

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
February 24, 2021
Virtually Recorded Open Conference Call
Oswego County, NY

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

Absent/Excused: Kells

Also Present: Mayor William Barlow, Kevin C. Caraccioli, Daniel Giamartino, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

Chair Toth convened the meeting at 9:03 a.m. and Mr. Caraccioli reported the reasons for the teleconference board meeting. Chair Toth welcomed the Board, staff and guests.

MINUTES

On a motion by Mr. Sorbello, seconded by Mr. Canale, the minutes of January 20, 2021 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 February 9, 2021.

Treasurer's Report

On a motion by Mr. Schick, seconded by Mr. Stahl, the Financial Statements for the period ended October 31, 2020, were approved.

On a motion by Mr. Trimble, seconded by Mr. Sorbello, the Financial Statements for the period ended November 30, 2020, were approved.

Notification of Initial Allocation 2021

Mr. Treadwell reported the Agency received from the State its Private Activity Bonds allocation for 2021 in the amount of \$4,294,937. A copy of the Notification is attached and made an official part of the minutes.

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. Sorbello, seconded by Mr. Canale, it was approved to go into Executive Session at 9:14 a.m.

On a motion by Mr. Canale, seconded by Mr. Trimble, the Executive Session ended at 9:55 a.m.

Tully's Project

Following a presentation and review of the application in Executive Session, on a motion by Mr. Stahl, seconded by Mr. Toth, an Initial Resolution determining that the acquisition, renovation and equipping of a retail facility at the request of the company (Tully's Good Times Family, Inc.) constitutes a project and describing the financial assistance requested in connection therewith and authorizing a public hearing was approved. The Initial Resolution is attached and made an official part of the minutes.

COVID Emergency Relief Loan Program – OOC

Mr. LaMontagne provided a request from Operation Oswego County, Inc. to amend and extend the first return of principal repayments from June 30, 2021 to December 31, 2021. On a motion by Mr. Trimble, seconded by Mr. Canale, it was approved to amend the first payment to December 31, 2021.

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. Sorbello, seconded by Mr. Canale, it was approved to go into Executive Session at 10:16 a.m.

On a motion by Mr. Toth, seconded by Mr. Canale, the Executive Session ended at 10:48 a.m.

Counseling & Healing Arts

Following discussion in Executive Session, on a motion by Mr. Schick, seconded by Mr. Trimble, it was approved to defer principal and interest for six months (March-August) on the IDA Loan to Counseling & Healing Arts.

PILOT EDF Report

Following a review in Executive Session, the Report Status as of January 31, 2021 was accepted.

Delinquent Loan Report

Following discussion in Executive Session, on a motion by Mr. Canale, seconded by Mr. Sorbello, the Delinquent Loan Report was accepted.

Northern Borders Grant

On a motion by Mr. Canale, seconded by Mr. Trimble, authorization was approved to work collaboratively with the County, Town of Schroepel and Village of Phoenix for the purpose of evaluating a potential grant application to the Northern Borders Regional Commission to support the Oswego County Industrial Park expansion.

Next Meeting

March 16, 2021 at 9:00 a.m. was scheduled.

Adjournment

On a motion by Mr. Toth, seconded by Mr. Sorbello, the meeting was adjourned at 10:55 a.m.

Respectfully Submitted,

H. Leonard Schick
Secretary



New York State
Department
of Economic
Development

January 19, 2021

COIDA

JAN 21 2021

Received

Mr. L. Michael Treadwell
CEO
County of Oswego IDA
44 West Bridge Street
Oswego, NY 13126

Subject: Corrected Notification of Initial Allocation

Dear Mr. L. Michael Treadwell,

I am pleased to inform you that, pursuant to the Private Activity Bond Allocation Act of 2020, your initial allocation for calendar year 2021 is \$4,294,937. This allocation is based upon the formula prescribed in Chapter 58, Laws of 2020, utilizing the most recent official population estimates of the U.S. Bureau of the Census.

If you have any questions or need additional information, please feel free to contact George LaPointe at george.lapointe@esd.ny.gov or (518)292-5307.

Sincerely yours,

Eric Gertler
President & CEO Designate, Empire State Development
Acting Commissioner, NYS Department of Economic Development

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency convened in public session on February 24, 2021 at 9:00 a.m., remotely by conference call or similar service pursuant to New York State Executive Order 202.92, the meeting was called to order by the Chair and, upon the roll being duly called, the following members were:

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

ABSENT: Tom Kells

ALSO PRESENT: Mayor William Barlow, Kevin C. Caraccioli, Daniel Giamartino, Kevin LaMontagne, L. Michael Treadwell, Austin Wheelock and Teresa Woolson

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, RENOVATION AND EQUIPPING OF A RETAIL 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, 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, Tully’s Good Times Family, Inc., a New York corporation, on behalf of itself and/or entities formed or to be formed on its behalf (the “**Real Estate Holding Company**”) has submitted an application to the Agency on or about February 22, 2021 (“**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 real property located at 190 West Bridge Street, 192-196 West Bridge Street, and 200 West Bridge Street in the City of Oswego, State of New York (Tax ID # 127.68-06-13, 127.68-06-12 and 127.68-06-11) (collectively, the “**Land**”) and the existing approximately 2,406 square foot building located on the Land (the “**Facility**”); (ii) the renovation of the Facility; (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 “**Facility Equipment**”) (the Land, the Facility and the Facility Equipment being collectively referred to as the “**Company Facility**”), which Company Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to an operating company to be formed on behalf of the Real Estate Holding Company (the “**Operating Company**”); and (iv) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “**Equipment**,” and together with the Company Facility, the “**Project Facility**”), such Project Facility to be used as a quick serve restaurant; (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**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Real Estate Holding Company to the Agency pursuant to a lease agreement; the acquisition by the Agency of an interest in the Facility Equipment and the Equipment pursuant to one or more bills of sale from the Real Estate Holding Company and the Operating Company; the sublease of the Project Facility back to the Real Estate Holding Company pursuant to a sublease agreement; and the lease of Equipment to the Operating Company; and

WHEREAS, the Real Estate Holding 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 Real Estate Holding 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 New York State sales and use tax, mortgage recording tax and real property tax.

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 “*UTE*”), the Agency hereby further authorizes the Chief Executive Officer of the Agency to (A) establish a time, date and place for a meeting of the Agency to consider the approval by the members of the Agency of the Proposed PILOT Agreement; and (B) cause notice of said meeting to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 874 of the Act.

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

Section 5. The Chief Executive Officer of the Agency is hereby authorized and directed to distribute copies of this Resolution to the Real Estate Holding Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 6. This Resolution shall take effect immediately.

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

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

The resolution was thereupon declared duly adopted.

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

I, the undersigned Chief Executive Officer of the County of Oswego Industrial Development Agency, **DO HEREBY CERTIFY** that (i) I have compared the annexed extract of the minutes of the meeting of the County of Oswego Industrial Development Agency (the “*Agency*”) held on February 24, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of the whole of such original insofar as the same relates to the subject matters referred to therein.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of such meeting, (ii) pursuant to Article 7 of the Public Officers Law (the “*Open Meetings Law*”), as modified by New York State Executive order 202.92, 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 February 24, 2021.

L. Michael Treadwell
Chief Executive Officer

(SEAL)