

**MINUTES**  
**COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY**  
**March 23, 2023**  
**44 West Bridge St.**  
**Oswego, NY**

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

**Absent/Excused:** Canale

**Also Present:** Kevin LaMontagne CFO, Austin Wheelock CEO, and Kevin Caraccioli (COIDA legal counsel)

Chair Toth convened the meeting at 9:05AM at the IDA office in Oswego, NY.

**MINUTES**

On a motion by Mr. Greco, seconded by Mr. Trimble, the minutes of the February 23, 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 March 10, 2023.

**TREASURER'S REPORT**

Mr. LaMontagne and Mr. Wheelock gave a review of the Financial Statements from October 1, 2022 through February 28, 2023. Mr. Stahl and Ms. Peter-Clark made comments that the updated format of statements shows a much clearer picture of how the funds are managed and supporting business investment. On a motion by Mr. Trimble, seconded by Mr. Greco, the Financial Statements for the period ended February 28, 2023 were approved.

**PROJECTIONS AND BUDGETS**

Mr. Wheelock gave a review of the 2023 budget and projections to be adopted by the Board which is required for yearly PARIS reporting to the NYS Authorities Budget Office. Mr. LaMontagne gave some additional details on the differences between the 2022 actual statements and 2023 estimated budget. Mr. Schick had a question regarding the discrepancy between 2022 actual revenues and 2023 estimated revenues which Mr. Wheelock answered that 2022 was not a typical year for revenues collected and based on the 2023 fiscal year to date, COIDA is on track to meet the estimated revenues. On a motion by Mr. Stahl, seconded by Mr. Greco, the budget and projections were approved and authorized to file with New York State Authorities Budget Office.

**NOTIFICATION OF INITIAL ALLOCATION**

Mr. LaMontagne provided an update on COIDA's allocation of tax exempt Private Activity Bonds of \$4,695,480 from New York State. There was productive discussion about the types and investment sizes of projects that can be funded which has limited the use of the program in recent history.

**MARKET HOUSE OSWEGO, LLC & 1836 BREWING COMPANY, LLC**

Mr. Wheelock gave an update on why a new Initial Resolution is being voted on for the Market House Oswego, LLC. There were several changes to the scope of the original resolution based on new funding sources and additional engineering and architectural evaluations. Mr. LaMontagne also added that it was recommended by legal counsel that the resolution should include both the real estate holding company and the operating company. Ms. Peter Clark asked if this new resolution would supercede the previously approved Initial Resolution. Mr. LaMontagne confirmed that is correct. Following a discussion, on a motion by Mr. Schick, seconded by Mr. Trimble, a Resolution determining that the acquisition, construction and equipping of a mixed use commercial facility at the request of Market House LLC and 1836 Brewing Company, LLC constitutes a project, describing the financial assistance requested in connection therewith and authorizing a public hearing. A copy of the Initial Resolution is attached.

**DIAMOND KEY PROPERTIES, INC. (R&D DESIGN & ASSOCIATES)**

Mr. LaMontagne provided information on Diamond Key Properties' request to COIDA for consent to allow for refinancing their mortgage. This is required because we have a PILOT agreement with the company. There was also a request for a mortgage recording tax exemption however it was determined by staff to not to be a cost effective incentive. Mr. Schick asked if this would impact their PILOT which Mr. LaMontagne answered that it would not. Following discussion, on a motion by Mr. Stahl, seconded by Mr. Greco, it was approved to consent to the mortgage refinancing. The Resolution Consenting to a Refinance is attached.

**OSWEGO COUNTY MICRON STEERING COMMITTEE**

Mr. Wheelock provided an update on the efforts of the steering committee to date. Kristi Eck from SUNY Oswego is chairing the Steering Committee and is utilizing SUNY Oswego resources to assist the administration of the group. Recently, the steering committee developed several work groups and designated chairs of each group to begin developing plans for the various focus areas. Mr. Wheelock chairs the Economic Development work group and Mr. David Turner, Director of Oswego County Strategic Initiatives, chairs the infrastructure work group. There are several other work groups including workforce development, health care, housing, and transportation. There was a recent joint meeting of the Economic Development and Infrastructure work groups at Steamers to start developing action plans. The development of a comprehensive plan is anticipated to be completed this summer in July or August.

**EXECUTIVE SESSION**

On a motion by Mr. Trimble seconded by Mr. Toth, it was approved to go into Executive Session to discuss the financial history of a particular corporation or individual, pending litigation and contractual matters at 9:50 a.m.

On a motion by Mr. Trimble, seconded by Mr. Schick, it was approved to exit the Executive Session at 10:50 a.m.

**PILOT EDF REPORT**

Mr. LaMontagne provided the PILOT EDF Report as of February 28, 2023 in Executive Session.

**DELINQUENT LOAN REPORT**

Following a review of the February 28, 2023 Delinquent Loan Report by Mr. LaMontagne in Executive Session, on a motion by Mr. Greco, seconded by Mr. Stahl, the Delinquent Loan Report was approved.

**OTHER BUSINESS**

No other business was discussed.

**NEXT MEETING**

Thursday April 27th at 9:00 a.m. was scheduled.

**ADJOURNMENT**

On a motion by Mr. Greco, seconded by Mr. Trimble, the meeting was adjourned at 10:54 a.m.

Respectfully Submitted,

H. Leonard Schick, Secretary

## INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 23, 2023, 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:** Marc Greco, Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, Gary T. Toth, and Barry Trimble

**ABSENT:** Nick Canale, Jr.

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

The following resolution was duly offered and seconded:

### **RESOLUTION DETERMINING THAT THE ACQUISITION, RENOVATION AND EQUIPPING OF A CERTAIN FACILITY AT THE REQUEST OF MARKET HOUSE OSWEGO, LLC AND 1836 BREWING COMPANY, LLC 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**, Market House Oswego, LLC on behalf of itself or an entity formed or to be formed by it or on its behalf (the “**Real Estate Holding Company**”), and 1836 Brewing Company, LLC on behalf of itself or an entity formed or to be formed by it or on its behalf (the “**Brewery Operating Company**”), submitted an application to the Agency on or about March 7, 2023 (“**Application**”), a copy of which is on file at the office of the Agency, requesting the Agency consider undertaking a project (the “**Project**”) for the benefit of the Real Estate Holding Company and the Operating Company, said Project consisting of the following: (A) (i) the acquisition of a leasehold interest in approximately 0.22 acres of real property located at 1 West Bridge Street (tax map no. 128.55-02-03) in the City of Oswego, County of Oswego, State of New York (the “**Land**”) and the existing approximately 18,800 square foot three-story building located thereon (the “**Existing Building**”); (ii) the renovation of the Existing Building to contain four (4) residential rental units on each of the second and third floors and common space related thereto (collectively, the “**Residential Unit**”) and a brewery in the basement and on the first floor (the “**Retail Unit**”) together with related site improvements (all of the foregoing, collectively, the “**Facility**”); (iii) the acquisition and installation therein and thereon of various building materials, furniture, fixtures, machinery, equipment and personal property not part of the Equipment (the “**Facility Equipment**” and, together with the Land and the Facility, the “**Company Facility**”), which Company Facility is to be leased and subleased by the Agency to the Real Estate Holding Company and the Real Estate Holding Company will operate the Residential Unit; and (iv) the acquisition and installation of certain various building materials, furniture, fixtures, machinery, equipment and personal property for the Retail Unit (collectively, the “**Equipment**” and together with the Company Facility, the “**Project Facility**”), and the Retail Unit is to be subleased by the Real Estate Holding Company to the Operating Company and the Operating Company will operate the Retail Unit; (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 granting of \$200,000 from the Agency’s HUD EDF loan fund (the “**EDF Loan**”) and (D) the lease (with an obligation to purchase) or sale of the Company Facility to the Real Estate Holding Company or such other person as may be designated by the Real Estate Holding Company and agreed upon by the Agency and the lease (with an obligation to purchase) or sale of the Equipment to the Operating Company or such other person as may be designated by the Operating Company and agreed upon by the Agency; and

**WHEREAS**, the Real Estate Holding Company and the Operating Company have 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

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

**WHEREAS**, the grant of Financial Assistance to the Project and the EDF Loan are both 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 and the Operating 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 State and local sales and use tax, mortgage recording tax, real property tax and real estate transfer tax.

**Section 2.** The Agency hereby directs that pursuant to Section 859-a of the Act, a public hearing with respect to the Project, the Financial Assistance and the EDF Loan 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 of the Agency to (A) establish a time, date and place for a meeting of the Agency to consider the approval by the members of the Agency of the Proposed PILOT Agreement; and (B) cause notice of said meeting to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located, such notice or notices to comply with the requirements of Section 874 of the Act.

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

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

**Section 6.** This Resolution shall take effect immediately.

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

	<u>Aye</u>	<u>Nay</u>	<u>Abstain</u>	<u>Absent</u>	<u>Recuse</u>
Nick Canale, Jr.				X	
Tricia Peter-Clark	X				
Marc Greco	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 March 23, 2023, 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 March 23, 2023.

---

Austin Wheelock  
Chief Executive Officer

(SEAL)



## RESOLUTION CONSENTING TO A REFINANCE

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on March 23, 2023, 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:** Marc Greco, Tricia Peter-Clark, H. Leonard Schick, Tim Stahl, Gary T. Toth, and Barry Trimble

**ABSENT:** Nick Canale, Jr.

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

The following resolution was duly offered and seconded:

### **RESOLUTION CONSENTING TO THE REFINANCING IN CONNECTION WITH A CERTAIN PROJECT FOR SCOTT ANTONACCI/R&D DESIGN AND ASSOCIATES, LLC AND DIAMOND KEY PROPERTIES, LLC 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, 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**, by resolution duly adopted by the members of the Agency on November 11,

2015, the Agency agreed to undertake a project on behalf of Scott Antonacci/R&D Design and Associates, LLC, (the “**Company**”), consisting of (the “**Project**”): (A) (i) the acquisition of a leasehold interest in approximately 2.2 acres of improved real property located at 15 County Route 59, Village of Phoenix, New York, Oswego County (the “**Land**”); (ii) the renovation of an approximately 8,000 square foot building for use as a light industrial manufacturing and research and development facility (the “**Facility**”) all located on the Land; (iii) the acquisition of and installation in the Facility 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 tax, mortgage recording tax and State and local sales and use tax (collectively, the “**Financial Assistance**”); (C) entering a lease transaction for the purchase of equipment to be used in the project facility in an amount not to exceed \$45,000; and (D) the lease of the Land and 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 Project Facility back to the Company pursuant to a sublease agreement; and

**WHEREAS**, Diamond Key Properties, LLC is the current owner of the Land and the Facility and the Company has entered into a lease agreement with Diamond to lease the Land and Facility; and

**WHEREAS**, in order to consummate the Project and the granting of the Financial Assistance, the Agency entered into the following documents (hereinafter collectively referred to as the “**Agency Documents**”): (A) a company lease agreement (and a memorandum thereof) dated as of December 1, 2015 (the “**Company Lease**”) by and between the Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements now or hereafter located on the Land from the Company; (B) an agency lease agreement (and a memorandum thereof) dated as of December 1, 2015 (the “**Agency Lease**”) by and between the Agency and the Company, pursuant to which, among other things, the Company agreed to undertake and complete the Project as agent of the Agency and the Company further agreed to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency’s administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a payment in lieu of tax agreement dated as of December 1, 2015 (the “**PILOT Agreement**”) by and between the Agency and the Company pursuant to which the Company agreed to pay certain payments in lieu of taxes with respect to the Project Facility; and (D) various certificates relating to the Project; and

**WHEREAS**, in conjunction with the undertaking of the Project, the Company and the Agency entered into a mortgage securing certain Company financing, including construction financing in favor of JPMorgan Chase Bank, N.A. (the “**Lender**”) in the amount of \$196,000 (the “**Original Loan**”); and

**WHEREAS**, in connection with the Project, the Agency joined in the execution of a Mortgage dated December 11, 2015 (the “**Original Lender Documents**”) from the Agency and Company to the Lender to secure the Original Loan, which Original Lender Documents granted to the Lender a mortgage on and security interest in the Project Facility and assigned to the Lender all rents and leases relating to the Project Facility; and

**WHEREAS**, pursuant to a letter dated March 7, 2023, the Company informed the Agency that it is expanding its footprint to include an addition to its warehouse and in connection with such expansion will be refinancing the Original Loan (the “**Refinancing**”); and

[**WHEREAS**, the Company has determined to refinance the Original Loan and provide new funds in connection with the expansion and improvements to the Project Facility by (A) obtaining from the Lender a loan in an amount not to exceed \$370,000 (the “**2023 Loan**”), which 2023 Loan will be secured by a (A) Mortgage (the “**2023 Mortgage**”) from the Company and the Agency to the Lender; and (B) such other documents as may be requested by the Lender in connection with the Refinancing (collectively, the “**2023 Lender Documents**”); and;

**WHEREAS**, in connection with the Refinancing, the Company has requested that the Agency consent to the execution and delivery by the Company of the 2023 Lender Documents and join with in the Company the execution of the 2023 Lender Documents; and

**WHEREAS**, the Agency will **NOT** grant Financial Assistance in the form of a mortgage recording tax exemption with respect to the recording of the 2023 Lender Documents in the Oswego County Clerk’s office; 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 granting its consent to the Company for the execution and delivery of the 2023 Lender Documents and joining in the execution of the 2023 Lender Documents (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.** The Agency hereby consents to the execution and delivery by the Company of the 2023 Lender Documents and approves the execution and delivery by the Agency of the 2023 Lender Documents. The Chief Executive Officer and/or the (Vice) Chairperson of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the 2023 Lender Documents, upon advice of counsel, in both form and substance and as the Chief Executive Officer or the (Vice) Chairperson shall approve. The execution thereof by the Chief Executive Officer or the (Vice) Chairperson of the Board of the Agency shall constitute

conclusive evidence of such approval. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the Transaction are hereby approved, ratified and confirmed.

**Section 3.** The Chief Executive Office or the (Vice) Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the 2023 Lender Documents and such documents, consents and certificates as may be reasonably required by the Lender in connection with the Transaction.

**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 distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

**Section 6.** This Resolution shall take effect immediately.

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

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	
Tricia Peter-Clark	X				
Marc Greco	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 March 23, 2023, 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 March 23, 2023.

\_\_\_\_\_  
Austin Wheelock  
Chief Executive Officer

(SEAL)