 2018 (the “**Initial Resolution**”) entitled:

**RESOLUTION DETERMINING THAT THE
ACQUISITION, 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, the Agency adopted a resolution on October 30, 2018 (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 ADVERSE EFFECT ON THE ENVIRONMENT

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

WHEREAS, the Agency adopted a resolution on October 30, 2018 (the “*Inducement Resolution*”) entitled:

RESOLUTION UNDERTAKING THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN PROJECT, SALMON RIVER SOLAR, LLC (THE COMPANY”) AS AGENT OF THE AGENCY FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING 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, for purposes of exemption from New York State sales and use taxation as part of the Financial Assistance requested, “sales and use taxation” shall mean sales and compensating use taxes and fees imposed by article twenty-eight or twenty-eight-A of the New York State tax law but excluding such taxes imposed in a city by section eleven hundred seven or eleven hundred eight of such article twenty-eight; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that the provision of Financial Assistance: (i) will induce the Company to develop the Project Facility in the Village of Sandy Creek, County of Oswego; (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or 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; and (iii) the Project will serve the purposes of the Act by advancing the health, general prosperity and economic welfare of the people of the State; and

WHEREAS, the Agency adopted a resolution on October 30, 2018 (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;

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, SEQRA, Inducement and PILOT Resolutions.
- b) The granting of the Financial Assistance will be an inducement to the Company to develop the Project in the Village of Sandy Creek, County of Oswego; and will assist the Company in the installation and equipping of the Project Facility.
- c) The commitment of the Agency to provide the Financial Assistance to the Company will enable the Company to acquire, construct, install and equip the Project Facility.
- d) The acquisition, construction, installation and equipping of the Project Facility will promote employment opportunities and help prevent economic deterioration in the Village of Sandy Creek and County of Oswego by reducing the annual energy costs of the County of Oswego thereby freeing funds needed to reduce tax burdens and or increase services all for the benefit of the residents of the County of Oswego, and

will assist in making the County of Oswego more competitive for new business investment.

- e) The construction, installation, equipping 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 inhabitants of the County of Oswego and the granting of the 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, the Project Agreement (as those terms are defined in the Inducement Resolution), this Resolution, the Inducement Resolution and the PILOT Resolution (collectively the “***Resolutions***”), the Agency will: (A) acquire a controlling interest in the Project Facility; (B) lease the Land and Facility from the Company (and/or the owner of the Land) pursuant to a lease agreement between the Agency and the Company (and/or the owner of the Land) (the “***Company Lease***”) and acquire an interest in the Equipment pursuant to one or more bills of sale from the Company (collectively, the “***Bill of Sale***”); sublease the Project Facility to the Company, pursuant to a sublease agreement which shall be consistent with this Resolution and approved by the Chief Executive Officer or (Vice) Chairperson of the Agency upon the advice of counsel to the Agency (the “***Agency Lease***”, and together with the Company Lease, the Bill of Sale, the Agency Lease and the Project Agreement, the “***Lease Documents***”); (C) execute and deliver a payment in lieu of tax agreement (“***PILOT Agreement***”) providing for the payment schedule approved by the Agency pursuant to the PILOT Resolution, and (D) execute and deliver any other documents necessary to effectuate the transactions 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 this Resolution. 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, together with the attachments hereto, 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 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				
Donald H. Kunzwiler				X	
H. Leonard Schick	X				
Morris Sorbello	X				
Gary T. Toth	X				
Barry Trimble	X				

The Resolution was thereupon declared duly adopted.

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

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, Do Hereby Certify that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on October 30, 2018, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I further certify that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Section 104 of the Public Officers Law (Open Meetings Law), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Section 104, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the Agency on October 30, 2018.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

County of Oswego Industrial Development Agency



Harbor View Square



Tailwater Lodge



Marmon Enterprises



Stephen M. Baker, OD, PLLC



EJ USA



Bishop's Commons



Annual Report
FY 8/1/17-7/31/18

Enabling Legislation

In accordance with New York State General Municipal Law article 18-A, the County of Oswego Industrial Development Agency was formed on April 25, 1973. Section 911-b constitutes the enabling legislation for the County of Oswego Industrial Development Agency.

Section 911-b: County of Oswego Industrial Development Agency

For the benefit of the County of Oswego and the inhabitants thereof, an industrial development agency, to be known as the COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY, is hereby established for the accomplishment of any or all of the purposes specified in title one of article eighteen-A of the General Municipal Law. It shall constitute a body corporate and politic, and be perpetual in duration. It shall have the powers and duties now or hereafter conferred by title one of article eighteen-A of the General Municipal Law upon industrial development agencies and provided that the exercise of the powers by such agency with respect to the acquisition of real property whether by purchase, condemnation or otherwise, shall be limited to the corporate limits of the county of Oswego, and such agency shall take into consideration the local zoning and planning regulations as well as the regional and local comprehensive land use plans. It shall be organized in a manner prescribed by and be subject to the provisions of title one of article eighteen-A of the General Municipal Law. Its members shall be appointed by the governing body of the county of Oswego. The agency, its members and officers and its operations and activities shall in all respects be governed by the provisions of title one of article eighteen-A of the General Municipal Law.

Board of Directors

Gary T. Toth
Chair

Nicholas M. Canale
Vice Chair

H. Leonard Schick
Secretary/Treasurer

Thomas Kells

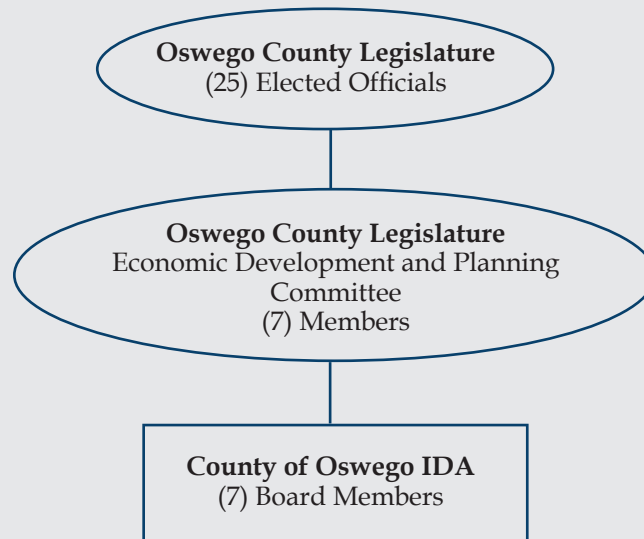
Donald H. Kunzwiler

Morris Sorbello

Barry Trimble

L. Michael Treadwell, CEcD*
Chief Executive Officer

David S. Dano*
Chief Financial Officer



* Contracted administrative agreement with Operation Oswego County, Inc. for professional services.

Mission Statement

The County of Oswego Industrial Development Agency’s mission is to establish and implement sound economic development strategies in order to enhance the economic vitality of Oswego County’s businesses, industries, communities, and citizens, leading to an overall better quality of life. Key to the Agency’s mission is the creation and retention of job opportunities, diversification and strengthening of Oswego County’s economic base, and developing the local economy in a planned, organized, and environmentally compatible manner.

Goals

- To create new employment opportunities through the attraction of or the creation of new businesses;
- To create new employment opportunities through the expansion of existing businesses;
- To retain existing employment opportunities;
- To enhance and encourage capital investment by new and expanding businesses;
- To increase the County's tax base;
- To help stabilize and diversify the County's local economy;
- To help facilitate the development of essential services or businesses generally lacking in the County;
- To recognize the importance of the overall multiplier economic impacts of projects;
- To target financial assistance to key industrial clusters critical to the County's economy, including manufacturing, healthcare, education, tourism, energy, and agribusiness;
- To support the nuclear industry in Upstate New York through the Upstate Energy Jobs Coalition;
- To leverage the greatest level of private and non-IDA financial assistance as possible;
- To coordinate efforts to help improve the competitive position of businesses and spur initiatives that help to improve the overall business climate;
- To work cooperatively with local governments, economic development partners, and school districts to further economic development progress;
- To advance Oswego County's economy through regional cooperation and collaboration;
- To enhance media and educational outreach initiatives;
- To cooperate with the Oswego County Legislature to support the goals and objectives of the Economic Advancement Plan.
- To improve the quality of life in Oswego County.

Objectives

- The issuance of Private Activity Bonds (tax-exempt or taxable bonds) to finance eligible manufacturing and commercial projects. The issuance of Civic Facility Revenue Bonds (tax-exempt or taxable bonds) to finance eligible not-for-profit 501(c)(3) organizations' projects (subject to authorizing NYS legislation).
- To help support and work cooperatively with the Oswego County Civic Facilities Corporation to help finance eligible not-for-profit 501(c)(3) organizations' projects with Civic Facility Revenue Bonds.
- The issuance of tax-exempt bonds for pollution control facilities.
- The issuance of tax-exempt bonds for other projects that are eligible for financing in compliance with Federal and NYS legislation.
- Providing to eligible and qualified businesses exemptions from real property taxes, sales and use taxes, and mortgage recording taxes consistent with the County of Oswego IDA's Uniform Tax Exemption Policy and in compliance with NYS legislation.

Objectives, cont.

- Providing financial assistance to micro-enterprise businesses utilizing the County of Oswego IDA’s Micro-Enterprise Economic Development Fund.
- Partnering with IDAs and EDOs in CNY to support the CNY REDC’s efforts to secure CFA funding and utilize URI funding.
- Providing financial assistance to eligible and qualified businesses utilizing the County of Oswego IDA’s PILOT Economic Development Fund and HUD Economic Development Fund.
- Utilizing the County of Oswego IDA’s General Economic Development Fund and PILOT Economic Development Fund to enhance economic development initiatives and strategies.
- Providing financial assistance to eligible and qualified businesses utilizing the USDA Intermediary Relending Program (IRP).
- Serving as a conduit, as appropriate, to apply for and secure Federal and State government grants and/or loans for economic development projects.
- Working in collaboration with banks to support interim financing for eligible and qualified businesses that will be receiving permanent financing through the SBA 504 loan program in cooperation with Operation Oswego County, Inc.
- Assisting in acquiring, constructing, and renovating necessary and appropriate real estate, working in cooperation with Operation Oswego County, Inc., to enhance and further economic development, including industrial park properties, incubator facilities, speculative buildings, and sites, etc.
- Collecting and distributing PILOT payments to taxing authorities in accordance with the General Municipal Law of the State of New York.
- Complying with the State Environmental Quality Review Act (SEQRA) on all projects assisted by the County of Oswego IDA.
- Working in partnership with government, education, labor, business and economic development agencies to maximize development potential and sustainability of the economy in Oswego County.
- To be in compliance with all reporting and policy requirements specified by the NYS GML, NYS Office of the State Comptroller, NYS ABO and the NYS PAL.

Meetings Held

8/24/17	1/17/18
9/25/17	2/28/18
10/25/17	3/22/18
11/17/17	4/17/18
12/11/17	5/21/18
	6/20/18
	7/24/18

Public Hearings Held

8/21/17	Altmar Genesee, LLC (Tailwater Lodge)
1/12/18	Stephen M. Baker, OD, PLLC
2/23/18	Geo Hotel Co., Inc. (Water Park)
5/3/18	Bishop’s Commons, Inc.

Compliance & Reporting/Other Activities

- The ESDC Notification of Initial Allocation for the issuance of Private Activity Bonds for 2018 was \$4,164,545.
- IDA annual employment survey completed.
- Member of the Council of Development Finance Agencies.
- Returned \$257 to HUD as required for earned interest in 2017.
- Annual Financial Report and Audit Report filed with the NYS Office of the State Comptroller, County of Oswego and ESDC for FY ended 7/31/17.
- Maintained IDA website to comply with the Public Authorities Accountability Act (PAAA) (www.oswegocountyida.org).
- Continued and renewed an administrative agreement for professional services with Operation Oswego County, Inc. through 2018.
- UTEP deviation notifications were filed with the taxing authorities for the following 4 projects:
 - Bishop's Commons, Inc. - City of Oswego
 - East Lake Commons, LLC - City of Oswego
 - Geo Hotel Co., Inc. (Water Park) - City of Oswego
 - Altmar Genesee, LLC (Tailwater Lodge) - Town of Albion
- 15 Appointments of Project Operator or Agent (ST-60) filed with the NYS Department of Taxation and Finance for 10 projects:
 - Lakeside Commons, LLC - Town of Oswego
 - Purcell Construction (Lakeside Commons) - Town of Oswego
 - Stephen M. Baker, OD, PLLC - City of Oswego
 - Dunsmoor Construction (Stephen M. Baker) - City of Oswego
 - Sunoco Retail, LLC - Town of Volney
 - C&S Design Build, Inc. (EJ USA) - Town of Schroepfel
 - Camelot Lodge, LLC (YMCA) - City of Oswego
 - Marmon Enterprises USA, LLC - Town of Williamstown
 - Camelot Lodge, LLC (Cahill Landing) - City of Oswego
 - Altmar Genesee LLC (Tailwater Lodge) - Town of Albion
 - Henderson-Johnson Co. (Lakeside Commons) - Town of Oswego
 - EJ USA, Inc. - Town of Schroepfel
 - Zehr's Flowers and Landscaping (Lakeside Commons) - Town of Oswego
 - Novelis Corporation - Town of Scriba
 - Ruston Paving Co. (Lakeside Commons) - Town of Oswego

Compliance & Reporting/Other Activities, cont.

- Filed RP-412-a applications to all taxing authorities in accordance with Real Property Tax Law and General Municipal Law, Section 874, for the following 6 projects:
 - MDR Properties (United Wire Technologies) - Town of Constantia
 - EJ USA, Inc. - Town of Schroepfel
 - Altmar Genesee, LLC (Tailwater Lodge) - Town of Albion
 - Marmon Enterprises USA, LLC - Town of Williamstown
 - Camelot Lodge, LLC (YMCA) - City of Oswego
 - Stephen M. Baker, OD, PLLC - City of Oswego
- Officers elected: Gary T. Toth (chair), Nicholas M. Canale (vice chair), and H. Leonard Schick (secretary/treasurer).
- L. Michael Treadwell served as CEO and David S. Dano served as CFO.
- Reviewed monthly loan delinquent reports.
- Continued to follow NYSEDC Best Practice Recommendations.
- Five current IDA Directors, Counsel and the CEO have completed PAAA Training sponsored by the NYSEDC, NYS ABO, or other State approved training.
- In compliance with the Public Authorities Law, filed Budget Reports for FY ending 7/31/17, 7/31/18 and 7/31/19 with the NYS ABO and County.
- Reviewed and reaffirmed the Code of Ethics.
- Complied with the filing of the Annual Certification of Code of Ethics and Annual Financial Disclosure Statement to the County of Oswego Board of Ethics.
- Goals of the Agency were reviewed and amended.
- Continued to use the Discretionary Funds Policy.
- CEO continued to be authorized to be the primary Authorizer Designation for PARIS.
- Reviewed and continued to use the Procurement Policy in compliance with GML.
- Continued the Disposition of Property Guidelines, no changes made, CEO continued to serve as the Contracting Officer as filed with the NYS OSC.
- Annual Report for FY ended 7/31/17 was prepared and posted on the Agency's website.
- The Investment Policy was in compliance with the collateral requirements for FY ended 7/31/17. Adjustment was made with Key Bank collateralization to reflect 105% coverage over the entire 12 month period.
- Conflict of Interest Policy was continued and Annual Affirmation Statements completed.
- Temporary deferments on loan/lease payments were granted for the following 2 projects:
 - Zink Shirts - City of Oswego
 - EM&M Diner - Town of Hannibal

Compliance & Reporting/Other Activities, cont.

- Grossman St. Amour CPAs, PLLC conducted the audit for FY ended 7/31/17.
- PARIS reporting for FY ended 7/31/17 was successfully completed.
- The Agency's approval to participate in the USDA Business & Industry Guarantee Programs as a "Non-Traditional Lender" was continued to be evaluated for projects.
- At the request of the Agency, the Oswego County Legislature has created a development corporation under 1411 of the NYS Not-for-Profit Law for the sole purpose of issuing Civic Facility Bonds for eligible 501 (c)(3) organizations. The Oswego County Civic Facilities Corporation was not active during the FY.
- Annual Board of Directors Evaluation was completed in accordance to the NYS ABO Policy Guidance for 2017.
- The Agency continued to operate the USDA Intermediary Relending Program for working capital and equipment. Authorization was approved to apply to USDA to expand the program, seeking an additional \$500,000 loan from USDA.
- In compliance with Section 2824-a and Section 2800 of the PAL, the Agency's Mission Statement and Performance Measurements that were submitted to the NYS ABO remained unchanged.
- Annual performance reviews of the CEO and CFO were completed.
- Continued the designation of the Secretary of State as an Agent for Service of a Notice of Claim pursuant to GML.
- A CFA application in Round 4 for \$30,000 in ESDC funding to conduct a feasibility study to develop a small business incubator in the City of Oswego was funded.
- Code of Ethics Policy was reviewed and no changes made.
- A CFA application in Round 5 for ESDC funding to assist in the development of the 43,000 SF former Price Chopper into a mixed-use incubator in the City of Oswego was approved for funding in the amount of \$900,000 in the prior FY is on hold due to the potential sale of the property for the Oswego Health Behavioral Health Services project.
- Acquisition for back taxes of two former Miller properties totaling 215.74 acres was completed in the prior FY. Properties are located in the Town of Volney and include the former WWTP.
- Pursuant to Section 103 and Sections 142 and 144 of the Internal Revenue Code, a Tax-Exempt Bond Post-Issuance Compliance Policy was unchanged.
- Adopted FOIL Policy was continued.
- The Upstate Energy Jobs Coalition was focused on supporting ongoing efforts to support the ZECs and a new focus on constraints in the delivery system.
- Filed COIDA's Authority Performance Measures Report for FY Ended 7/31/17.

Compliance & Reporting/Other Activities, cont.

- Supported the City of Fulton’s application for the Central NY Downtown Revitalization Initiative \$10 million competition in Round 3 of the DRI.
- Authorization of \$100,000 in funding to support the Advanced Manufacturing Institute associated with Cayuga Community College’s Fulton Campus continued to be in place.
- CFA application to conduct a feasibility study for the former Miller WWTP plant was submitted in Round 7 of the REDC process but was ruled ineligible.
- Retained the C&S Companies to conduct a feasibility study for the reuse of the Miller WWTP for a regional WWTP. Funding of the \$98,000 to be provided by the COIDA, Oswego County Legislature and Operation Oswego County.
- Authorization to support an application to the Northern Border Regional Commission and approval to commit \$250,000 for the Oswego County Airport and Airport Industrial Park sewer extension project in cooperation with the County, City of Fulton and Town of Volney was approved.
- Authorization was approved to submit an application to USDA for grant funding to conduct a feasibility study for a meat processing facility in Oswego County.
- COIDA entered into agreements for use of the parking lot area of the Price Chopper building with the Oswego City Fire Department, H. Lee White Maritime Museum and Oswego Harbor Festivals, Inc.
- Supported funding 50% of the cost for the Oswego County Strategic Economic Advancement Plan that was completed and adopted by the Oswego County Legislature on November 9, 2017.

Project Assistance

Project	Location	Type	Projected Jobs		Financial Assistance		Total Project Cost \$	Status
			New	Ret.	Type	Amount \$		
Camelot Lodge (Cahill Landing)	Oswego City	Housing/Service	1	—	S/L	183,430	1,210,500	Approved
Camelot Lodge (YMCA)	Oswego City	Mixed-Use	25	—	S/L	305,560	1,693,000	Leased
Champlain Valley Specialty	Oswego	Mfg.	10	219	S/L	427,000	910,000	Approved
United Wire Technologies	Constantia	Mfg.	5	16	S/L	292,600	488,600	Leased
					PILOT EDF	200,000		Leased
Marmon Enterprises USA	Williamstown	Mfg.	4	12	S/L	45,638	606,000	Leased
					IRP EDF	100,000		Funded
EJ USA, Inc.	Schroepfel	Mfg.	91	—	S/L	3,474,400	9,075,000	Leased
Novelis Corporation (Infrastructure)	Scriba	Mfg.	—	1,137	S/L	4,800,000	97,000,000	Leased
K&N's Foods USA	Fulton City	Mfg.	—	59	PILOT EDF	200,000	500,000	Leased
Harbor View Square	Oswego City	Mixed-Use	8	—	S/L	4,005,507	20,214,104	Approved
COIDA Incubator	Oswego City	Service	50	—	PILOT EDF	1,500,000	6,000,000	Approved (Bldg.)
					PILOT EDF	500,000		Approved (Tenants)
Tailwater Lodge	Albion	Service/Tourism	35	45	S/L	714,140	2,500,000	Leased
Doty Contracting	Volney	Mfg.	21	4	IRP EDF	90,000	326,200	Funded
Stephen M. Baker, OD, PLLC	Oswego City	Service	14	—	S/L	122,460	856,454	Leased
					PILOT EDF	150,000		Leased
Geo Hotel Co. (Water Park)	Oswego City	Tourism	18	—	S/L	3,636,668	4,965,000	Approved
					PILOT EDF	500,000		Approved
East Lake Commons	Oswego City	Mixed-Use	22	—	S/L	12,041,282	26,348,869	Approved
Bishop's Commons	Oswego City	Service	2	42	S/L	2,409,000	5,549,185	Approved
Great Bear Childcare	Schroepfel	Service	8	2	MEP EDF	21,000	280,500	Approved
MLK Enterprises	Richland	Service/Tourism	4	—	MEP EDF	25,000	82,388	Approved
Woody's on 37	Hastings	Service/Tourism	3	—	MEP EDF	25,000	144,853	Approved
Total			321	1,536		35,768,685	178,750,653	

Definitions for Types of Financial Assistance

- **MEP EDF**-- Micro Enterprise Program Economic Development Fund
- **PILOT EDF**-- Payment in Lieu of Taxes Economic Development Fund
- **General EDF**-- General Economic Development Fund
- **IRP EDF**-- Intermediary Relending Program Economic Development Fund
- **S/L**-- Straight Lease Transaction
- **HUD EDF**-- Housing and Urban Development Economic Development Fund
- **CFRB**-- Civic Facility Revenue Bonds
- **PAB**-- Private Activity Bonds
- **TB**-- Taxable Bonds

Financing Programs

Loans/Leases Paid in Full

Project	Location	Type	Original Fin. Date	Fin. Type	Amount \$
Bardy's 4 Seasons Tire & Auto	Sandy Creek	Service	8/10	PILOT EDF	35,000
CL Fitness	Fulton City	Service	9/12	PILOT EDF	25,000
Debbie's Hash & Mash	Volney	Service	9/15	MEP EDF	25,000
Lake Ontario Property Assoc. (Dr. Ram)	Oswego City	Healthcare	8/13	PILOT EDF	35,000
Laser Transit	Sandy Creek	Warehousing/ Transportation	7/10	PILOT EDF	370,000
M&A Holdings of CNY (The Gardens by Morningstar)	Oswego City	Healthcare	3/15	HUD EDF	300,000
Mark's Letters, Signs & Specialties	Fulton City	Service	8/12	PILOT EDF	20,000
MDR Properties (United Wire Technologies)	Constantia	Mfg.	2/13 2/13	IRP EDF PILOT EDF	187,500 22,500
Oneida Lake Ready Mix	Constantia	Mfg.	5/09	PILOT EDF	400,000
Happy Hearts Childcare	Scriba	Service	12/15	Gen. EDF	51,627
Off Broadway Dance	Granby	Service	12/16	Gen. EDF	52,000
Oswego YMCA	Oswego City	Recreation	8/08	PILOT EDF	85,000
Puddle Jumpers	Volney	Service	1/12	MEP EDF	15,000
Service Master Janitorial	Sandy Creek	Service	2/13	MEP EDF	25,000
Wilsie Construction	Oswego City	Construction/Mfg.	12/13	PILOT EDF	43,200

Bad Debt Loans/Leases

None to report.

Distribution of PILOT Payments - FY Ended 7/31/18

	<u>Amount</u>	<u>%</u>
School Districts	\$5,089,736	63.2
City/Town/Village	\$ 890,248	11.0
County	\$1,870,495	23.2
County IDA*	<u>\$ 207,832</u>	<u>2.6</u>
<u>Total:</u>	<u>\$8,058,311</u>	<u>100.0</u>

*County's prorata share was split 90/10 with IDA to recapitalize the IDA's PILOT EDF in 2018.

Statement of Revenues and Expenditures and Changes in Net Position - FY Ended 7/31/18

Revenues	
Charges for services	\$ 247,076
Interest income	134,645
Payments in lieu of taxes	207,002
Rental income	37,920
Grant revenue	79,000
Federal Funds – loan repayments	145,827
Other revenues	8,722
Total revenues	860,192
Expenditures	
Administration	316,250
Professional fees	169,275
Grants and development	6,182
Other expenses	122,393
Total expenditures	614,100
Change in net position	246,092
Net position – beginning of year	18,306,736
Net position – end of year	\$ 18,552,828

Note: Audit Report is available at www.oswegocountyida.org.

Statement of Net Position - FY Ended 7/31/18

Assets

Cash	\$ 10,879,747
Loans/lease receivable	7,668,054
Accounts Receivable	49,000
Project Assets, net	2,184,415
Total Assets	\$ 20,781,216

Liabilities

Accounts Payable	\$ 138,285
Loan Payable	483,592
Mortgage Payable	639,982
Total Liabilities	\$ 1,261,859

Net Position

Restricted Cash	\$ 8,181,948
Restricted Loans Receivable	5,779,393
Unrestricted	4,591,487
Total Net Position	\$ 18,552,828

Note: Audit Report is available at www.oswegocountyida.org.

Schedule of Bonds/Notes - FY Ended 7/31/18

Details are provided in the Audit Report which is available at www.oswegocountyida.org.

Internal Control Structure and Procedure - FY Ended 7/31/18

Details are provided in the Audit Report which is available at www.oswegocountyida.org.

Compensation Schedule - FY Ended 7/31/18

Not applicable; IDA had no employees.

Real Property Owned - FY Ended 7/31/18

Property	Address	Tax Map ID	Size (Acres)
Lake Ontario Industrial Park	249A Mitchell St., Oswego	110.68-01-01	56.64
Peck Road Site	Peck Road, Town of Richland	071.00-02-28.01	14.25
Columbia Mills	St. Rt. 48, Town of Minetto	183.02-02-04.02	89.4
Huhtamaki Site	411-419 First St., Fulton	253.24-01-02	1.66
120 St. Paul Street	120 St. Paul St., Oswego	128.27-01-05	6.95
Former Price Chopper	29 E. Cayuga St, Oswego	128.39-04-01	4.88
Former Miller	Owens Road, Volney	254.00-05-04.05	73.0
Former Miller WWTP	Owens Road, Volney	254.00-05-04.09	142.74

Real Property Disposed of During FY Ended 7/31/18

None to report.

Code of Ethics

See Code of Ethics Policy listed on website at www.oswegocountyida.org.

Approval and Certification for FY Ended 7/31/18

The Annual Report of the County of Oswego IDA was approved by the Board of the Agency on October 30, 2018.

The information contained in the Annual Report for the County of Oswego IDA for FY ended 7/31/18 represents an accurate, complete and fair presentation of the Agency's activities and financial position. In compliance with the PAAA, this report will be provided to the Chair of the Oswego County Legislature, to the NYS Authority Budget Office, and be posted on the Agency's website www.oswegocountyida.org.

Certified by:  10/30/18
 Gary T. Toth, Chair

 10/30/18
 H. Leonard Schick, Secretary/Treasurer

 10/30/18
 L. Michael Treadwell, CEO

This institution is an equal opportunity provider, and employer. To file a complaint of discrimination, write:
USDA, Director, Office of Civil Rights, 1400 Independence Avenue, S.W.
Washington, D.C. 20250-9410, or call (800) 795-3272 (voice) or (202) 720-6382 (TDD).

RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on October 30, 2018, at 9:00 a.m., at 44 West Bridge Street, Oswego, New York.

The meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

PRESENT: Nick Canale, Jr., Tom Kells, H. Leonard Schick, Morris Sorbello, Gary T. Toth and Barry Trimble

ABSENT: Donald H. Kunzwiler

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

The following resolution was duly offered and seconded:

RESOLUTION APPROVING AN INCREASE IN THE AMOUNT OF FINANCIAL ASSISTANCE AWARDED TO THE PROJECT IN THE FORM OF AN EXEMPTION FROM MORTGAGE RECORDING TAX; AND AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS 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, construction and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, the Agency, by resolution adopted on December 14, 2016 (the “*Resolution*”), agreed to undertake a certain project (the “*Project*”) at the request of the Housing Visions Consultants, Inc., on behalf of Harbor View Square, LLC (the “*Company*”) consisting

of: (A) (i) the acquisition of a leasehold interest in the Condominium Units (as hereinafter defined) which include (x) approximately 2.4 acres of land located at 68 West First Street (formerly known as 58, 60, 68 West First Street and 22 Van Buren Street), City of Oswego, County of Oswego, State of New York (the “**Land**”) and (y) demolition of an existing building and construction of an approximately 86,000 square foot mixed-use building (the “**Mixed Use Building**”) with approximately 46 one-bedroom rental units, approximately 11 two-bedroom rental units and approximately 10,000 square feet of retail/commercial space and three additional buildings containing approximately eighteen (18) three (3) bedroom rental town-house units (together with the Mixed Use Building, the “**Facility**”) (the Facility will consist of income levels ranging from work force to market rate); and (ii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment and furnishings (collectively the “**Equipment**”) (the Land, Facility and Equipment are hereinafter collectively referred to as the “**Project Facility**”); (B) the granting of certain financial assistance in the form of exemptions from real property taxes, mortgage recording tax (except as limited by Section 874 of the General Municipal Law) and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease of the Condominium Units, inclusive of the Land and the Facility, by the Agency pursuant to a lease agreement, the acquisition by the Agency of an interest in the Equipment pursuant to a bill of sale from the Company, and the sublease of the Condominium Units, inclusive of the Land and the Facility, and the Equipment back to the Company pursuant to a sublease agreement; and

WHEREAS, the Agency previously conducted an environmental review of the Project under 6 NYCRR Part 617 (“**SEQRA**”) and has determined that the Additional Financial Assistance (as defined herein) is in furtherance of the Financial Assistance previously approved for the Project, and does not require reconsideration or further review by the Agency under SEQRA; and

WHEREAS, the amount of mortgage recording tax exemption originally approved by the Agency as part of the Financial Assistance was an amount not to exceed \$109,779 (the “**Original Mortgage Tax Exemption**”); and

WHEREAS, the Company advised the Agency that the construction mortgage associated with the Project has increased and the Company requested an increase of approximately \$56,000 to the Original Mortgage Tax Exemption (the “**Additional Financial Assistance**”) such that the total award of mortgage recording tax exemption would total \$165,000 for the Project; and

WHEREAS, the Agency has given due consideration to the request for Additional Financial Assistance and to representations by the Company that the proposed Additional Financial Assistance: (i) will facilitate the Company’s ability to complete the Project in the County of Oswego; and (ii) will not result in the removal of a commercial, industrial or manufacturing plant or facility of the Company or any other proposed occupant of the Project 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 located in the State, except as may be permitted by the Act; (iii) undertaking the Project has advanced, and will continue to promote, create and/or full and part-time jobs in the State and the County.

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

(1) Based upon the representations made by the Company to the Agency, and the reason presented by the Company in support of its request for the Additional Financial Assistance, the Agency hereby approves the Additional Financial Assistance and the Chief Executive Officer and/or (Vice) Chairperson, acting individually, are each authorized to execute and deliver the documents and agreements identified herein and any and all 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 this Resolution.

(2) The granting of the Additional Financial Assistance does not amount to a significant change in the Project from what was originally approved by the Agency, and therefore no further review under SEQRA is required.

(3) 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.

(4) The Executive Director of the Agency is hereby authorized 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.

(5) This Resolution shall take effect immediately, but is subject to the payment by the Company of the Agency's administrative and legal fees associated with this request.

(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.

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

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

The foregoing resolution was thereupon declared duly adopted.

