

A special meeting of Cortland County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 40 Main Street, Suite A, in the City of Cortland, Cortland County, New York on July 28, 2025 at 12:00 o'clock p.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

Michael McMahon	Chairman
Stephen Compagni	Vice Chairman
Clinton Brooks	Secretary
Deborah Hayden	Treasurer
Kathleen Burke	Member
Donald Richards	Member
William McGovern	Member

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

Melanie Vilardi	Executive Director
Andrea Skeels	Director of Finance and Project Development
Ashley Riehmlan	Community Relations Specialist
John P. Sidd, Esq.	Agency Counsel

The following resolution was offered by Michael McMahon seconded by Clinton Brooks to wit:

Resolution No 2025-07-28-01

**RESOLUTION FINALIZING THE PRELIMINARY
INDUCEMENT RESOLUTION FOR A CERTAIN
COMMERCIAL PROJECT FOR C'VILLE, LLC**

WHEREAS, Cortland County 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 77 of the 1974 Laws of New York, as amended, constituting Section 902 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 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, pursuant to an application (the "Application") presented to the Agency by C'Ville, LLC (the "Company"), as well as a cost benefit analysis, the members of the Agency, on July 15, 2025, adopted a resolution (the "Preliminary Inducement Resolution") whereby the Agency preliminarily agreed, subject to numerous conditions, to consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in a ± 22.5 acre parcel of land (the "Land") located at 3114 - 3168 Byrne Hollow Crossing and Osbeck Lane in the Town of Cortlandville, Cortland County, New York, (2) construction on the Land of an expansion to the existing 70,000 square foot dairy processing plant on adjacent property, the expansion to be completed in two (2) stages, the first (Phase 2A) being a 26,000 square foot manufacturing facility to house processing and blend/batch equipment for the existing dairy processing operation, and the second stage (Phase 2B) being 74,560 square feet of additional space for new processing, filling, packaging and warehousing operations (the "Facility"), and (3) the acquisition and installation therein and thereon of fixtures and equipment comprising the Facility (the "Equipment"), all of the foregoing to constitute a dairy manufacturing facility to be operated by the Company or affiliated entities (the Land, Facility and Equipment being collectively referred to as the "Project Facility"); (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 taxes, real estate transfer taxes, mortgage recording taxes and real property 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, pursuant to the Preliminary Inducement Resolution the Executive Director of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project (the "Public Hearing") to be published on July 15, 2025 in the Cortland Standard, a newspaper of general circulation available to residents of the County of Cortland, (B) caused notice of the Public Hearing to be mailed on July 15, 2025, together with notice, if any, that the Agency intends to deviate from its uniform tax exemption policy and which included the Agency's Preliminary Inducement Resolution, by certified mail return receipt requested to the chief executive officer of the county and of each city, town, village and school district, as well as the school district clerk, in which the Project is to be located (C) conducted the Public Hearing on July 24, 2025 at 10:00 o'clock a.m. local time in the Town Court room at The Raymond G. Thorpe Municipal Building, 3577 Terrace Road, Cortland, New York 13045, located in the Town of Cortlandville, Cortland County, New York,

(D) prepared a report of the Public Hearing which fairly summarized the views presented at said public hearing and distributed same 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 14, 2025 (the "SEQR Resolution"), the Agency has determined that a coordinated SEQRA review of the Project was undertaken by the Town of Cortlandville Planning Board (the "Planning Board") acting as lead agency and, on or about June 24, 2025, the Planning Board determined that the Project would not cause a significant adverse environmental impact and no determination of significance will be issued by the Agency and no further SEQRA review of the Project is required by the Agency; and

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

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

Section 1. The Agency hereby determines that the Agency has now fully complied with the requirements of Section 859-a of the Act and the requirements of SEQRA that relate to the Project.

Section 2. Having reviewed the Report, and having considered fully all comments contained therein, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance described in the notice of the Public Hearing.

Section 3. Pursuant to Section 875(3) of the Act, the Agency shall recover, recapture, receive, or otherwise obtain from the Company that portion of the Financial Assistance which constitutes state sales and use tax exemptions taken or purported to be taken by the Company to which the Company is not entitled or which are in excess of the amount authorized by the Agency or which are for property or services not authorized by the Agency as part of the Project or were taken by the Company when the Company failed to comply with a material term or condition to use property or services in the manner required by the Agency. The Company shall cooperate with the Agency in its efforts to recover, recapture, receive, or otherwise obtain such state sales and use tax exemptions and shall promptly pay over any such amounts to the Agency. The failure to pay over such amounts to the Agency shall be grounds for the New York State Commissioner of Taxation and Finance to assess and determine state sales and use taxes due from the Company under Article 28 of the Tax Law of the State of New York, together with any relevant penalties and interest due on such amounts.

Section 4. The Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company

and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 5. This Resolution shall take effect immediately.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

Michael McMahon	VOTING	Yes
Stephen Compagni	VOTING	Absent
Clinton Brooks	VOTING	Yes
Deborah Hayden	VOTING	Yes
Kathleen Burke	VOTING	Yes
Donald Richards	VOTING	Yes
William McGovern	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.

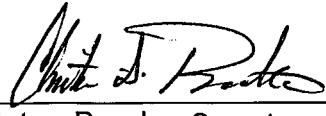
STATE OF NEW YORK)
COUNTY OF CORTLAND) ss.:

I, the undersigned Secretary of Cortland County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 28, 2025 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 28th day of July, 2025.


Clinton Brooks, Secretary