

MINUTES
COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY
November 29, 2022
44 West Bridge St.
Oswego, NY

PRESENT: Canale, Greco, Peter-Clark, Schick, and Toth

Absent/Excused: Stahl and Trimble

Also Present: Kevin C. Caraccioli, Jaimie Galante, Kevin LaMontagne, Michael Lisson, Christina Ondrako, L. Michael Treadwell and Austin Wheelock

Chair Toth convened the meeting at 10:00 a.m. at the IDA office in Oswego, NY.

MINUTES

On a motion by Mr. Canale, seconded by Mr. Greco, the minutes of the October 18, 2022 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 November 19, 2022.

TREASURER'S REPORT

No Report

AUDIT REPORT PRESENTATION – GROSSMAN ST. AMOUR CPAs

Ms. Galante and Mr. Lisson presented the Audit Report for FY Ended 7/31/22. Following a discussion, on a motion by Mr. Schick, seconded by Mr. Greco, the Audit Report for FY Ended 7/31/22 was approved. A copy of the Audit Report will be posted on the Agency's website.

OSWEGO COUNTY CIVIC FACILITIES CORPORATION

Following a discussion on the need to address expenses of the OCCFC necessary to finalize the audit, on a motion by Mr. Greco, seconded by Mr. Canale, an Approving Resolution was approved to enter into a Support Agreement with the OCCFC to provide financial support to cover necessary and appropriate expenses for auditing and other administrative and required reporting activities.

GEO HOTEL/WATER PARK PROJECT

Following a discussion on the request to extend sales tax exemptions due to project delays, on a motion by Mr. Greco, seconded by Mr. Canale, a Resolution was approved authorizing the extension of the sales and use tax exemption for Geo Hotel Co., Inc. and determining other matters in connection therewith. The extension will be to 6/30/2023. A copy of the Resolution Approving Extension of Sales and Use Tax Exemption is attached.

TDJ PROPERTIES, LLC

Following an overview of the Application and the project, on a motion by Mr. Toth, seconded by Ms. Peter-Clark, a Resolution was approved determining that the acquisition, reconstruction, renovation and equipping of a commercial facility at the request of TDJ Properties, 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.

Following a discussion, on a motion by Mr. Canale, seconded by Mr. Greco, a Resolution classifying a certain project as a Type I Action and declaring the intent of the COIDA to be Lead Agency for purposes of a coordinated review pursuant to the SEQRA was approved. A copy of the SEQRA Lead Agency Resolution is attached.

GSPP 5059 STATE ROUTE 104, LLC

Following a discussion, on a motion by Mr. Canale, seconded by Mr. Greco, a Resolution describing

the additional financial assistance requested in connection with a project for GSPP 5059 State Route 104, LLC and authorizing a public hearing was approved. A copy of the Supplemental Initial Resolution is attached.

MEXICO PV, LLC

Following a discussion, on a motion by Mr. Schick, seconded by Mr. Canale, a Resolution consenting to a change in ownership of membership interests in the Company and ratifying and reaffirming the Approving Resolutions was approved. Notification of the action was authorized to be reported to the Mexico Town Zoning Board's Chair.

TOWN OF SCHROEPPPEL WASTEWATER FEASIBILITY STUDY

Following a discussion, on a motion by Mr. Toth, seconded by Mr. Canale, authorization was approved to commit up to \$17,500 to help pay for a wastewater feasibility study and to share the cost with the County. The source would be the PILOT EDF.

PILOT EDF RECAPITALIZATION

Mr. Greco reported that the reinstatement of the 10% use of the County's share of PILOTs to be used to recapitalize the PILOT EDF will be included in the County's 2023 Budget. Excluded from the 10% is the PILOT for the Nine Mile Point Nuclear Plants.

ANNUAL REPORT FY ENDED JULY 31, 2022

Following a review, on a motion by Mr. Canale, seconded by Mr. Schick, the Annual Report was approved. A copy of the Annual Report will be placed on the Agency's website.

EXECUTIVE SESSION

On a motion by Mr. Canale, seconded by Ms. Peter-Clark, 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 12:09 p.m.

On a motion by Ms. Peter-Clark, seconded by Mr. Greco, it was approved to exit the Executive Session at 12:42 p.m.

PILOT EDF REPORT

Mr. Treadwell provided the Report for October 31, 2022 in Executive Session.

DELINQUENT LOAN REPORT – NOVEMBER 30, 2022

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

CONFIDENTIAL EVALUATION OF BOARD PERFORMANCE

The Summary Results of the Annual Board of Directors Evaluation of Board Performance was reviewed. Following a discussion, on a motion by Mr. Schick, seconded by Mr. Greco, authorization was approved to submit the Summary Results to the NYS ABO.

CENTERVILLE-PECK ROAD PROPERTY

Following an overview by Mr. Wheelock of the interest to purchase the Agency's site in the Town of Richland by the Town of Richland. Following a discussion in Executive Session, on a motion by Mr. Greco, seconded by Ms. Peter-Clark, authorization was approved to sell the property to the Town for \$50,000.

KATHY'S CAKES & SPECIALTY TREATS

Following a discussion in Executive Session, on a motion by Mr. Greco, seconded by Mr. Schick, 6-month loan deferments for both of their two COIDA loans were approved.

NEXT MEETING

December 21, 2022 at 12:00 p.m. was scheduled.

ADJOURNMENT

On a motion by Mr. Greco, seconded by Ms. Peter-Clark, the meeting was adjourned at 12:47 p.m.

Respectfully Submitted,

H. Leonard Schick
Secretary

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

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on November 29, 2022, at 10:00 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, H. Leonard Schick, and Gary T. Toth

ABSENT: Tim Stahl and Barry Trimble

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

The following resolution was duly offered and seconded

**RESOLUTION AUTHORIZING THE EXTENSION OF THE
SALES AND USE TAX EXEMPTION FOR GEO HOTEL CO.,
INC. 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 February 28, 2018 and December 18, 2018, the Agency duly adopted resolutions (collectively the “**Approving Resolution**”) in which it authorized the Agency to undertake a project (the “**Project**”) on behalf of Geo Hotel Co., Inc. (the “**Company**”) a New York corporation, consisting of: (A) (i) the acquisition of a leasehold interest in approximately 1.13 acres of real property located at 60-90 East First Street, City of Oswego, State of New York (the “**Land**”) improved by an existing storage garage and a Quality Inn Hotel (the “**Hotel**”), all located on the Land; (ii) demolition of the storage garage and the construction of an approximately 16,000 square foot water park building adjacent and connected to the Hotel (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 and furnishings (collectively the “**Equipment**”) (the Land, the Hotel, 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, mortgage recording tax (as limited by Section 874 of the Act), State and local sales and use tax and entering a lease transaction for the purchase of equipment to be used in the Project Facility in an amount not to exceed \$500,000 (the “**Equipment Lease**”) (collectively, the “**Financial Assistance**”); and (C) the lease of the Land, the Hotel and the Facility by the Company to 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; the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and the lease of certain Equipment to the Company; and

WHEREAS, by the Approving Resolution, the Agency determined to grant the Financial Assistance and to enter into a lease agreement dated as of December 1, 2018 (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 Lease Agreement (the “**Closing**”), (A) the Agency granted Financial Assistance in the form of a 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, pursuant to a resolution duly adopted by the Agency on June 29, 2020, the Agency approved the extension of the appointment of the Company as temporary agent of the Agency for sales and use tax purposes until June 30, 2021; and

WHEREAS, the Agency and the Company entered into an Amendment to Project Agreement dated June 29, 2020 (the “**Amendment to Project Agreement**”) in order to memorialize the extension of the appointment of the Company as temporary agent of the Agency for sales and use tax purposes until June 30, 2021; and

WHEREAS, pursuant to a resolution duly adopted by the Agency on April 22, 2021, the Agency approved a second extension of the appointment of the Company as temporary agent of the Agency for sales and use tax purposes until June 30, 2022; and

WHEREAS, the Agency and the Company entered into a Second Amendment to the Project Agreement dated as of April 21, 2021 (the “*Second Amendment*”) in order to memorialize the extension of the appointment of the Company as temporary agent of the Agency for sales and use tax purposes until June 30, 2022; and

WHEREAS, pursuant to a resolution duly adopted by the Agency on May 17, 2022, the Agency approved a second extension of the appointment of the Company as temporary agent of the Agency for sales and use tax purposes until December 31, 2022; and

WHEREAS, the Agency and the Company entered into a Third Amendment to the Project Agreement dated as of May 17, 2022 (the “*Third Amendment*”) in order to memorialize the extension of the appointment of the Company as temporary agent of the Agency for sales and use tax purposes until December 31, 2022; and

WHEREAS, there have been unanticipated delays in the construction, installation 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, 2023; and

WHEREAS, in connection with the extension of the appointment of the Company as agent of the Agency for sales and use tax purposes, the Agency and the Company will enter into an Fourth Amendment to the Project Agreement (the “*Fourth 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 sales and use tax purposes in connection with the Fourth Amendment (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)(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 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 for sales and use tax purposes until June 30, 2023 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 sales and use tax purposes until June 30, 2023. 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 Fourth 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 sales and tax purposes until June 30, 2023 (the “*Sales Tax Documents*”). The form and substance of the Fourth 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 New York State sales and use exemptions benefits.

Section 6. (A) The Chief Executive Officer or the (Vice) Chairman of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Fourth Amendment and 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 forms thereof presented to this meeting with such changes, variation, omissions and insertions as the Chief Executive Officer or the (Vice) Chairman shall approve, the execution thereof by the Chief Executive Officer or the (Vice) Chairman to constitute conclusive evidence of such approval.

(B) The Chief Executive Officer or the (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 Fourth 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 Fourth 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 Fourth 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 November 29, 2022, 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 November 29, 2022.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on November 29, 2022, at 10:00 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, H. Leonard Schick, and Gary T. Toth

ABSENT: Tim Stahl and Barry Trimble

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

The following resolution was duly offered and seconded:

RESOLUTION DETERMINING THAT THE ACQUISITION, RECONSTRUCTION, RENOVATION AND EQUIPPING OF A COMMERCIAL FACILITY AT THE REQUEST OF TDJ PROPERTIES, LLC CONSTITUTES A PROJECT, 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, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, TDJ Properties, LLC, a New York limited liability company, submitted an application to the Agency on or about October 31, 2022 (the “*Application*”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project in one or more phases (the “*Project*”) on its behalf and/or entities formed or to be formed on behalf of the foregoing (the “*Company*”) consisting of: (A) (i) the acquisition or continuation of a leasehold interest (or sub-leasehold interest) in all or a portion of approximately 67 acres of improved real property, being part of various parcels of certain real property located at 1850 County Route 57 in the Town of Volney, New York, Oswego County (the “*Land*”); (ii) the reconstruction and renovation of an existing building (the “*Existing Building*”) totaling approximately 786,600 square feet located on the Land; (the Existing Building as reconstructed, the “*Facility*”) for the use as offices, manufacturing and warehousing space for business in the semi-conductor supply chain and other industries; and (iii) the acquisition of and installation in the Facility of various machinery, equipment, furnishings and other tangible personal property (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, 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, 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 or the granting of the Financial Assistance; 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, 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 of New York or increasing the overall number of permanent, private sector jobs in the State of New York;

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 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 “*UTE*P”), 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 November 29, 2022, 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 November 29, 2022.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

SEQRA LEAD AGENCY RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on November 29, 2022, at 1000 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, H. Leonard Schick, and Gary T. Toth

ABSENT: Tim Stahl and Barry Trimble

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

The following resolution was duly offered and seconded:

RESOLUTION CLASSIFYING A CERTAIN PROJECT AS A TYPE I ACTION AND DECLARING THE INTENT OF THE COUNTY OF OSWEGO INDUSTRIAL DEVELOPMENT AGENCY TO BE LEAD AGENCY FOR PURPOSES OF A COORDINATED REVIEW PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT

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, TDJ Properties, LLC, a New York limited liability company, submitted an application to the Agency on or about October 31, 2022 (the “*Application*”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “*Project*”) on its behalf and/or entities formed or to be formed on behalf of the foregoing (the “*Company*”) consisting of: (A) (i) the acquisition or continuation of a leasehold interest (or sub-leasehold interest) in all or a portion of approximately 67 acres of improved real property, being part of various parcels of certain real property located at 1850 County Route 57 in the Town of Volney, New York, Oswego County (the “*Land*”); (ii) the reconstruction and renovation of an existing building (the “*Existing Building*”) totaling approximately 786,600 square feet located on the Land; (the Existing Building as reconstructed, the “*Facility*”) for the use as offices, manufacturing and warehousing space for business in the semi-conductor supply change and other industries; and (iii) the acquisition of and installation in the Facility of various machinery, equipment, furnishings and other tangible personal property (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, 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, 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 whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA) and the preliminary agreement of the Agency to undertake the Project constitutes such an action; and

WHEREAS, to aid the Agency in determining whether undertaking the Project may have a significant impact upon the environment, the Company has prepared and submitted to the Agency an Environmental Assessment Form (the “*EAF*”) with respect to the Project, a copy of which is attached here as Exhibit A, with a copy of the EAF on file at the office of the Agency; and

WHEREAS, the Agency has examined the EAF in order to classify the Project; and

WHEREAS, the Agency has not approved the Project or the grant of Financial Assistance to the Project;

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

(1) Based upon an examination of the EAF prepared by the Company, the criteria contained in 6 NYCRR §617.7(c), and based further upon the Agency’s knowledge of the area surrounding the Project Facility, all the representations made by the Company in connection with the Project, and such further investigation of the Project and its environmental impacts as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project pursuant to SEQRA:

(A) The Project consists of the components described above in the third WHEREAS clause of this resolution; and

(B) The Project constitutes a **“Type I Action”** (as said quoted term is defined in SEQRA); and

(C) As a consequence of the foregoing, the Agency hereby declares its intent to act as “Lead Agency” (as said term is defined in SEQRA) with respect to a coordinated agency review of the Project pursuant to SEQRA; and

(D) The Agency’s special counsel shall arrange for publication and distribution of its notice of intent to be “Lead Agency” and is hereby authorized to take such actions as are necessary and appropriate to assist the Agency in fulfilling the requirements under SEQRA for the Project and to work with the Company’s environmental consultant in connection therewith.

(2) A copy of this Resolution, together with the attachments hereto, shall be placed on file in the office of the Agency where the same shall be available for public inspection during business hours.

(3) 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 November 29, 2022, 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 November 29, 2022.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

SUPPLEMENTAL INITIAL RESOLUTION

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on November 29, 2022, at 10:00 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, H. Leonard Schick, and Gary T. Toth

ABSENT: Tim Stahl and Barry Trimble

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

The following resolution was duly offered and seconded

**RESOLUTION , DESCRIBING THE ADDITIONAL
FINANCIAL ASSISTANCE REQUESTED IN
CONNECTION WITH A PROJECT FOR GSPP 5059 STATE
ROUTE 104, LLC 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, construction, reconstruction, renovation, installation and equipping of one or more “projects” (as defined in the Act); and

WHEREAS, GSPP 5059 State Route 104, LLC, a New York limited liability company, submitted an application to the Agency on or about April 21, 2022 (“**Original Application**”) requesting the Agency consider undertaking a project (the “**Project**”) on its behalf or on behalf of an entity formed or to be formed by it or on its behalf (the “**Company**”) consisting of: (i) the acquisition of a leasehold interest (or sub-leasehold interest) in all or a portion of approximately 82.50 acres of real property located at 5018 State Route 104 (tax map no. 112.00-03-04.1) in the Town of Scriba, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 13 acre solar power generation system, including, but not limited to, solar panels, inverters, transformers, single-axis trackers, racking systems, switchboards, energy storage system, steel beams, wiring, electric poles and other electrical and mechanical components (the “**Facility**”); and (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 and real estate transfer tax (collectively, the “**Original Financial Assistance**”); and (C) the lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to 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 (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, on May 17, 2022, the Agency duly adopted an initial resolution (the “**Original Initial Project Resolution**”) in connection with the Project authorizing a public hearing in accordance with ; and

WHEREAS, on June 6, 2022 the Agency duly held a public hearing pursuant to Section 859-a of the Act; and

WHEREAS, on June 23, 2022, the Agency duly adopted a SEQRA Resolution (the “**Original SEQRA Resolution**”), an inducement resolution (the “**Original Inducement Resolution**”), a PILOT approving resolution (the “**Original PILOT Resolution**”) and a final approving Resolution (the “**Original Final Approving Resolution**”, and collectively with the Original Initial Project Resolution, the Original SEQRA Resolution, the Original Inducement Resolution and the Original PILOT Resolution, the “**Original Project Resolutions**”) finding, inter alia, 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, and approving the grant of the Original Financial Assistance to the Company; and

WHEREAS, at the time the Agency adopted entered the Original Project Resolutions, the Company’s sole member was GSSP Holdco V, LLCC (the “**Original Membership Owner**”); and

WHEREAS, the Company has notified the Agency that the Original Membership Owner had assigned, transferred and sold to GSPP Holdco VIII, LLC 100% of the membership interest in the Company; and

WHEREAS, given the changes to components of the Original Financial Assistance and the change in the ownership of the membership interest in the Company, the Agency desires to adopt this new Initial Resolution; and

WHEREAS, the Company submitted a revised application to the Agency on or about November 10, 2022 (“**Revised Application**”) requesting that the Original Financial Assistance be expanded to include financial assistance in the form of an exemption from mortgage recording tax (except as limited by Section 874 of the Act) (the “**Additional Financial Assistance**”) ; 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 grant of the Additional Financial Assistance constitutes such an action; and

WHEREAS, the Agency has not approved the granting of the Additional Financial Assistance; and

WHEREAS, the grant of the Additional 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 Application and 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 Additional Financial Assistance contemplated with respect to the Project consists of an exemption from mortgage recording 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 the Additional Financial Assistance shall be scheduled with notice thereof published, and such notice shall further be sent to the affected tax jurisdictions within which the Project is located.

Section 3. 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 4. The Chief Executive Officer and/or the Chairman of the Board of the Agency are each 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 November 29, 2022, 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 November 29, 2022.

L. Michael Treadwell
Chief Executive Officer

(SEAL)

**RESOLUTION CONSENTING TO A CHANGE IN OWNERSHIP OF
MEMBERSHIP INTERESTS IN THE COMPANY AND RATIFYING AND REAFFIRMING
THE APPROVING RESOLUTIONS**

A regular meeting of the County of Oswego Industrial Development Agency was convened in public session on November 29, 2022, at 10:00 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, H. Leonard Schick, and Gary T. Toth

ABSENT: Tim Stahl and Barry Trimble

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

**RESOLUTION APPROVING THE SALE OF THE
MEMBERSHIP INTERESTS IN THE COMPANY IN
CONNECTION WITH FINANCIAL ASSISTANCE PROVIDED
FOR A PROJECT AND RATIFYING AND REAFFIRMING
THE APPROVING RESOLUTIONS.**

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, Mexico PV, LLC, a Delaware limited liability company (the “**Company**”), submitted an application to the Agency on or about April 7, 2022 (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 (or sub-leasehold interest) in all or a portion of approximately 52.88 acres of real property located on County Route 58 (tax map no. 153.00-02-16.05) in the Town of Mexico, County of Oswego, State of New York (the “**Land**”); (ii) the construction on the Land of an approximately 24.52 acre solar power generation system, including, but not limited to, solar panels, inverters, transformers, single-axis trackers, racking systems, switchboards, energy storage system, steel beams, wiring, electric poles and other electrical and mechanical components (the “**Facility**”); and (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, 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 lease (or sub-lease) of the Land and the Facility by the Company (and/or the owner of the Land) to 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 (and/or the owner of the Land) pursuant to a sublease agreement; and

WHEREAS, in connection with the Project, the Agency adopted an Initial Resolution on April 13, 2022 and conducted a public hearing on May 6, 2022; and

WHEREAS, the Agency adopted an Inducement Resolution, a PILOT Resolution and a Final Approving Resolution authorizing the Project at its May 17, 2022 meeting (collectively, the “**Initial Approving Resolutions**”); and

WHEREAS, the Agency adopted a SEQRA Resolution (the “**SEQRA Resolution**” and, collectively, with the Initial Approving Resolutions, the “**Approving Resolutions**”) in which the Agency acknowledged that the Agency inadvertently omitted formally adopting a resolution documenting its reaffirmation, acceptance and adoption of the negative declaration of the Town of Mexico Town Board; and

WHEREAS, at the time the Agency adopted the Approving Resolutions, the Company’s sole member was Renewable Investment Corporation (the “**Original Membership Owner**”); and

WHEREAS, on November 14, 2022, the Agency received notice from the Company that, pursuant to a certain letter of intent by the Original Membership Owner and C2Energy Development, LLC (the “**New Membership Owner**”), the Original Membership Owner intends to sell and the New Membership Owner intends to purchase 100% of the membership interest in the Company; and

WHEREAS, the Company has agreed to provide the final agreement for the sale and purchase of the membership interest in the Company and organizational documents of the New Membership Owner and the Company, in form and substance reasonably satisfactory to Agency counsel and Agency Special

Counsel, and has answered the Agency's questions regarding the New Membership Owner and the impact of the change in ownership on the Project and the Financial Assistance previously approved by the Agency; and

WHEREAS, the Agency desires to consent to the change in ownership of the membership interests in the Company and ratify the Approving Resolutions, including its approval of the Project and the grant of the Financial Assistance to the Company; and

WHEREAS, the change in the ownership of the membership interests in the Company is not material, will not result in any additional environmental impacts that were not addressed as part of the SEQRA determination, and does not require that the Agency alter or amend its prior negative declaration for the Project, which is hereby ratified and reaffirmed;

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 makes the following findings and determinations:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The change in ownership in the membership interests of the Company does not constitute a significant change from the original Project that was reviewed under the SEQRA Resolution and therefore no further or additional review under SEQRA is required; and

(C) The change in ownership in the membership interests of the Company is not a material change and does not require a change in the Financial Assistance previously approved by the Agency.

Section 2. The Agency hereby consents to the change in ownership in the membership interests of the Company, ratifies the Approving Resolutions and reaffirms the approval of the Project and the grant of the Financial Assistance to the Company.

Section 3. 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 4. 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 5. 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 November 29, 2022, 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 November 29, 2022.

L. Michael Treadwell
Chief Executive Officer

(SEAL)