

COUNTY OF OTSEGO INDUSTRIAL DEVELOPMENT AGENCY
July 29th, 2021

MEETING MINUTES

CALL TO ORDER

Vice Chair, D. Rowley, called to order the meeting of COIDA at 8:02am. Members were given the option to attend the meeting virtually (v) or in-person. M. Marino conducted roll call and determined there was a quorum. Members present virtually were not eligible to vote on meeting items. Voting members present included:

David Rowley
Andrew Marietta (v)
Jeffrey Lord*

Cheryl Robinson
Tom Armao
Joshua Edmonds

Absent Board Member(s): Jeffery Joyner, Craig Gelbsman, Patricia Kennedy

Also, in attendance:

STAFF

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

COUNSEL

Joe Scott, **Hodgson Russ**
Kurt Schulte, **Agency Counsel (v)***

GUESTS

Seth Haight, **Springbrook**
Michael N'Dolo, **MRB Group (v)**

(v) – Virtual/Not eligible to vote.

*Arrived after start of meeting.

CHAIRMAN'S REMARKS

Vice Chair, D. Rowley, welcomed fellow board members, staff, attorneys, and guests, and moved immediately into the agenda.

MEETING MINUTES

D. Rowley presented the meeting minutes from the June 24th COIDA board meeting. Board members were given a copy of the minutes prior to the meeting for review. J. Edmonds made a motion to approve the

meeting minutes. The motion was seconded by J. Lord and it was approved by the remaining members present.

BILLS & COMMUNICATIONS

The board reviewed the bills and deposits since the Audit & Finance Committee meeting. It was noted that all of the expenses listed were normal operating expenses for the agency. There was also an expense for the agency's marketing campaign. Because that campaign is closing out in August, it was requested that Vibrant Brands and/or Paperkite present to the board on the last campaign and thoughts for the upcoming one.

C. Robinson made a motion to pay the bills provided. T. Armao seconded, and the motion was approved by remaining members.

COMMITTEE REPORTS

- ❖ Audit & Finance – The Audit & Finance Committee meeting was held on July 8th, 2021. J. Lord, Chair of the Committee, requested that members review the draft meeting minutes as a report of the committee.
- ❖ Governance Committee – The Governance Committee meeting was held on July 8th 2021. D. Rowley requested that members review the draft meeting minutes as a report of the committee.
- ❖ Projects Committee – The Projects Committee meeting was held on July 8th, 2021. C. Robinson deferred the board to the Projects Committee meeting minutes as a report of the Project Committee meeting.

NEW BUSINESS / UNFINISHED BUSINESS

- **Centrome, Inc. d/b/a Advanced Biotech** – The agency held a public hearing on this project at the beginning of July. J. Zakrevsky noted that we ran a cost-benefit analysis on the project. The company is purchasing the former Medical Coaches building in the Town of Milford and the project cost will be approximately \$5,000,000. The board is voting on a resolution to approve a lease/leaseback transaction for a 15-year standard PILOT with the company and sales tax exemptions.
- **Springbrook Resolutions** – In conjunction with the Springbrook housing project, the board was presented with a resolution to approve a deviation from the agency's uniform tax exemption policy for a potential PILOT with Springbrook. The IDA would be entering into a 25-year PILOT with Springbrook, whereas it's standard PILOT is 15-years. Springbrook is looking to purchase the Ford-block building on Main Street in Oneonta and complete approximately \$6,000,000 in renovations. They are looking for a PILOT, sales-tax exemptions, and recording tax exemption. J. Zakrevsky explained that our agency was not able to run a cost-benefit analysis, as the company we use, CGR, cannot run numbers on housing projects. The MRB Group, Springbrook's consultant on the project, was able to run a cost-benefit analysis for the agency. D. Rowley noted that the project is not taking the entire building of the tax-rolls. Springbrook will only receive an abatement on the improvements that they make to the upper stories of the building where the apartment renovations will be. Currently, the building is assessed at approximately \$900,000. The board was also provided with a Type II SEQOR resolution.

- **ARC Grant Application** – J. Zakrevsky presented the board with a resolution to approve the submission of an ARC grant application for funding for an acceleration/innovation center in connection with Hartwick College, IOXUS, and Custom Electronics. C. Robinson did request that further conversations be had regarding the future of this project, but ultimately agreed with the submission of the application.
- **Assistant Secretary to the IDA** – Because the Secretary of the agency, C. Gelbsman, was absent from the meeting, J. Scott recommended to the board approving an assistant secretary who can sign documents in the secretary’s absence. C. Robinson volunteered for the position.

RESOLUTIONS AND MOTIONS

Approving Resolution for Centrome, Inc. d/b/a Advanced Biotech

Resolution No. 0721-__

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR CENTROME, INC. D/B/A ADVANCED BIOTECH (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, reconstruct and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in June, 2021, Centrome, Inc. d/b/a Advanced Biotech, a Delaware business corporation (the “Company”), submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested 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 an approximately 66.56 acre parcel of land located at 399 County Highway 58 in the Town of Milford, Otsego County, New York (Tax Map No. 290.00-1-4.01) (the “Land”), together with the existing improvements located thereon containing in the aggregate approximately 80,000 square feet of space (collectively, the “Facility”), (2) the renovation of the Facility and (3) the acquisition and installation thereon and therein of various machinery and equipment (the “Equipment”) (the Land, the Facility and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to be owned and operated by the Company as a warehouse/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 property 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 June 24, 2021 (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 (the “Public Hearing”) pursuant to Section 859-a of the Act, 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 13, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on July 8, 2021 on a bulletin board located at 2859 State Highway 28 in the Town of Milford, Otsego County, New York, as well as on the Agency’s website; (C) caused notice of the Public Hearing to be published on July __, 2021 in The Daily Star, a newspaper of general circulation available to the residents of the Town of Milford, Otsego County, New York; (D) conducted the Public Hearing on July 26, 2021 at 10:00 o’clock a.m., local time at the Milford Town Hall located at 2857 State Highway 28 in the Town of Milford, Otsego County, New York; and (E) prepared a report of the Public Hearing (the “Hearing Report”) fairly summarizing the views presented at such Public Hearing and caused copies of said 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 June 24, 2021 (the "SEQR Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA); 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 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 a portion of the Land and all improvements now or hereafter located on said portion of the 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 balance of 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 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; (D) 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; (E) 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; (F) a certain recapture agreement (the "Section 875 GML 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; (G) 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; (H) 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"); (I) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage 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 (J) 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 \$5,000,000;
- (E) 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;

C. Robinson made a motion to approve the approving resolution for Centrome, Inc. d/b/a Advanced Biotech. J. Edmonds seconded the motion, and it was approved by remaining members through a roll call vote.

Policy on PILOT Deviations

RESOLUTION ADOPTING POLICY ON PILOT DEVIATIONS

WHEREAS, the Otsego County Industrial development Agency wishes to have a Policy regarding when to consider deviating from its Uniform Tax Exemption Policy; and

WHEREAS, the Agency has reviewed various other IDA Deviation Policies including Broome, Tioga, Tompkins, Ulster and Albany Counties; and

WHEREAS, a draft proposed Deviation Policy was presented to the Project Committee and Finance Committee for their review; now therefor be it

RESOLVED, that the Deviation Policy dated July 28, 2021 is hereby adopted.

T. Armao made a motion to approve the policy on PILOT deviations for the agency. C. Robinson seconded the motion and it was approved by remaining members.

SEQR Resolution for Springbrook NY, Inc. for Ford Block Project

Resolution No. 0721-__

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF SPRINGBROOK, INC., ON BEHALF OF A TO-BE-FORMED SPECIAL-PURPOSE ENTITY "FORD BLOCK ONEONTA, LLC" IS A "TYPE II ACTION" AND NO FURTHER ACTION IS REQUIRED UNDER SEQRA WITH RESPECT THERETO.

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 manufacturing, warehousing, research, commercial 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, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Springbrook NY, Inc., on behalf of a to-be-formed special-purpose entity "Ford Block Oneonta, LLC" (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 an approximately .29 acre parcel of land located at 186-212 Main Street in the City of Oneonta, Otsego County, New York (Tax Map No. 300.31-1-37.2) (the "Land"), together with the existing improvements located thereon containing in the aggregate approximately 22,464 square feet of space (collectively, the "Facility"), (2) the renovation and reconstruction of a portion of the Facility and (3) the acquisition and installation thereon and therein of various machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Company as an approximately 24 unit residential/mixed-use apartment building 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 June 24, 2021 (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 (the "Public Hearing") pursuant to Section 859-a of the Act, 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 7, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on (1) July 7, 2021 on a bulletin board located in the lobby of City Hall located at 258 Main Street in the City of Oneonta, Otsego County, New York and (2) July 6, 2021 on the Agency's website; (C) caused notice of the Public Hearing to be published on July 9, 2021 in The Daily Star, a newspaper of general circulation available to the residents of the City of Oneonta, Otsego County, New York; (D) conducted the Public Hearing on July 20, 2021 at 11:00 o'clock a.m., local time at the offices of the Agency located at 189 Main Street, Suite 500 in the City of Oneonta, Otsego County, New York; and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said 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"), the Agency must satisfy the requirements contained in SEQRA and 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 submitted to the Agency (A) an environmental assessment form (the "EAF" and (B) the City of Oneonta Planning Commission's (the "Planning Commission") SEQRA determination (the "SEQRA Determination") made on June 16, 2021, in which the Planning Commission determined that the Project is a "Type II action" (as said quoted term is defined in the Regulations), as said SEQRA Determination is attached hereto as Exhibit A; and

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

WHEREAS, the Project appears to constitute a "Type II action" (as said quoted term is defined in the Regulations), and therefore it appears that no further determination or procedure under SEQRA is required with respect to the Project;

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

Section 1. The Agency has received copies of, and has reviewed, the Application, the EAF and the SEQR Determination submitted to the Agency by the Company with respect thereto (collectively, the "Reviewed Documents") and, based upon said Reviewed Documents and the representations made by the Company to the Agency at this meeting, 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 and determinations with respect to the Project:

(A) The project (the "Project") consists of the following: (A) (1) the acquisition of an interest in an approximately .29 acre parcel of land located at 186-212 Main Street in the City of Oneonta, Otsego County, New York (Tax Map No. 300.31-1-37.2) (the "Land"), together with the existing improvements located thereon containing in the aggregate approximately 22,464 square feet of space (collectively, the "Facility"), (2) the renovation and reconstruction of a portion of the Facility and (3) the acquisition and installation thereon and therein of various machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Company as an approximately 24 unit residential/mixed-use apartment building 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) The Project consists of the replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site and the purchase of equipment.

Section 2. Based upon the foregoing, the Agency makes the following findings and determinations with respect to the Project:

(A) Pursuant to Sections 617.5(c)(2) and 617.5(c)(31) of the Regulations, the Project 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.

Section 3. The Chairman of the Agency is hereby directed to file a copy of this Resolution with respect to the Project in the office of the Agency.

(A) Section 4. This Resolution shall take effect immediately.

T. Armao made a motion to approve the SEQR Resolution for the Springbrook Ford Block project. J. Lord seconded, and it was approved by remaining members through a roll call vote.

PILOT Deviation Approval Resolution for Springbrook NY, Inc. for Ford Block Project

Resolution No. 0721-

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED SPRINGBROOK, INC., ON BEHALF OF A TO-BE-FORMED SPECIAL-PURPOSE ENTITY "FORD BLOCK ONEONTA, LLC" PROJECT.

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 manufacturing, warehousing, research, commercial 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, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Springbrook NY, Inc., on behalf of a to-be-formed special-purpose entity "Ford Block Oneonta, LLC" (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 an approximately .29 acre parcel of land located at 186-212 Main Street in the City of Oneonta, Otsego County, New York (Tax Map No. 300.31-1-37.2) (the "Land"), together with the existing improvements located thereon containing in the aggregate approximately 22,464 square feet of space (collectively, the "Facility"), (2) the renovation and reconstruction of a portion of the Facility and (3) the acquisition and installation thereon and therein of various machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Company as an approximately 24 unit residential/mixed-use apartment building 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 June 24, 2021 (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 (the "Public Hearing") pursuant to Section 859-a of the Act, 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 7, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on (1) July 7, 2021 on a bulletin board located in the lobby of City Hall located at 258 Main Street in the City of Oneonta, Otsego County, New York and (2) July 6, 2021 on the Agency's website; (C) caused notice of the Public Hearing to be published on July 9, 2021 in The Daily Star, a newspaper of general circulation available to the residents of the City of Oneonta, Otsego County, New York; (D) conducted the Public Hearing on July 20, 2021 at 11:00 o'clock a.m., local time at the offices of the Agency located at 189 Main Street, Suite 500 in the City of Oneonta, Otsego County, New York; and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said 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 July 29, 2021 (the "SEQR Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency's uniform tax exemption policy, the Agency must give the chief executive officers of the County and each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions") written notice of the proposed deviation from the Agency's uniform tax exemption policy and the reasons therefor no fewer than thirty (30) days prior to the meeting of the Agency at which the members of the Agency shall consider whether to approve such proposed deviation; and

WHEREAS, by notice dated June 28, 2021 (the "Pilot Deviation Notice"), a copy of which Pilot Deviation Notice is attached hereto as Exhibit A the Chief Executive Officer notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy and further notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

Section 1. The Agency hereby finds and determines as follows:

- (A) The Agency has considered any and all responses from the Affected Tax Jurisdictions to the Pilot Deviation Notice.
- (B) The Agency has reviewed and responded to all written comments received from any Affected Tax Jurisdiction with respect to the proposed deviation.
- (C) The Agency has given all representatives from an Affected Tax Jurisdictions in attendance at this meeting the opportunity to address the members of the Agency regarding the proposed deviation.

Section 2. Based on the findings and determinations in Section 1 above, the Agency hereby determines to deviate from the Agency's uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility for the reasons set forth in the Pilot Deviation Notice.

Section 3. Upon preparation by counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairman (or Vice Chairman) of the Agency, the Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax Agreement, 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 such form as is approved by the Chairman (or Vice Chairman), the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. 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 Payment in Lieu of Tax Agreement, 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 Payment in Lieu of Tax Agreement binding upon the Agency.

Section 5. This Resolution shall take effect immediately.

C. Robinson made a motion to approve the PILOT Deviation approval resolution for the Springbrook Ford Block project. J. Lord seconded the motion, and it was approved by remaining members through a roll call vote.

Commercial/Retail Findings Resolution for Springbrook NY, Inc. for Ford Block Project

Resolution No. 0721-

RESOLUTION (A) DETERMINING THAT THE PROPOSED SPRINGBROOK, INC., ON BEHALF OF A TO-BE-FORMED SPECIAL-PURPOSE ENTITY "FORD BLOCK ONEONTA, LLC" PROJECT IS A COMMERCIAL PROJECT AND (B) MAKING CERTAIN FINDINGS REQUIRED UNDER THE GENERAL MUNICIPAL LAW.

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 manufacturing, warehousing, research, commercial 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, reconstruct and install one or more "projects" (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Springbrook NY, Inc., on behalf of a to-be-formed special-purpose entity "Ford Block Oneonta, LLC" (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 an approximately .29 acre parcel of land located at 186-212 Main Street in the City of Oneonta, Otsego County, New York (Tax Map No. 300.31-1-37.2) (the "Land"), together with the existing improvements located thereon containing in the aggregate approximately 22,464 square feet of space (collectively, the "Facility"), (2) the renovation and reconstruction of a portion of the Facility and (3) the acquisition and installation thereon and therein of various machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Company as an approximately 24 unit residential/mixed-use apartment building 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 June 24, 2021 (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 (the "Public Hearing") pursuant to Section 859-a of the Act, 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 7, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on (1) July 7, 2021 on a bulletin board located in the lobby of City Hall located at 258 Main Street in the City of Oneonta, Otsego County, New York and (2) July 6, 2021 on the Agency's website; (C) caused notice of the Public Hearing to be published on July 9, 2021 in The Daily Star, a newspaper of general circulation available to the residents of the City of Oneonta, Otsego County, New York; (D) conducted the Public Hearing on July 20, 2021 at 11:00 o'clock a.m., local time at the offices of the Agency located at 189 Main Street, Suite 500 in the City of Oneonta, Otsego County, New York; and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said 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 July 29, 2021 (the "SEQR Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA); and

WHEREAS, in Opinion of the State Comptroller Number 85-51, the State Comptroller indicated that the determination whether a project that consists of the construction of an apartment house is a commercial activity within the meaning of the Act is to be made by local officials based upon all of the facts relevant to the proposed project, and that any such determination should take into account the stated purpose of the Act, that is, the promotion of employment opportunities and the prevention of economic deterioration; and

WHEREAS, to aid the Agency in determining whether the Project qualifies for Financial Assistance as a commercial project within the meaning of the Act, the Agency has reviewed the following (collectively, the "Project Qualification Documents"): (A) the Application, including the attached Cost Benefit Analysis; and (B) a letter dated June 3, 2021 from the MRB Group relating to the Project, a copy of which is attached hereto as Exhibit A; and

WHEREAS, the Agency has given due consideration to the Project Qualification Documents, and to representations by the Company that although the Project constitutes 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, the predominant purpose of the Project would be to make available services which would not, but for the Project be reasonably accessible to the residents of Otsego County because of lack of reasonably accessible trade facilities offering such services; and

WHEREAS, pursuant to Section 862(2)(b) of the Act, the Agency would be authorized to provide financial assistance in respect of the Project provided that the obligation of the Agency to proceed with the Project was subject to certain conditions, including (1) following compliance with the procedural requirements of Section 859-a of the Act, a finding by the Agency that the Project would preserve permanent, private sector jobs in the State of New York or increase the overall number of permanent, private sector jobs in the State of New York and (2) confirmation by the Chairman of the Board of Representatives of Otsego County of the proposed action by the Agency with respect to the Project; and

WHEREAS, having complied with the requirements of SEQRA and Section 859-a of the Act with respect to the Project, the Agency now desires, pursuant to Section 862(2)(c) of the Act, to make its final findings with respect to the Project and its final determination whether to proceed with the Project;

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 Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

- A. The Project is located in a federal designated Opportunity Zone and an area having a mixture of residential, not-for-profit, commercial, retail, and service uses.
- B. The Project Qualification Documents makes the following comments/findings regarding residential/workforce housing in Otsego County:
- There is a critical housing need for moderate income residents in Otsego County.
 - The Ford Block Revival is precisely aligned with the downtown development strategies articulated in the region's strategic plan, URI plan and the Oneonta DRI Round-One awarded plan.
 - This Project promotes development of centrally-located downtown property, employing historic preservation and a mixed-use approach that reverses the trend of disinvestment that has worn away at the fabric of Otsego County.
 - The need for this type of workforce housing has been noted by many of the area's leading employers, including SUNY Oneonta and Bassett Healthcare as well as Springbrook itself, which employs 1,400 individuals, and is cited repeatedly in the City of Oneonta's DRI Strategic Investment Plan.
 - This Project directly addresses the goals of the DRI's Strategic Investment Plan by re-purposing unused upper-story capacity as market rate housing.
- C. That undertaking the Project is consistent with the Project Qualification Documents and will assist and maintain current and future residential and commercial development and expansion in the neighborhood area.
- D. The Company has informed representatives of the Agency that the Project will retain full-time permanent, private sector jobs.
- E. The Company has informed representatives of the Agency that the Company is not aware of any adverse employment impact caused by the undertaking of the Project.

Section 2. Based upon the foregoing review of the Project Qualification Documents and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its economic effects as the Agency has deemed appropriate, the Agency makes the following determinations with respect to the Project:

- A. That although the Project does 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, the predominant purpose of the Project would be to make available services which would not, but for the Project be reasonably accessible to the residents of Otsego County because of lack of reasonably accessible trade facilities offering such services.
- B. That (1) the Project Facility will provide necessary infrastructure for area employers and businesses, (2) the completion of the Project Facility will have an impact upon the creation, retention and expansion of employment opportunities in Otsego County and in the State of New York, and (3) the completion of the Project will assist in promoting employment opportunities and assist in preventing economic deterioration in Otsego County and in the State of New York.
- C. That the acquisition, renovation, reconstruction and installation of the Project Facility is essential to the retention of existing employment and the creation of new employment opportunities and is essential to the prevention of economic deterioration of businesses and neighborhoods located in Otsego County.
- D. That the Project constitutes a "commercial" project, within the meaning of the Act.
- E. That the undertaking of the Project will serve the public purposes of the Act by preserving private sector jobs in the State of New York.

Section 3. Having reviewed the Hearing Report, and having considered fully all comments contained therein, and based upon the findings contained in Section 1 above, the Agency hereby determines to proceed with the Project and the granting of the financial assistance described in the notice of the Public Hearing; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the Chairman of the Board of Representatives of Otsego County, New York, as the applicable chief elected official of Otsego County, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 4. This Resolution shall take effect immediately.

J. Lord made a motion to approve the Commercial/retail findings resolution for the Springbrook Ford Block project. J. Edmonds seconded the motion, and it was approved by remaining members through a roll call vote.

Approving Resolution for Springbrook NY Inc. for Ford Block Project

Resolution No. 0721-

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR SPRINGBROOK, INC., ON BEHALF OF A TO-BE-FORMED SPECIAL-PURPOSE ENTITY "FORD BLOCK ONEONTA, LLC" (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, Springbrook NY, Inc., on behalf of a to-be-formed special-purpose entity "Ford Block Oneonta, LLC" (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 an approximately .29 acre parcel of land located at 186-212 Main Street in the City of Oneonta, Otsego County, New York (Tax Map No. 300.31-1-37.2) (the "Land"), together with the existing improvements located thereon containing in the aggregate approximately 22,464 square feet of space (collectively, the "Facility"), (2) the renovation and reconstruction of a portion of the Facility and (3) the acquisition and installation thereon and therein of various machinery and equipment (the "Equipment") (the Land, the Facility and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to be owned and operated by the Company as an approximately 24 unit residential/mixed-use apartment building 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 June 24, 2021 (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 (the "Public Hearing") pursuant to Section 859-a of the Act, 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 7, 2021 to the chief executive officers of the county and of each city, town, village and school district in which the Project is or is to be located; (B) caused notice of the Public Hearing to be posted on (1) July 7, 2021 on a bulletin board located in the lobby of City Hall located at 258 Main Street in the City of Oneonta, Otsego County, New York and (2) July 6, 2021 on the Agency's website; (C) caused notice of the Public Hearing to be published on July 9, 2021 in The Daily Star, a newspaper of general circulation available to the residents of the City of Oneonta, Otsego County, New York; (D) conducted the Public Hearing on July 20, 2021 at 11:00 o'clock a.m., local time at the offices of the Agency located at 189 Main Street, Suite 500 in the City of Oneonta, Otsego County, New York; and (E) prepared a report of the Public Hearing (the "Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said 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 July 29, 2021 (the "SEQR Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA); and

WHEREAS, by further resolution adopted by the members of the Agency on July 29, 2021 (the "Commercial/Retail Finding Resolution"), the Agency (A) determined that the Project constituted a "commercial project" within the meaning of the Act, (B) found that although the Project Facility

appears to constitute a project where facilities or properties that are primarily used in making the retail sales of goods or services to customers who personally visit such facilities may constitute more than one-third of the costs of the Project, the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act because the predominant purpose of the Project would be to make available goods or services which would not, but for the Project, be reasonably accessible to residents of Otsego County, New York, because of a lack of reasonably accessible retail trade facilities offering such goods or services, (C) determined, following a review of the Hearing Report, that the Project would serve the public purposes of the Act by preserving permanent private sector jobs in the State of New York, and (D) determined that the Agency would proceed with the Project and the granting of the Financial Assistance; provided however, that no financial assistance would be provided to the Project by the Agency unless and until the Board of Representatives of Otsego County, as the applicable elected body of Otsego County, New York, pursuant to Section 862(2)(c) of the Act, confirmed the proposed action of the Agency with respect to the Project; and

WHEREAS, by resolution adopted by the members of the Agency on July 29, 2021 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Agency's uniform tax exemption policy with respect to the Project; and

WHEREAS, pursuant to Section 862(2) of the Act, prior to providing the Financial Assistance to the Project, the Chairman of the Board of Representatives of Otsego County, New York, must confirm the proposed action of the Agency; 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 the 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 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 a portion of the Land and all improvements now or hereafter located on said portion of the 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 balance of 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 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; (D) 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; (E) 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; (F) a certain recapture agreement (the "Section 875 GML 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; (G) 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; (H) 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"); (I) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage 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"); (J) if the Company intends to request the Agency to appoint (1) the Company, as agent of the Agency and (2) a contractor or contractors, as agent(s) of the Agency prior to closing on the Project and the Lease Agreement, agency and indemnification agreements, interim Section 875 GML recapture agreements, interim sales tax exemption letters and interim thirty-day sales tax reports (collectively, the "Interim Documents"); 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 Agency Counsel to the Agency with respect to all matters in connection with the Project. Special Agency 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 Agency 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 the 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 \$6,583,799;
- (E) 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;
- (F) Although the Project constitutes 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, the Company has represented to the Agency that (1) the predominant purpose of the Project would be to make available goods or services which would not, but for the Project, be reasonably accessible to residents of Otsego County, New York, because of a lack of reasonably accessible facilities offering such goods or services, and (2) completion of the Project will serve the public purposes of the Act by preserving the overall number of permanent, private sector jobs in the State of New York;
- (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 the County of Otsego, 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 Hearing Report and has fully considered all comments contained therein;
- (I) The Project should receive the Financial Assistance in the form of exemptions based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto and failure by the Company to meet the expected public benefits will result in a recapture event, as 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 License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and reconstructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Uniform Agency Project Agreement; (G) secure the Loan by entering into the Mortgage; and (H) grant the Financial Assistance with respect to the Project; provided, however, that no financial assistance shall be provided to the Project by the Agency unless and until the Chairman of the Board of Representatives of Otsego County, New York, as the applicable elected body of Otsego County, New York, shall, pursuant to Section 862(2)(c) of the Act, confirm the proposed action of the Agency with respect to the Project.

Section 5. Subject to the provisions of Section 4 hereof, the Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the 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. Subject to the provisions of Section 4 hereof, the Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement 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.

T. Armao made a motion to approve the approving resolution for Springbrook Ford Block Project. J. Edmonds seconded the motion, and it was approved by remaining members through a roll call vote.

Authorizing Submission of ARC Grant Application

RESOLUTION AUTHORIZING SUBMISSION OF ARC GRANT APPLICATION

WHEREAS, the Otsego County Industrial Development Agency has been working with Hartwick College, Custom Electronics, and Ioxus to create an Innovation/Acceleration Center to help entrepreneurs develop their inventions and products and bring them to marketability; and

WHEREAS, one of the Appalachian Regional Commission strategies is to encourage and support entrepreneurship and local business development through technical assistance, incubation and acceleration, capital access, mentoring, networking, business-ownership transition, and other types of support, and

WHEREAS, the Appalachian Regional Commission has grant funds available to support its strategies, and

WHEREAS, staff at the Southern Tier 8 which administers these grant funds has encouraged the Otsego County Industrial Development Agency to apply for such funds; now therefore be it

RESOLVED, that the CEO of the Otsego County Industrial Development Agency is hereby authorized to submit a grant application in the amount of totaling \$330,000 of which \$55,000 in marketing funds for 2022 from the Agency will be used as a direct match.

T. Armao made a motion to approve submitting an ARC Grant application for the acceleration/innovation center project. J. Lord seconded the motion, and it was approved by remaining members present.

PUBLIC COMMENT

Seth Haight, COO for Springbrook, thanked the board for their support of the project. He also thanked the board for making the clarification to the public that the entire parcel would not be taken off of the tax-rolls, and that the only abatement being requested is on the upper-floors. He advised that Springbrook is hosting two of the downtown events where Main Street is closed off for dining and activities in the street. He added that there would be booths set-up to answer questions on the project and take comments from the public. He advised that if further questions come up, he would be happy to discuss the project with any entities that would like more information.

TEMPORARY ADJOURNMENT

The board determined a need to go into executive session and decided to temporarily adjourn the IDA board meeting to conduct the meeting of the CRC.

The meeting was temporarily adjourned at 8:59am and was brought back into session at 9:01am.

EXECUTIVE SESSION

J. Lord made a motion to enter executive session with board members only, under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 9:00am for the following reasons: To discuss agency personnel. The motion was seconded by C. Robinson and approved by all board members present. The board entered executive session at 9:00am.

Action Taken: C. Robinson made a motion to increase the salary of agency CEO, J. Zakrevsky. J. Lord seconded the motion and it was approved by remaining members.

T. Amaro made a motion to enter back into public session; J. Lord seconded, and all members approved. The board exited executive session at 9:16am and the meeting adjourned.

ADJOURNMENT

T. Armao made a motion to adjourn the meeting of the IDA board at 9:16am.

UPCOMING MEETING SCHEDULE

- COIDA/OCCRC Audit & Finance Committee Meeting / Projects Committee Meeting – August 12th, 2021 at 8:00am
- COIDA/OCCRC Board Meeting – August 26th, 2021 at 8:00am

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