

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
May 31, 2023
44 West Bridge St.
Oswego, NY

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

Absent/Excused: Schick

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

Chair Toth convened the meeting at 9:06AM at the IDA office in Oswego, NY.

MINUTES

On a motion by Mr. Stahl, seconded by Mr. Greco, the minutes of the April 27, 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 May 17, 2023.

TREASURER'S REPORT

Mr. LaMontagne gave a review of the Financial Statements from beginning of Fiscal Year through April 30, 2023. On a motion by Mr. Trimble, seconded by Mr. Canale, the Financial Statements for the period ended April 30, 2023 were approved.

SSC OSWEGO II, LLC

Mr. LaMontagne gave a review on SSC Oswego II, LLC's request for an extension of the sales tax exemption for the project. The sales tax exemption is currently set to expire on September 2nd 2023 and due to unforeseen project delays on materials, they have requested an extension until June 30, 2024. There was a question from Ms. Peter Clark regarding if the amount of the extension was being increased which Mr. LaMontagne stated it was not being increased, just the deadline was being extended. Mr. Greco raised a question regarding sales tax exemptions for future solar projects which generated further debate. Mr. Wheelock and Mr. Caraccioli stated they would look into how other IDA's and communities are addressing this for future projects. Following the discussion, on a motion by Ms. Peter Clark, seconded by Mr. Canale, a Resolution authorizing the Extension of the Sales and Use Tax Exemption for SSC Oswego II, LLC and determining other matters on connection therewith, was approved. A copy of the Resolution is attached and made an official part of the minutes

NOVELIS CORPORATION

Kevin Caraccioli provided a review on the Novelis Corporation request to the IDA to consent to it subleasing space to Bell Atlantic Mobile Systems LLC, d/b/a Verizon Wireless for the purpose of installing telecommunications facility on Novelis property to enhance service at the site. Due to the fact the parcel it is on is under a lease agreement due to an existing PILOT, the IDA's consent is

required in order to proceed with the sublease with Verizon. On a motion by Mr. Canale, seconded by Mr. Greco, the consent to sublease was approved.

BY-LAWS REVIEW

Mr. Wheelock provided an update to the Board that an initial review of the Agency's By-Laws has been made by the IDA's legal counsel with input from the Chairman, CEO and CFO. It will next be sent to the IDA Governance Committee for review before coming to the full Board for adoption at the June or July meeting. Chairman Toth stated his support for having the Governance Committee perform the review. There was a question from Mr. Stahl if the Committee meeting would have to be public and live streamed like a regular board meeting which Mr. Caraccioli said there could be arguments for yes and no but we will confirm if it needs to be treated like a regular meeting. Mr. Wheelock stated that the Governance Committee meeting minutes would also be posted to the IDA website.

EXECUTIVE SESSION

On a motion by Mr. Greco seconded by Mr. Canale, it was approved to go into Executive Session to discuss the financial history of a particular corporation or individual, pending litigation and contractual matters at 9:52 a.m.

On a motion by Mr. Greco seconded by Mr. Trimble, it was approved to exit the Executive Session at 10:37 a.m.

PILOT EDF REPORT

Mr. LaMontagne provided the PILOT EDF Report as of April 30, 2023 in Executive Session. On a motion by Mr. Canale, seconded by Mr. Greco it was approved to move \$1,611 from allocated funds to unallocated funds.

DELINQUENT LOAN REPORT

Following a review of the April 30, 2023 Delinquent Loan Report by Mr. LaMontagne in Executive Session, on a motion by Mr. Stahl, seconded by Ms. Peter-Clark, the Delinquent Loan Report was approved.

OTHER BUSINESS

There was no other business discussed.

NEXT MEETING

Wednesday June 28th at 9:00 a.m. was scheduled.

ADJOURNMENT

On a motion by Ms. Peter-Clark, seconded by Mr. Greco, the meeting was adjourned at 10:40 a.m.

Respectfully Submitted,

Tricia Peter-Clark, Acting Secretary

**RESOLUTION APPROVING EXTENSION OF
SALES AND USE TAX EXEMPTION**

A regular meeting of the County of Oswego Industrial Development Agency convened in public session on May 31, 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: Nick Canale, Jr., Marc Greco, Tricia Peter-Clark, Tim Stahl, Gary T. Toth,
Barry Trimble

ABSENT: H. Leonard Schick

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

The following resolution was duly offered and seconded

**RESOLUTION AUTHORIZING THE EXTENSION OF THE
SALES AND USE TAX EXEMPTION FOR SSC OSWEGO II
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, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, on April 22, 2021, June 24, 2021 and June 1, 2022 the Agency duly adopted resolutions (collectively, the “**Approving Resolution**”) in which it authorized and affirmed the Agency to undertake a project (the “**Project**”) on behalf of SSC Oswego II LLC, a Florida limited liability company, or an entity to be formed (the “**Company**”) consisting of: (A)(i) the acquisition of a leasehold interest (or sub-leasehold interest) in all or a portion of approximately 46.39 acres of real property located on 300-400 Kocher Road and 1050 Rear East Seneca Street (tax map nos. 111.78-01-03 and 111.69-04-01.01, respectively) in the City of Oswego, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 24.5 acre solar farm, including, but not limited, to solar panels, inverters, transformers, switchboards, energy storage system, steel beams, racking and fencing (the “**Facility**”); (iii) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various machinery, equipment, furnishings and other items of tangible personal property (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, real estate transfer tax and State and local sales and use tax (collectively, the “**Financial Assistance**”); and (C) the lease of the Land and Facility by the Agency (and/or the owner of the Land) 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 (and/or the owner of the Land) back to the Company pursuant to a sublease agreement; and

WHEREAS, by the Approving Resolution, the Agency determined to grant the Financial Assistance and to enter into a lease agreement dated as of September 1, 2021 (the “**Lease Agreement**”) between the Agency and the Company and certain other documents related thereto and to the Project (collectively with the Lease Agreement, the “**Basic Documents**”); and

WHEREAS, simultaneously with the execution and delivery of the Basic Documents (the “**Closing**”), (A) the Agency granted Financial Assistance in the form of a State and local sales and use tax exemption (the “**Sales Tax Exemption**”) related to the construction, installation and equipping of the Project Facility and (B) the Agency filed with the New York State Department of Taxation and Finance the form entitled “IDA Appointment of Project Operator or Agent for Sales Tax Purposes” (the form required to be filed pursuant to Section 874(9) of the Act) (the “**Thirty-Day Sales Tax Report**”); and

WHEREAS, the Sales Tax Exemption is set to expire on September 2, 2023; and

WHEREAS, there have been unanticipated delays in the construction and equipping of the Project Facility; and

WHEREAS, the Company has requested that the Agency extend its appointment of the Company as temporary agent of the Agency for State and local sales and use tax purposes until June 30, 2024; and

WHEREAS, in connection with the extension of the appointment of the Company as agent of the Agency for State and local sales and use tax purposes, the Agency and the Company will enter into an Omnibus Amendment of Transaction Documents (the “Amendment”);

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 the extension of the appointment of the Company as an agent of the Agency for State and local sales and use tax purposes and the execution and delivery of the Amendment and the filing of the Thirty Day Sales Tax Reports (the “**Transaction**”);

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE OSWEGO COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

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

(A) Pursuant to Section 617.5(c)(26) 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 finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The extension of the appointment of the Company as temporary agent of the Agency of the Agency for State and local sales and use tax purposes until June 30, 2024 will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of the County of Oswego, New York and the State of New York and improve their standard of living.

Section 3. In consequence of the foregoing, the Agency hereby determines to extend the appointment of the Company as temporary agent of the Agency for State and local sales and use

tax purposes until June 30, 2024. Notwithstanding anything to the contrary, the aggregate value of the State and local sales and use tax exemption benefits authorized and approved by the Agency for the Project is \$263,280, including all State and local sales and use tax exemption benefits used by the Company since the commencement of the Project. 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 Project are hereby approved, ratified and confirmed.

Section 4. The Agency is hereby authorized to execute and deliver the Amendment and such other documents as may be necessary to effectuate the extension of the appointment of the Company as temporary agent of the Agency for State and local sales and tax purposes until June 30, 2024 (together, with the Amendment, the “Sales Tax Documents”). The form and substance of the Amendment and the Sales Tax Documents, in substantially the forms presented to this meeting and which, prior to the execution and delivery thereof, may be redated, are hereby approved.

Section 5. 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 State and local sales and use exemptions benefits.

Section 6. (A) The Chief Executive Officer or the Chairman (or Vice Chairman) of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Sales Tax 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 Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

(B) The Chief Executive Officer or the Chairman (or Vice Chairman) of the Agency are each hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 7. 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 Amendment and the Sales Tax 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 Amendment and the Sales Tax Documents binding upon the Agency.

Section 8. Neither the members nor officers of the Agency, nor any person executing the Amendment and the Sales Tax 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 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				
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 May 31, 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 May 31, 2023.

Austin Wheelock
Chief Executive Officer

(SEAL)