

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY

August 27th, 2020

MEETING MINUTES

Due to the Coronavirus (COVID-19), Federal and State emergency bans on large meetings or gatherings, and pursuant to Governor Cuomo's Executive Order 220.1, issued on March 12, 2020 suspending the Open Meetings Law, this COIDA Board of Director's Meeting was held via video conferencing, instead of an open meeting for the public to attend. Members of the public were given instructions on how to join the meeting.

CALL TO ORDER

Chairman, Jeffery Joyner, called to order the meeting of COIDA at 8:02am via video conferencing app GoToMeeting. M. Marino conducted roll call and determined there was a quorum. Voting members present electronically included:

Jeffery Joyner
Patricia Kennedy
Andrew Marietta
Craig Gelbsman

David Rowley
Cheryl Robinson
Joshua Edmonds

Absent Board Member(s): Jeffrey Lord, Tom Armao

Also, in attendance:

STAFF

Jody Zakrevsky, **CEO**
Meaghan Marino, **Dir. of Finance and Administration**

COUNSEL

Kurt Schulte, **Agency Counsel**
Joe Scott, **Bond Counsel**

CHAIRMAN'S REMARKS

Chairman, J. Joyner, welcomed fellow board members, counsel, staff, and guests.

MEETING MINUTES

J. Joyner presented the meeting minutes from the July 23rd COIDA board meeting. Board members were given a copy of the minutes prior to the meeting for review. D. Rowley made a motion to approve the meeting minutes. The motion was seconded by P. Kennedy, and it was approved by the remaining members present.

BILLS & COMMUNICATIONS

J. Joyner reviewed the bills and deposits since the August 13th Audit & Finance Committee meeting. Most of the expenses were normal operating expenses, with the exception of payment to the MRB Group, for the Rail Yards Master Plan, which is 90% complete, and payment to Paperkite for the start of the marketing campaign. D. Rowley made a motion to pay the expenses listed. C. Robinson seconded the motion and it was approved by the remaining members.

COMMITTEE REPORTS

- ❖ **Audit & Finance** – The Audit & Finance Committee meeting was held on August 13th. J. Lord deferred the Board to the draft August 13th Audit & Finance minutes as a report of the Committee.
- ❖ **Governance Committee** – The Governance Committee meetings was held on August 13th. J. Joyner deferred the Board to the draft August 13th Governance minutes as a report of the Committee.
- Projects Committee** – The Projects Committee meeting was held on August 13th. C. Robinson deferred to the August 13th Projects Committee meeting minutes as a report of the Project Committee meeting.

NEW BUSINESS / UNFINISHED BUSINESS

- **SEQR Resolution Systematic Power Manufacturing d/b/a IOXUS** – J. Zakrevsky reviewed the Short Environmental Assessment Form for Systematic Power Manufacturing, LLC. d/b/a IOXUS. Generally, for PILOT and sales tax exemptions projects, the IDA does not do the environmental review. However, Systematic Power Manufacturing has not submitted anything to the Town of Oneonta, we are conducting our own environmental assessment for this project. The Town of Oneonta will still have to review the site plans for this project, and are aware we are conducting our own environmental review. Part 1, 2, and 3 of the SEAF were sent to the board prior to the meeting to review, and J. Zakrevsky reviewed part 2 and 3 during the meeting. Based on the SEAF, this project will have no significant adverse environmental impacts. D. Rowley asked if we have an updated survey of the 11.2 acres that the site sits on. J. Zakrevsky advised that we have not, as of yet, but we will have to have an updated survey because part of this project involves turning over part of the property to the Town of Oneonta, or more specifically, the road that runs along the building.
- **Approving Resolution Systematic Power Manufacturing d/b/a IOXUS** – J. Scott and J. Zakrevsky reviewed the Approving Resolution for Systematic Power Manufacturing d/b/a IOXUS. This resolution approves the PILOT, mortgage recording tax, and sales tax exemptions for the project.
- **Cooperstown Foundation/Otsego Now Recovery Fund Application Approvals** – Now that we have the \$50,000 for the Recovery Fund (\$25,000 from the Cooperstown Foundation and \$25,000 from the CRC), M. Marino reviewed the first round of applicants to be formally approved by the board. The total requested funding for the first round is \$8,817.00. D. Rowley questioned the non-profits on the list of applicants, and why they weren't applying to the Community Foundation directly for assistance. He was under the impression that the IDA's Recovery Fund was strictly for for-profit businesses. A. Marietta advised that this question came up when the Brookwood School applied to the Recovery Fund. M. Marino reached out to the Community Foundation, who advised that it was at the discretion of the IDA if they wanted to included non-profits in the funding. Because the PPE costs are continuing to grow, IDA staff determined we would include non-profits in the Recovery Fund. J. Edmonds noted that a community member asked him if the IDA was collecting an any

administrative fees to distribute these funds. M. Marino advised that there are no administrative fees – the full \$50,000 will be distributed amongst businesses in the County. M. Marino also advised the board that she had a meeting with Judy Pangman, City of Oneonta Community Development Dir., regarding their own Recovery Fund, which was limited strictly to for-profit businesses in the City of Oneonta. She advised that there were four non-profits that applied to their Recovery Fund, only to be turned away. Judy asked if the IDA Board would consider opening up the IDA Recovery Fund to non-profits located in the City of Oneonta (as for-profit businesses in the City of Oneonta are not eligible). D. Rowley advised that he would be against the idea because they can apply directly to the Community Foundation. A. Marietta, board member for the Cooperstown Foundation, requested that M. Marino send him the names of the four non-profits who applied to the City’s Recovery Fund, so that he could reach out to them if they haven’t already applied through the Cooperstown Foundation.

- **Contract with Paperkite for Marketing Campaign** – J. Zakrevsky advised that at the August 13th Projects Committee meeting, the Committee agreed with moving forward with Paperkite. Because a majority of board members were in attendance at that meeting, they requested that we move forward with the project, as opposed to waiting an additional two weeks for the full board to approve the contract with Paperkite.
- **Increase in Compensation to the Director of Finance and Administration** – J. Zakrevsky reviewed the resolution to adjust the salary of M. Marino, the Director of Finance and Administration. J. Zakrevsky noted that the Finance Committee and Governance Committee both approved the increase in salary at their respective meetings on August 13th.

RESOLUTIONS AND MOTIONS

SEQR Resolution – Systematic Power Manufacturing, LLC. d/b/a IOXUS

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF SYSTEMATIC POWER MANUFACTURING, LLC D/B/A IOXUS WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

WHEREAS, County of Otsego Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 252 of the 1973 Laws of New York, as amended, constituting Section 910-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing 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, to improve their 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 acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Systematic Power Manufacturing, LLC d/b/a Ioxus, Inc., a State of Tennessee limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 11.2 acres of land located at 18 Stadium Circle (Tax Map No. 299.00-1-11.01) in the Town of Oneonta, Otsego County, New York (the “Land”), together with the existing improvements containing in the aggregate approximately 35,445 square foot of space in the Main Building and 5,000 square foot of space in the Pole Barn located thereon (collectively, the “Existing Facility”), (2) the renovation and reconstruction of the Existing Facility, (3) the construction of an addition to the Existing Building to contain approximately 25,000 square feet of space (the “Addition”) (the Existing Facility and the Addition hereinafter collectively referred to as the “Facility”) and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company to produce ultracapacitor products for transportation, government, and industrial applications as a manufacturing, development, warehousing, sales and distribution facility and

other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on May 28, 2020 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on July 27, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on July 28, 2020 on a public bulletin board located at 3966 State Highway 23, in the Town of Oneonta, Otsego County, New York, (C) caused notice of the Public Hearing to be published on July 30, 2020 in the Daily Star, a newspaper of general circulation available to the residents of Town of Oneonta, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1 and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on August 10, 2020 at 4:00 o'clock p.m., local time, electronically via conference call rather than in person and (E) prepared a report of the Public Hearing (the “Public Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; 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”), must satisfy the requirements contained in SEQRA and in the Regulations prior to making a final determination whether to undertake the Project: and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect 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 EAF was presented to and reviewed by the Agency at this meeting and a copy of which is on file at the office of the Agency; and

WHEREAS, pursuant to SEQRA, the Agency has examined the EAF in order to make an determination as to the potential environmental significance of the Project; and

WHEREAS, the Project does not appear to constitute a “Type I Action” (as said quoted term is defined in the Regulations), and therefore coordinated review and notification is optional with respect to the actions contemplated by the Agency with respect to the Project; and

WHEREAS, the Agency desires to conduct an uncoordinated review of the Project and to determine whether the Project may have a “significant effect on the environment” and therefore require the preparation of an environmental impact statement;

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

Section 1. Based upon an examination of the Application and the EAF (collectively, the “Reviewed Materials”) and based further upon the Agency’s knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings with respect to the Project:

A. The project (the “Project”) consists of the following: (A) (1) the acquisition of an interest in approximately 11.2 acres of land located at 18 Stadium Circle (Tax Map No. 299.00-1-11.01) in the Town of Oneonta, Otsego County, New York (the “Land”), together with the existing improvements containing in the aggregate approximately 35,445 square foot of space in the Main Building and 5,000 square foot of space in the Pole Barn located thereon (collectively, the “Existing Facility”), (2) the renovation and reconstruction of the Existing Facility, (3) the construction of an addition to the Existing Building to contain approximately 25,000 square feet of space (the “Addition”) (the Existing Facility and the Addition hereinafter collectively referred to as the “Facility”) and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company to produce ultracapacitor products for transportation, government, and industrial applications as a manufacturing, development, warehousing, sales and distribution facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

B. No potentially significant impacts on the environment are noted in the Reviewed Materials, and none are known to the Agency.

Section 2. Based upon the foregoing investigation of the potential environmental impacts of the Project and considering both the magnitude and importance of each environmental impact therein indicated, the Agency makes the following findings and determinations with respect to the Project:

A. The Project constitutes an “Unlisted Action” (as said quoted term is defined in the Regulations) and therefore coordinated review and notification of other involved agencies is strictly optional. The Agency hereby determines not to undertake a coordinated review of the Project, and therefore will not seek lead agency status with respect to the Project;

B. The Project will result in no major impacts and, therefore, is one which will not cause significant damage to the environment. Therefore, the Agency hereby determines that the Project will not have a significant effect on the environment, and the Agency will not require the preparation of an environmental impact statement with respect to the Project; and

C. As a consequence of the foregoing, the Agency has decided to prepare a negative declaration with respect to the Project.

Section 3. The Chief Executive Officer of the Agency is hereby directed to prepare a negative declaration with respect to the Project, said negative declaration to be substantially in the form and to the effect of the negative declaration attached hereto, and to cause copies of said negative declaration to be (A) filed in the main office of the Agency and (B) distributed to the Company.

Section 4. This Resolution shall take effect immediately.

A. Marietta made a motion to approve the SEQR Resolution for Systematic Power Manufacturing LLC. d.b.a IOXUS. D. Rowley seconded the motion, and it was approved by remaining members.

Approving Resolution – Systematic Power Manufacturing, LLC. d/b/a IOXUS

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR SYSTEMATIC POWER MANUFACTURING, LLC D/B/A IOXUS (THE “COMPANY”).

WHEREAS, County of Otsego Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 252 of the 1973 Laws of New York, as amended, constituting Section 910-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the “Act”) to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities, among others, for the purpose of promoting, attracting and developing 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, to improve their 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 acquire, construct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Systematic Power Manufacturing, LLC d/b/a Ioxus, Inc., a State of Tennessee limited liability company (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 11.2 acres of land located at 18 Stadium Circle (Tax Map No. 299.00-1-11.01) in the Town of Oneonta, Otsego County, New York (the “Land”), together with the existing improvements containing in the aggregate approximately 35,445 square foot of space in the Main Building and 5,000 square foot of space in the Pole Barn located thereon (collectively, the “Existing Facility”), (2) the renovation and reconstruction of the Existing Facility, (3) the construction of an addition to the Existing Building to contain approximately 25,000 square feet of space (the “Addition”) (the Existing Facility and the Addition hereinafter collectively referred to as the “Facility”) and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the “Equipment”) (the Land, the Facility and the Equipment hereinafter referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company to produce ultracapacitor products for transportation, government, and industrial applications as a manufacturing, development, warehousing, sales and distribution facility and other directly and indirectly related activities; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on May 28, 2020 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the authorization contained in the Public Hearing Resolution, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the "Public Hearing") to hear all persons interested in the Project and the Financial Assistance being contemplated by the Agency with respect to the Project, to be mailed on July 27, 2020 to the chief executive officers of the county and of each city, town, village and school district in which the Project is to be located, (B) caused notice of the Public Hearing to be posted on July 28, 2020 on a public bulletin board located at 3966 State Highway 23, in the Town of Oneonta, Otsego County, New York, (C) caused notice of the Public Hearing to be published on July 30, 2020 in the Daily Star, a newspaper of general circulation available to the residents of Town of Oneonta, New York, (D) as a result of the ban on large meetings or gatherings pursuant to Executive Order 202.1 and the suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, conducted the Public Hearing on August 10, 2020 at 4:00 o'clock p.m., local time, electronically via conference call rather than in person and (E) prepared a report of the Public Hearing (the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; 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"), by resolution adopted by the members of the Agency on August 27, 2020 (the "SEQR Resolution"), the Agency determined (A) to conduct an uncoordinated review of the Project, (B) that the Project is an "Unlisted action" which will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project, and (C) as a consequence of the foregoing, to prepare a negative declaration with respect to the Project; and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Otsego County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Otsego County, New York by undertaking the Project in Otsego County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into (or accept) the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Land and all improvements now or hereafter located on said Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, pursuant to which the Company will convey to the Agency title to the Equipment; (D) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees 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; (E) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (F) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (G) a certain recapture agreement (the "Sales Tax Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (H) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (I) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency 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 any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (J) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Loan Documents") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Loan Documents will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); and (K) various certificates relating to the Project (the "Closing Documents");

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

Section 1.All action taken by the Chief Executive Officer of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Special Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Otsego County, New York;
- (D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$17,787,756.00;
- (E) The completion of the Project will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project Facility located in the State of New York;
- (F) The Project does not constitute a project where facilities or property that are primarily used in making retail sales to customers who personally visit such facilities constitute more than one third of the total project cost;
- (G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Otsego County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;
- (H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (I) The Project should receive the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and real property tax based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto, and to grant such exemptions subject to certain "recapture events" described on Exhibit B attached hereto; and
- (J) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the Lease to Agency and the License to Agency; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, reconstruct, construct and install the Project Facility, or cause the Project Facility to be acquired, reconstructed, constructed and installed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Uniform Agency Project Agreement, (F) enter into the Sales Tax Recapture Agreement; (G) secure the Loan by entering into the Loan Documents; and (H) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Lease to Agency, (B) to acquire a license in the Licensed Premises pursuant to the License to Agency, (C) to acquire title to the Equipment pursuant to the Bill of Sale to Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, reconstruct, construct and install the Project Facility as described in the Agency Documents, to appoint the Company as agent of the Agency to undertake such acquisition, reconstruction, construction and installation of the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairman (or Vice Chairman) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency 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 the forms thereof 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 Chairman (or Vice Chairman) of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 9. 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 Agency 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 Agency Documents binding upon the Agency.

Section 10. This Resolution shall take effect immediately.

C. Robinson made a motion to approve the Approving Resolution for Systematic Power Manufacturing LLC. d.b.a IOXUS. A. Marietta seconded the motion, and it was approved by remaining members.

Cooperstown Foundation/Otsego Now PPE Recovery Fund – 1st Round of Applicants

Wahl to Wahl Auto	Cooperstown	\$450
Brookwood School	Cooperstown	\$500
Cooperstown Beaver Valley Campground	Cooperstown	\$458
7th Inning Stretch	Cooperstown	\$500
The Railroad Inn	Cooperstown	\$414
The Wax Museum/Heros of Baseball	Cooperstown	\$204
Unadilla Livestock Company, LLC.	Unadilla	\$500
Essentials by DK	Oneonta	\$490
Hillington Crematory	Morris	\$500
Bello Electric, LLC.	Richfield Springs	\$500
Unadilla Historical Association	Unadilla	\$500
Oneonta Community Christian School	Otego	\$500
Angel Network of Cooperstown	Hartwick	\$260
Pizza 23 West	Town of Oneonta	\$500
Tryon Inn	Cherry Valley	\$500
Town of Richfield Springs	Richfield Springs	\$500
Quality Inn	Town of Oneonta	\$500
Stagecoach Coffee	Cooperstown	\$500
Cooperstown Bed & Breakfast	Cooperstown	\$500
Doubleday Batting Range	Cooperstown	\$41
	Total Requested Funding	\$8,817.00

D. Rowley made a motion to approve funding the first round of applicants for the PPE Recovery Fund. C. Robinson seconded the motion, and it was approved by remaining members.

Resolution Authorizing Contract with Paperkite for Marketing Campaign

RESOLUTION –AUTHORIZING CONTRACT WITH PAPERKITE FOR MARKETING CAMPAIGN

WHEREAS, Otsego Now is seeking an experienced creative internet marketing consultant to develop a marketing program and website single page to advertise Otsego County as a destination for lifestyle and business; and

WHEREAS, Otsego Now has received three proposals from different marketing firms for such services; and

WHEREAS, Vibrant Brands under contract to Otsego Now to guide us in the selection of the marketing firm and oversee the project has made certain recommendations; and

WHEREAS, the Budget Committee and the Project Committee has reviewed Vibrant Brands recommendations at their August 13, 2020 committee meetings;

WHEREAS Paperkite will produce a campaign that promotes Otsego County as an ideal place to grow and expand your business with options for outstanding quality-of-life and proximity to major metro areas, now therefore be it

RESOLVED, that the Board of Directors of Otsego Now accepts Paperkite's proposal for one year of services to assist Otsego Now with its marketing campaign at a fee not to exceed \$50,000, of which \$10,000 will be used for creative and management work and the remaining \$40,000 will be used direct media campaign costs.

P. Kennedy made a motion to approve signing a contract with Paperkite for their services in developing a targeted marketing campaign. J. Edmonds seconded the motion, and it was approved by remaining members.

Resolution Authorizing Salary Increase for Dir. of Finance and Administration

RESOLUTION – AUTHORIZING INCREASE IN COMPENSATION TO THE DIRECTOR OF FINANCE AND ADMINISTRATION OF THE OTSEGO COUNTY INDUSTRIAL DEVELOPMENT AGENCY

WHEREAS, the Director of Finance and Administration has been in her current position since September 1, 2018 and has not had a salary adjustment since her appointment; and

WHEREAS, the Finance Committee and the Governance Committee of the Agency has made certain recommendations at their committee meetings of August 13, 2020 and

WHEREAS, the Chief Executive Officer has reviewed salaries of other IDAs similar in nature to those of the Director of Finance and Administration in upstate New York and has also made certain recommendations; now, therefore be it

RESOLVED, that the Director of Finance and Administration of the Otsego County Industrial Development Agency annual salary be increased by 7.5% effective September 1, 2020.

A. Marietta made a motion to approve the salary increase for the Director of Finance and Administration. D. Rowley seconded the motion, and it was approved by remaining members.

PUBLIC COMMENT

There were no public comments.

ADJOURNMENT

There being no further business to discuss, P. Kennedy made a motion to adjourn the meeting. C. Robinson seconded the motion, and the meeting was adjourned at 8:19a.m.

UPCOMING MEETING SCHEDULE

- COIDA/OCCRC Audit & Finance Committee Meeting / Governance Committee / Projects Committee Meeting – September 10th, 2020 at 8:00am
- COIDA/OCCRC Board Meeting – September 24th, 2020 at 8:00am.

***All meetings are held at the Otsego Now offices at 189 Main Street, Oneonta. NY. 13820, unless otherwise specified.**