

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
January 25, 2024
44 West Bridge St.
Oswego, NY

PRESENT: Canale, Peter-Clark, Schick, Stahl, Toth & Trimble

Absent/Excused: Greco

Also Present: Kevin LaMontagne CFO, Austin Wheelock CEO, Kevin Caraccioli (COIDA legal counsel); Nathan Emmons (OOC Staff)

Chair Toth convened the meeting of the County of Oswego Industrial Development Agency at 8:35AM at the IDA office in Oswego, NY. Chair Toth opened the meeting and submitted his resignation as Chair of the Board. Vice Chair Canale was named Acting Chair pursuant to the By-Laws and led the meeting. The resignation letter is attached to the minutes.

MINUTES

On a motion by Ms. Peter- Clark seconded by Mr. Trimble, the minutes of the December 19, 2023 meeting were approved.

NOTICE OF MEETING

Meeting notices were posted at the Oswego County Building, the IDA Office Building and on the IDA website. A notice was published in The Palladium Times on January 11, 2024.

TREASURER'S REPORT

Mr. LaMontagne gave a review of the Financial Statements from the beginning of Fiscal Year through December 31, 2023. On a motion by Mr. Toth, seconded by Mr. Schick, the Financial Statements for the period ending December 31, 2023 were approved.

LECHASE DEVELOPMENT SERVICES, LLC

Mr. LaMontagne reported that the LeChase Development Services, LLC project previously approved by the Board would have a change in project ownership, with LeChase Development Services, LLC maintaining 50% ownership and Donohoe Management obtaining 50% ownership. Mr. LaMontagne explained that based on advice from legal counsel, a new Initial Resolution would be required for the project. Following discussion, on a motion by Mr. Stahl, seconded by Mr. Trimble, a Resolution determining that the acquisition, reconstruction, renovation and equipping of a certain facility at the request of LeChase Development Services, LLC constitutes a project, describing the financial assistance requested in connection therewith, and authorizing a Public Hearing was approved. Ms. Peter Clark recused herself from voting due to her conflict of interest from Connexicare benefitting from the potential financial assistance from the project. The Initial Resolution is attached.

SAM NORTH AMERICA, LLC

Mr. LaMontagne reported on a request from SAM North America to consent to the sale and assignment of the existing PILOT agreement to Optex Process Solutions, Inc. Following discussion, on a motion by Mr. Toth, seconded by Ms. Peter-Clark, an Omnibus Resolution consenting to the sale and approving the Assignment and Assumption Agreement and other related actions was approved. A copy of the Omnibus Resolution is attached.

USDA RURAL BUSINESS DEVELOPMENT GRANT (RBDG)

Mr. Wheelock reported that there is an opportunity for the IDA to apply for a USDA Rural Business Development Grant (RBDG) to support manufacturing in Oswego County. Following a discussion, on a motion by Mr. Stahl, seconded by Mr. Schick, the Board authorized the IDA to apply for a USDA Rural Business Development Grant not to exceed \$100,000 to support manufacturing in Oswego County.

COIDA Administrative Services Agreement

Following a brief update from Mr. Wheelock, on a motion from Mr. Stahl, seconded by Ms. Peter Clark, it was approved to table the COIDA Administrative Services Agreement renewal until a future meeting.

COIDA POLICIES ADOPTION AND REAFFIRMATION

Following a discussion led by Mr. Wheelock and Mr. Caraccioli, a resolution was put forth adopting a Workplace Violence Prevention Policy and reaffirming all existing policies and procedures for the current fiscal year. On a motion by Mr. Schick, seconded by Mr. Toth, the COIDA Policies resolution was approved and reaffirmed as amended.

COIDA RIVERVIEW WASTEWATER TREATMENT PLANT BROWNFIELD ASSESSMENT PROGRAM

Mr. Wheelock reported on the opportunity to include the former Riverview Wastewater Treatment Plant property and an adjacent industrially zoned property owned the COIDA in the Oswego County Brownfield Assessment program. This would make the sites eligible for Phase I Environmental assessments to be performed through the program. On a motion by Ms. Peter-Clark, seconded by Mr. Toth, it was authorized to include the Riverview Wastewater Treatment Plant properties in the Oswego County Brownfield Assessment Program.

EXECUTIVE SESSION

On a motion by Mr. Schick, seconded by Mr. Trimble, it was approved to go into Executive Session to discuss the financial history of a particular corporation or individual, pending litigation and contractual matters at 8:59 a.m.

On a motion by Ms. Peter- Clark, seconded by Mr. Trimble, it was approved to exit the Executive Session at 11:06 a.m.

SOLAR PROJECTS PILOT DEVIATION POLICY

Mr. Wheelock reviewed the IDA's Solar Project PILOT Deviation Policy in Executive Session.

VONA'S RESTAURANT, INC.

Following a discussion in Executive Session, on a motion by Mr. Stahl, seconded by Mr. Toth, a loan modification was approved.

BROWN DOG WOOD PRODUCTS

Following a discussion in Executive Session, on a motion by Ms. Peter-Clark, seconded by Mr. Trimble, a six-month loan deferment for Brown Dog Wood Products was approved.

MARMON ENTERPRISE USA, LLC, DESIGNER HARDWOOD FLOORING CNY, INC. & HARDWOOD TRANSFORMATION, INC.

Following a discussion in Executive Session, on a motion by Mr. Toth, seconded by Mr. Schick, a six-month loan deferment for Marmon Enterprises USA, LLC, Designer Hardwood Flooring CNY, Inc. & Hardwood Transformations, Inc. was approved.

OCIP EXPANSION

Following a discussion in Executive Session, on a motion by Mr. Schick, seconded by Mr. Stahl, Authorization to proceed with engineering and planning costs associated with obtaining site plan approval for the 185 acre OCIP Expansion Site with the Town of Schroepfel Planning Board was authorized.

MANUFACTURING START-UP FACILITY- CITY OF FULTON

Mr. Wheelock provided an update in Executive Session on the Manufacturing Start-Up Facility project in the City of Fulton.

SCHROEPPEL PROPERTY

Mr. Wheelock and Mr. Caraccioli provided an update on property in the Town of Schroepfel in Executive Session.

DAVID MCLELLAN V. COIDA, ET AL

Mr. Caraccioli reported on the legal action of David McLellan v. COIDA in Executive Session.

PILOT EDF REPORT

Mr. LaMontagne and Mr. Wheelock provided the PILOT EDF Report as of December 31, 2023 in Executive Session. On a motion by Mr. Stahl, seconded by Mr. Schick, it was approved to increase PILOT EDF funds available for engineering services at OCIP Expansion Site by \$100,000.

DELINQUENT LOAN REPORT

Following a review of the December 31, 2023, Delinquent Loan Report by Mr. LaMontagne in Executive Session, a motion was made by Mr. Stahl, seconded by Mr. Schick, to accept the Delinquent Loan Report.

OTHER BUSINESS

Mr. Canale reaffirmed the committee working on the COIDA Web Portal project as Pam Caraccioli, David Turner, Tim Stahl, Gary Toth, and Maria Hudson. Austin Wheelock and Alexandra Fitzpatrick, the new OOC Marketing & Communications Manager will provide staff support.

NEXT MEETING

Thursday, February 27, 2024, at 8:30 a.m. was scheduled. Subsequently, the meeting date was changed to February 29, 2024 at 8:30 a.m.

ADJOURNMENT

On a motion by Mr. Toth, seconded by Mr. Schick, the meeting was adjourned at 11:10 a.m.

Respectfully Submitted,

Tim Stahl, Secretary

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on January 25, 2024, at 8:30 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., Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, Gary T. Toth, and Barry Trimble

ABSENT: Marc Greco

ALSO PRESENT: Kevin C. Caraccioli, Nathan Emmons, Kevin LaMontagne, and Austin Wheelock

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, RECONSTRUCTION, RENOVATION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF THE COMPANY CONSTITUTES A PROJECT AND DESCRIBING THE FINANCIAL ASSISTANCE REQUESTED IN CONNECTION THEREWITH AND AUTHORIZING A PUBLIC HEARING

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

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

WHEREAS, 120 E. First Street Oswego, LLC, a New York limited liability company, on behalf of itself and/or entities formed or to be formed on its behalf (the “**Company**”), submitted an application to the Agency on or about January 25, 2024 (the “**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “**Project**”) consisting of: (A)(i) the acquisition of a leasehold interest in approximately 1.52 acres of real property located at 104 and 120 East First Street, consisting of all or a portion of the current Tax ID Nos. #128.55-03-02.11 and 128.55-03-02.2, in the City of Oswego, Oswego County, State of New York (the “**Land**”), the existing approximately 35,960 square foot four-story building (the “**Existing Building**”) located on the Land and the adjacent surface parking lot (the “**Existing Parking Lot**” and, together with the Existing Building, the “**Facility**”), (ii) the renovation and reconstruction of (a) the first and second floors of the Existing Building to create clinical space for medical, dental and mental health services (collectively, the “**Health Services**”) and the third floor to create space for tenants that will provide ancillary services to support the Health Services being provided on the first and second floors, and (b) the Existing Parking Lot; (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various fixtures, machinery, equipment, and other tangible personal property (collectively, the “**Equipment**”) (the Land, the Facility and the Equipment being collectively referred to as the “**Project Facility**”), which Project Facility is to be subleased by the Agency to the Company and further subleased by the Company to Northern Oswego County Health Services, Inc., d/b/a ConnexCare, a not-for-profit corporation and/or other third-party tenants; (B) the granting of certain financial assistance in the form of exemptions from real property taxes, real estate transfer taxes, mortgage recording tax (except as limited by Section 874 of the Act) and State and local sales and use tax (collectively, the “**Financial Assistance**”); (C) the appointment of the Company and/or its designee as an agent of the Agency in connection with the acquisition, reconstruction, renovation and equipping of the Project Facility; and (D) the lease (or sub-lease) of the Land and the Facility by the Company to the Agency pursuant to a lease agreement, the acquisition of an interest in the Equipment pursuant to a bill of sale; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, the Company has requested that the Agency enter into a payment in lieu of tax agreement (the “**Proposed PILOT Agreement**”) with respect to the Project Facility; and

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

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

WHEREAS, the grant of Financial Assistance to the Project is subject to the Agency finding after a public hearing pursuant to Section 859-a of the Act that the Project will serve the public purposes of the Act by promoting economically sound commerce and industry to advance

the job opportunities, health, general prosperity and economic welfare of the people of the State or increasing the overall number of permanent, private sector jobs in the State;

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

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

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

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

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

Section 3. If the terms of the Proposed PILOT Agreement deviate from the standard terms of a payment in lieu of tax agreement under the Agency’s Uniform Tax Exemption Policy, the Agency hereby further authorizes the Chief Executive Officer, and/or the Chairman of the Board of the Agency to (A) establish a time, date and place for a meeting of the Agency to consider the approval by the members of the Agency of the Proposed PILOT Agreement; and (B) cause notice of said meeting to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 874 of the Act.

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

Section 5. The Chief Executive Officer and/or the Chairman of the Board of the Agency is hereby authorized and directed to (A) (i) distribute copies of this Resolution to the Company and (ii) deliver or cause to be delivered a copy of this Resolution by certified mail, return receipt requested or an electronic correspondence with a read-receipt, to the chief executive officer of each affected local taxing jurisdiction (including the district clerk and district superintendent of each affected school district), such delivery to comply with the requirements of Section 859-a of the Act; and (B) to perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 6. This Resolution shall take effect immediately.

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

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Marc Greco				X	
Tricia Peter-Clark					X
Tim Stahl	X				
H. Leonard Schick	X				
Gary T. Toth	X				
Barry Trimble	X				

The resolution was thereupon declared duly adopted.

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

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on January 25, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Article 7 of the Public Officers Law (the “*Open Meetings Law*”), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Open Meetings Law, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on January 25, 2024.

Austin Wheelock
Chief Executive Officer

(SEAL)

**RESOLUTION APPROVING ASSIGNMENT AND ASSUMPTION AND TAKING
RELATED ACTIONS**

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on January 25, 2024 at 8:30 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., Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, Gary T. Toth, and Barry Trimble

ABSENT: Marc Greco

ALSO PRESENT: Kevin C. Caraccioli, Nathan Emmons, Kevin LaMontagne, and Austin Wheelock

The following resolution was duly offered and seconded:

**RESOLUTION CONSENTING TO THE SALE OF A
CERTAIN PROJECT FACILITY, AUTHORIZING THE
EXECUTION AND DELIVERY OF AN ASSIGNMENT AND
ASSUMPTION AGREEMENT AND DETERMINING OTHER
MATTERS IN CONNECTION THEREWITH**

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

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

WHEREAS, by resolution duly adopted by the members of the Agency on April 25, 2013, the Agency agreed to undertake a project (the “**Project**”) on behalf of SAM North America, LLC (the “**Company**”), consisting of: (A)(i) the acquisition of a leasehold interest in approximately 2.5 acres of real property improved with an approximately 10,000 square foot building (the “**Building**”) located at 31 County Route 59, in the Town of Schroepfel, New York, Oswego County (the “**Land**”); (ii) the renovation of the Building for use in connection with light manufacturing, office space as well as related service and sales, all located on the Land (the “**Facility**”); and (iii) the acquisition of and installation in the Facility of various machinery, equipment and furnishings (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 Act) and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease of the Land and the Facility by the Agency pursuant to a lease agreement; the acquisition of an interest in the Equipment pursuant to a bill of sale; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in connection with the Project and the granting of the Financial Assistance, the Agency and the Company entered into an agency lease agreement dated as of July 1, 2013 (the “**Agency Lease Agreement**”) and a payment in lieu of tax agreement dated as of July 1, 2013 (the “**PILOT Agreement**”) whereby the Company agreed to make payments in lieu of real property taxes in the amounts set forth on the schedule attached thereto (the “**PILOT Schedule**”); and

WHEREAS, the Company has notified the Agency that it intends to sell the Project Facility to Optex Process Solutions, Inc. (the “**New Company**”); and

WHEREAS, the Company has requested that the Agency consent to the sale by the Company of the Project Facility to the New Company and the assignment (the “**Assignment**”) by the Company and the assumption by the New Company of the Company Lease, the Agency Lease Agreement, the PILOT Agreement, the Environmental Compliance and Indemnification Agreement and the other Company Documents (as such term is defined in the Agency Lease Agreement) (collectively, the “**Existing Transaction Documents**”); and

WHEREAS, pursuant to section 9.1 of the Agency Lease Agreement, the Assignment is permitted with the prior written consent of the Agency; and

WHEREAS, to effectuate the Assignment, the Agency, the Company and the New Company will execute and deliver an omnibus assignment and assumption agreement or such other agreement as may be required by the Agency such that the New Company will acknowledge the assignment to the New Company of the Existing Transaction Documents, and the assumption by the New Company of all of the obligations of the Company thereunder (the “**Omnibus Assignment and Assumption Agreement**”) and any additional documents relating thereto (collectively, with the Omnibus Assignment and Assumption Agreement, the “**2024 Transaction Documents**”); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each “affected tax jurisdiction” (within the meaning of such quoted term in Section 854(16) of the Act) an amended copy of the New York State Board of Real Property Services

form RP-412-a (the form required to be filed by the Agency in order for the Company to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) (a “Real Property Tax Exemption Form”) relating to the Project; and

WHEREAS, the Agency has given due consideration to the Company’s request and finds that, based upon the representations of, and information submitted by, the Company that the New Company has the ability to own, manage and operate the Project Facility in a manner substantially similar to the Company and is able to meet the obligations of the Company under the Existing Transaction Documents; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “*SEQR Act*”) and the regulations (the “Regulations”) adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, “*SEQRA*”), the Agency must determine the potential environmental significance of executing and delivering the 2024 Transaction Documents consummating the transaction contemplated therein (collectively, the “*Transaction*”);

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(23) of the Regulations, the Transaction is a “Type II action” (as said quoted term is defined in the Regulations); and

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Transaction.

Section 2. (A) The New Company has the ability to own, manage and operate the Project Facility in a manner substantially similar to the Company and is able to meet the obligations of the Company under the Existing Transaction Documents.

(B) The Agency consents to the transfer of the Project Facility from the Company to the New Company and the Assignment to the New Company pursuant to the terms of this Resolution and the Omnibus Assignment and Assumption Agreement.

(C) As a condition precedent to the actual transfer and/or Assignment, the Company and the New Company shall agree to cause all jobs created or retained at the Project Facility, whether such employees are employed by the Company or the New Company, to be reported to the Agency annually as required under the Act.

(D) 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 above.

Section 3. (A) The Chief Executive Officer and/or the Chairperson of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the 2024 Transaction Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the form thereof presented to this meeting with such changes, variation, omissions and insertions as the Chief Executive Officer and/or Chairperson shall approve, the execution thereof by the Chief Executive Officer and/or Chairperson to constitute conclusive evidence of such approval.

(B) The Chief Executive Officer and/or Chairperson of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the 2024 Transaction Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the 2024 Transaction Documents binding upon the Agency.

Section 5. Neither the members nor officers of the Agency, nor any person executing the 2024 Transaction Documents on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution, issuance or delivery thereof or the transaction contemplated thereby.

Section 6. The Chief Executive Officer and/or the Chairperson of the Board of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 7. A copy of this Resolution shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

Section 8. This Resolution shall take effect immediately, but is subject to execution by the Agency of the necessary documents to effectuate the Assignment.

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

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.	X				
Marc Greco				X	
Tricia Peter-Clark	X				
Tim Stahl	X				
H. Leonard Schick	X				
Gary T. Toth	X				
Barry Trimble	X				

The resolution was thereupon declared duly adopted.

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

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on January 25, 2024, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Article 7 of the Public Officers Law (the “*Open Meetings Law*”), such meeting was open to the general public and public notice of the time and place of such meeting was duly given in accordance with such Open Meetings Law, (iii) the meeting was in all respects duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency on January 25, 2024.

Austin Wheelock
Chief Executive Officer

(SEAL)

At a Regular Meeting of the County of Oswego Industrial Development Agency held on January 25, 2024 at 8:30 A.M. at 44 West Bridge Street, City of Oswego, New York.

RESOLUTION

APPROVING THE POLICIES AND PROCEDURES FOR THE COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY FOR 2024

WHEREAS, the County of Oswego Industrial Development Agency (the “Agency”) is required to maintain several policies and procedures in accordance with New York State Law; and

WHEREAS, the Agency’s Board has periodically adopted policies and procedures through the years that comply with the requirements of New York State Law, and all mandatory policies required to be adopted by public benefit corporations have been adopted by the Agency; and

WHEREAS, each year during the organizational meeting it is appropriate for a municipality to review and approve its established policies for the upcoming year; and

WHEREAS, the Agency’s organizational meeting is generally held soon after the beginning of the Agency’s fiscal year, which starts on August 1st of each year; and

WHEREAS, the Agency has not re-affirmed its policies for its current fiscal year and desires to do so at this time; now therefore be it

RESOLVED, that the County of Oswego Industrial Development Agency hereby re-affirms the policies and procedures, a list of which is attached to and made part of this Resolution, for the Agency’s fiscal year commencing August 1, 2023, and such policies and procedures are hereby authorized and approved to be in effect for the Agency’s fiscal year that runs August 1, 2023 to July 31, 2024;

This Resolution, having been made by Agency Member _____ and seconded by Agency Member _____, and voted on by the members of the Agency in attendance and constituting a quorum was adopted in accordance with the following roll call vote:

GARY TOTH, CHAIRMAN	AYE
NICK CANALE, JR., VICE-CHAIRMAN	AYE
TIMOTHY STAHL, SECRETARY	AYE
H. LEONARD SCHICK, MEMBER	AYE
BARRY TRIMBLE, MEMBER	AYE
MARC GRECO, MEMBER	AYE
TRICIA PETER-CLARK, MEMBER	AYE

Certified this ____ day of January, 2024

Timothy Stahl, Secretary

COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY

POLICIES AND PROCEDURES

August 1, 2023 – July 31, 2024

1. ANNUAL ASSESSMENT POLICY
2. APPLICATION/APPROVAL MODIFICATION POLICY
3. **CODE OF ETHICS***
4. CONFLICT OF INTEREST POLICY
5. **CYBERSECURITY NOTIFICATION POLICY***
6. DELINQUENT LOAN POLICY
7. DISPOSITION OF PROPERTY GUIDELINES
8. FOIL REQUEST AND RESPONSE POLICY
9. **INVESTMENT POLICY***
10. MINORITY AND WOMEN-OWNED BUSINESS ENTERPRISE POLICY
11. MISSION STATEMENT AND PERFORMANCE MEASURES
12. **PROCUREMENT POLICY***
13. PROJECT APPROVAL POLICY
14. SUSPENSION, DISCONTINUANCE AND RECAPTURE OF BENEFITS POLICY
15. **SEXUAL HARASSMENT POLICY***
16. SOLAR PROJECT PILOT DEVIATION POLICY
17. TAX-EXEMPT BOND POST-ISSUANCE COMPLIANCE POLICY
18. UNIFORM TAX EXEMPTION POLICY
19. USE OF DISCRETIONARY FUNDS POLICY
20. WHISTLEBLOWER POLICY
21. **WORKPLACE VIOLENCE PREVENTION AND INCIDENT REPORTING POLICY***

* **Mandatory Policies**