

**MINUTES**  
**COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY**  
**July 25, 2023**  
**44 West Bridge St.**  
**Oswego, NY**

**PRESENT:** Canale, Greco, Schick, Stahl, Trimble and Toth

**Absent/Excused:** Peter-Clark

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

Chair Toth convened the meeting at 8:33AM at the IDA office in Oswego, NY.

**MINUTES**

On a motion by Mr. Greco, seconded by Mr. Canale, the minutes of the June 28, 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 July 14, 2023.

**TREASURER'S REPORT**

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

**O.H. PROPERTIES, INC. – MULTI MODE CIVIC FACILITY REVENUE BONDS**

Mr. LaMontagne, Mr. Caraccioli and Mr. Wheelock provided the reasoning for the request from O.H. Properties to consent to a change in the remarketing agent for civic facility revenue bonds issues by the IDA back in 1999. M&T Bank, the current remarketing agent has discontinued providing this service, so O.H. Properties has requested to have Stern Brothers be approved as the new remarketing agent for the remaining term of the bonds. On a motion by Mr. Schick, seconded by Mr. Trimble, the consent to approve Stern Brothers as the successor remarketing agent for the O.H. Properties Multi Mode Civic Facility revenue bonds was approved. A copy of the Resolution is attached and made an official part of the minutes.

**LMT OCIP EXPANSION/EDA PWEAA NCC GRANT APPLICATION**

Mr. Wheelock provided an update on the grant application in process to the Economic Development Administration (EDA) grant through the Public Works and Economic Adjustment Assistance (PWEAA) program. The purpose of the grant would be to secure funds to fund the construction and contingency of roads, water, and sewer infrastructure within the 185 acre LMT OCIP Expansion Site owned by the IDA in the Town of Schroepfel. The grant application request has been modified to apply for \$4M in EDA funding with a local match of \$1.6M from the IDA. The IDA is working with C&S Companies to update required documents required for the submission. Mr. Wheelock reported that while there is no deadline, the grant will be submitted by August 11<sup>th</sup> after discussion with EDA representatives and David Bottar from the Central New York Regional Planning Development Board.

**SOLAR PROJECTS PILOT DEVIATION POLICY**

Mr. Wheelock led a discussion regarding the consideration of amending the IDA's *Solar Project PILOT Deviation Policy*. It had been brought up in previous meetings if the IDA could limit the value of certain benefits related to sales and use tax exemptions for solar projects. Mr. Wheelock and Mr. Caraccioli stated that research had recently been done to analyze how other IDA's had developed deviation policies and local communities had developed their own additional requirements. Several ideas were discussed regarding limiting or eliminating certain benefits as well as imposing additional local host community requirements to receive IDA financial assistance. It was also discussed that any amendments should consider all aspects of the solar deviation policy including IDA fees and PILOT formula calculations to determine if they are still sufficient.

**EXECUTIVE SESSION**

On a motion by Mr. Trimble 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 9:36 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.

**MARMON ENTERPRISES**

Following a discussion in Executive Session, on a motion by Mr. Canale, seconded by Mr. Greco, it was approved to provide a 6-month extension on the loan deferments for the business.

**SCHROEPEL PROPERTY**

Mr. Wheelock provided a report on a strategic property in the Town of Schroepel.

**PILOT EDF REPORT**

Mr. LaMontagne provided the PILOT EDF Report as of June 30, 2023 in Executive Session.

**DELINQUENT LOAN REPORT**

Following a review of the June 30, 2023 Delinquent Loan Report by Mr. LaMontagne in Executive Session, on a motion by Mr. Greco, seconded by Mr. Trimble, the Delinquent Loan Report was approved.

**NEXT MEETING**

Wednesday August 30th at 8:30 a.m. was scheduled. This meeting will also be the Annual Meeting of the County of Oswego Industrial Development Agency.

**ADJOURNMENT**

On a motion by Mr. Greco, seconded by Mr. Canale, the meeting was adjourned at 10:43 a.m.

Respectfully Submitted,

H. Leonard Schick, Secretary

**RESOLUTION AUTHORIZING  
REMARKETING AGENT APPOINTMENT**

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on July 25, 2023, 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., Marc Greco, H. Leonard Schick,  
Tim Stahl, Gary T. Toth, and Barry Trimble

**ABSENT:** Tricia Peter-Clark

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

The following resolution was duly offered and seconded:

**RESOLUTION AUTHORIZING THE APPOINTMENT OF A  
SUCCESSOR REMARKETING AGENT AND THE  
EXECUTION AND DELIVERY OF RELATED  
DOCUMENTS IN CONNECTION WITH A CERTAIN  
PROJECT FOR O. H. PROPERTIES, INC.**

**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**, the Agency has undertaken a project the Project (the “**Project**”) on behalf of O.H. Properties, Inc., (the “**Company**”) which Project consists of: (a)(i) the acquisition of the approximately two (2) acres of land, the building thereon containing approximately 3,700 square feet of rentable space and the equipment therein (excluding the equipment owned by tenants) constituting the existing Parish Health Services Center, located at 10 Carlton Drive in the Town of Parish, New York, (ii) the acquisition of the land, the building thereon containing approximately 29,000 square feet of rentable space and the equipment therein (excluding equipment owned by tenants) constituting the existing Oswego Health Services Center, located at 140 West Sixth Street in the City of Oswego, New York, and the completion of the interior of such building, (iii) the acquisition of the approximately four (4) acres of land, the building thereon containing approximately 5,000 square feet of rentable space and the equipment therein (excluding equipment owned by tenants) constituting the existing Mexico Health Services Center, located at 5555 Scenic Avenue in the Town of Mexico, New York, and (iv) the acquisition of the approximately four and two-thirds (4 2/3) acres of land and the partially constructed building thereon which will contain approximately 12,700 square feet of rentable space, and the completion of the construction and equipping of such building to be known as the Seneca Hill Health Services Center, located at 105 County Route 45A in the Town of Volney, New York (collectively, the “**Project Facility**”); (b) the financing of all or a portion of the costs of the foregoing; (c) the granting of certain other financial assistance in the form of exemptions from real property taxation, mortgage recording tax, and sales and use taxation; and (d) the sale of the Project Facility (as hereinafter defined) to the Company pursuant to an installment sale agreement; and

**WHEREAS**, in connection with the financing of the Project, the Agency issued its \$3,990,000 Multi-Mode Variable Rate Civic Facility Revenue Bonds, Series 1999A (O. H. Properties, Inc. Project – Letter of Credit Secured) and its \$4,555,000 Multi-Mode Variable Rate Civic Facility Revenue Bonds, Series 1999B (Taxable) (O. H. Properties, Inc. Project – Letter of Credit Secured) (collectively, the “**Bonds**”) pursuant to that certain Indenture of Trust dated as of June 1 1999 between the Agency and First Star Bank, National Association, as trustee (the “**Indenture**”); and

**WHEREAS**, pursuant to the Indenture, the Agency appointed McDonald Investments Inc. as remarketing agent (the “**Original Remarketing Agent**”) and the Company entered into a Remarketing Agreement with the Original Remarketing Agent dated as of December 1, 2000; and

**WHEREAS**, pursuant to Section 12.01 of the Indenture, the Agency authorized Manufacturers and Traders Trust Company (the “**Resigning Remarketing Agent**”) as successor Remarketing Agent to the Original Remarketing Agent and the Company and the Resigning Remarketing Agent entered into that certain Remarketing Agreement dated November 23, 2004 (the “**2004 Remarketing Agreement**”); and

**WHEREAS**, pursuant to a notice dated June 20, 2023, the Company informed the Agency that the Resigning Remarketing Agent was resigning; and

**WHEREAS**, pursuant to a notice dated June 28, 2023, the Company requested the Agency consent to the appointment of Stern Brothers & Co. as successor Remarketing Agent (the “**Remarketing Agent**”) pursuant to Section 12.01 of the Indenture (the “**Appointment**”); and

**WHEREAS**, in connection with the Appointment, the Company requested that the Agency authorize the execution and delivery by the Company and the Agency of any documentation required in order to effectuate the Appointment (collectively, the “**Appointment 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 granting its consent to the Appointment and to the execution and delivery of the Appointment Documents (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.** The Agency hereby the Remarketing Agent pursuant to Section 12.01 of the Indenture and approves the execution and delivery by the Agency of the Appointment 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 Appointment 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.** 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 on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

**Section 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 7.** 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 July 25, 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 July 25, 2023.

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

(SEAL)