



Cortland County

Industrial Development Agency

Minutes of the Cortland County Industrial Development Agency Meeting of February 14, 2022

Per Part E of Chapter 417 of the Laws of the State of New York for 2021 which amends Article 7 of the Public Officers Law, videoconferencing was offered to conduct this meeting as well as in-person attendance.

Roll Call – Meeting Called to Order at 12:01

<u>Mike McMahon</u>	Chairman	Present
<u>Stephen Compagni</u>	Vice Chairman	Remote
<u>John O. Reagan</u>	Treasurer	Excused
<u>Clint Brooks</u>	Secretary	Present
<u>Johanna Ames</u>	Member	Present
<u>Dr. Kathleen Burke</u>	Member	Excused
<u>Donald Richards</u>	Member	Remote
<u>Garry VanGorder</u>	Executive Director	Present
<u>Karen Niday</u>	Corporation Finance Officer	Present
<u>Eric Mulvihill</u>	EDS/Community Relations	Present
<u>John Sidd</u>	Corporation Counsel	Remote
<u>Savannah Hempstead</u>	Clerk, Cortland County Legislature	Present
<u>Sue Chase</u>	CFO Greek Peak	Remote
<u>Kathleen Carroll</u>	Finance Officer Greek Peak	Remote
<u>Jason Hage</u>	Director, Cortland County BDC	Remote
<u>Paul Dries</u>	Director, Cortland County BDC	Remote



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<u>Marie Weiss</u>	Council Representative for the North Atlantic States Regional Council of Carpenters	Remote
<u>Gerald Contento Jr.</u>	Director, Cortland County BDC	Present

Approval of Minutes

December 13th, 2021 – Mr. McMahon made a motion to approve the minutes of December 13, 2021. Ms. Ames Seconded the motion; all voting in favor, none opposed.

New Business

- 1.) Review/Authorize Amendment to Greek Peak Sales Tax Exemption – (see attached resolution)
- 2.) Rescind the Final Inducement for Certain Commercial Projects for Locust Solar, LLC and Locust Solar II, LLC – (see attached resolution)
- 3.) Authorizing the Execution of Certain Security Documents on Behalf of C’ville, LLC (Byrne Dairy) – (see attached resolution)
- 4.) Review/Approve The Cortland County IDA Acquisition & Disposition of Real and Personal Property Report – Mr. McMahon made a motion to receive and file the report as presented. Ms. Ames seconded the motion; all voting in favor, none opposed.
- 5.) Review/Approve The Cortland County IDA Investment Report - Mr. McMahon made a motion to receive and file the report as presented. Mr. Brooks seconded the motion; all voting in favor, none opposed.
- 6.) Review/Approve The Cortland County IDA Procurement Report - Mr. McMahon made a motion to receive and file the report as



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presented. Mr. Richards seconded the motion; all voting in favor, none opposed.

Monthly Reports

1.) Finance Report – Ms. Niday reviewed the monthly finance reports.

2.) Director’s Report – Mr. VanGorder discussed the sale of the NYS&W rail depot in the Village of Marathon to an unknown third party. He said with the sale the property will now return to taxable status.

Mr. VanGorder reported that he has had preliminary conversations with Cortland County regarding the future uses of land located in the Town of Cortlandville.

Mr. VanGorder reported that there have been no new applications for solar developments. He speculated that the agency may see renewed interest in solar development once the Town of Cortlandville solar moratorium is lifted. He did indicate he is in contact with solar developer EDF.

Mr. VanGorder discussed the status of the former Apex Tool site on Cleveland Street in the City of Cortland. He continues to work with the current property owner to convey the site to the agency.

Adjourn – 12:32-PM

A meeting of the 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 February 14, 2022 at 12:00 o'clock p.m., local time and also in accordance with the Act to amend chapter 417 of the laws of 2021 relating to authorizing political subdivisions to permit any public body to hold meetings remotely and without in-person access during the COVID-19 state disaster emergency, in relation to public bodies holding meetings remotely and to the effectiveness thereof.

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
Clint Brooks	Secretary
Johanna Ames	Member
Donald Richards	Member

EXCUSED:

John O. Reagan	Treasurer
Kathleen Burke	Member

FOLLOWING PERSONS WERE ALSO PRESENT:

Garry VanGorder	Executive Director
Karen Niday	Chief Financial Officer
Eric J. Mulvihill	Community Relations Specialist
John P. Sidd, Esq.	Agency Counsel
Savannah Hempstead	Clerk, Cortland County Legislature
Jason Hage	Director, Cortland County BDC
Paul Dries	Director, Cortland County BDC
Gerald Contento Jr.	Director, Cortland County BDC
Marie Weiss	Council of Carpenters

The following resolution was offered by Mr. McMahon, seconded by Mr. Compagni, to wit:

Resolution No. 2022-02-14-01

RESOLUTION DETERMINING THAT AN ACTION TO UNDERTAKE A COMMERCIAL PROJECT TO UPGRADE SKIING EQUIPMENT AND INFRASTRUCTURE FOR **GREEK PEAK HOLDINGS, LLC** WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

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, Greek Peak Holdings, LLC (the "Company") has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the extension of its interest in approximately 1,550 acres of real property of which approximately 2 acres will be subject to the Project (the "Land") located at 2000 NYS Route 392 in the Town of Virgil, Cortland County, New York, and (2) the acquisition and installation therein and thereon of certain machinery and equipment consisting of replacement of "double chair" ski lift Chair #3 with a "triple chair" to increase capacity from 900 skiers per hour to 1,800 skiers per hour, upgraded snowmaking guns and grooming equipment (collectively the "Equipment"); all of the foregoing to improve the existing recreational facility and tourism destination open to the public and operated by the Company and occupied by the Company (the Land and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain additional "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales 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 agreed upon by 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, known as the State Environmental Quality Review Act ("SEQRA") together with the regulations promulgated

thereunder (the "SEQRA Regulations"), the Agency must determine whether the Project is subject to SEQRA, and if so, determine whether the Project may have a significant adverse effect on the environment (the "Determination of Significance") and if so, to require the preparation of an environmental impact statement; and

WHEREAS, the Company has prepared and submitted a Short Environmental Assessment Form (the "Short EAF") to the Agency, a copy of which EAF Part 1 was reviewed by the Agency at this meeting and a copy of which is on file at the office of the Agency; and

WHEREAS, in accordance with its obligations under SEQRA, the Agency has examined the Short EAF Part 1, determined that the Project is subject to SEQRA, and characterized the action as "Unlisted"; and

WHEREAS, as an "unlisted action", "coordinated review" with other "involved agencies" is not required by the SEQRA Regulations, and the Agency will not conduct a coordinated SEQRA review of the Project; and

WHEREAS, the Agency has completed Part 2 of the Short EAF to assist it in making its Determination of Significance;

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

Section 1. Based upon its review, analysis, and consideration of: the Application; the Short EAF Part 1; the completed Short EAF Part 2; the criteria for determining Significance contained in Part 617.7 (c) of the SEQRA Regulations; and its knowledge of the Project Facility and surrounding areas; the Agency makes the following findings and decision with respect to the Project:

A. The Project consists of: (A) (1) the extension of its interest in approximately 1,550 acres of real property of which approximately 2 acres will be subject to the Project (the "Land") located at 2000 NYS Route 392 in the Town of Virgil, Cortland County, New York, and (2) the acquisition and installation therein and thereon of certain machinery and equipment consisting of replacement of "double chair" ski lift Chair #3 with a "triple chair" to increase capacity from 900 skiers per hour to 1,800 skiers per hour, upgraded snowmaking guns and grooming equipment (collectively the "Equipment"); all of the foregoing to improve the existing recreational facility and tourism destination open to the public and operated by the Company and occupied by the Company (the Land and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain additional "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales 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 agreed upon by the Agency.

B. No potential significant adverse impacts to the environment are evident from a review and analysis of the EAF Parts 1 and 2 or the criteria for determining significance in the SEQRA Regulations, and none are known to the Agency.

C. The Project essentially involves the acquisition, installation, and replacement of existing equipment and infrastructure, with similar but more modern equipment and infrastructure, within a previously developed and operating ski resort. Therefore, the Agency finds that there will be no appreciable change to the operations within the Project area.

Section 2. As a result of the foregoing investigation of the potential environmental impacts of the Project and considering both the magnitude and importance of each environmental impact as indicated in the EAF Part 2, the Agency makes the following findings and determinations with respect to the Project:

A. The Project constitutes an "Unlisted Action" for purposes of SEQRA and, therefore, coordinated review with notification of other involved agencies will not be undertaken and, therefore, the Agency will independently review the environmental impacts associated with the Project.

B. The Action will not result in any appreciable physical change to the Project Facility, will not cause or create any impairment of or impacts to land, waters, vegetation, habitat, or fauna. Additionally, while the upgraded facilities are intended to attract additional skiers and to lengthen the ski season, the Agency finds that the proposed changes will not create any material increase in traffic, density, noise or lighting, beyond existing levels, or increased energy usage. The Agency finds that the roads and other infrastructure in the Project area are adequate to support the changes resulting from the Project.

C. Because of the foregoing, the Agency has determined that the Project will not result in any significant adverse environmental impacts, does not require the preparation of an Environmental Impact Statement, and therefore, issues a "Negative Declaration" for purposes of SEQRA.

Section 3. The Executive Director of the Agency is hereby directed to: complete the box at the bottom of the EAF Part 3, checking the box indicating that the Project will not create a significant adverse impact; append this Resolution issuing a Negative Declaration to the Short Environmental Assessment Form Parts 1, 2 and 3 confirming the Agency has determined that the Project will not result in any significant adverse environmental impacts, 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.

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	Aye
Stephen Compagni	VOTING	Aye
Clint Brooks	VOTING	Aye
John O. Reagan	VOTING	Excused
Johanna Ames	VOTING	Aye
Kathleen Burke	VOTING	Excused
Donald Richards	VOTING	Aye

The foregoing Resolution was thereupon declared and 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 February 14, 2022, 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 14th day of February, 2022.



Clint Brooks, Secretary

A meeting of the 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 February 14, 2022 at 12:00 o'clock p.m., local time and also in accordance with the Act to amend chapter 417 of the laws of 2021 relating to authorizing political subdivisions to permit any public body to hold meetings remotely and without in-person access during the COVID-19 state disaster emergency, in relation to public bodies holding meetings remotely and to the effectiveness thereof.

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
Clint Brooks	Secretary
Johanna Ames	Member
Donald Richards	Member

EXCUSED:

John O. Reagan	Treasurer
Kathleen Burke	Member

FOLLOWING PERSONS WERE ALSO PRESENT:

Garry VanGorder	Executive Director
Karen Niday	Chief Financial Officer
Eric J. Mulvihill	Community Relations Specialist
John P. Sidd, Esq.	Agency Counsel
Savannah Hempstead	Clerk, Cortland County Legislature
Jason Hage	Director, Cortland County BDC
Paul Dries	Director, Cortland County BDC
Gerald Contento Jr.	Director, Cortland County BDC
Marie Weiss	Council of Carpenters

The following resolution was offered by Mr. McMahon, seconded by Mr. Brooks, to wit:

Resolution No. 2022-02-14-02

**RESOLUTION TAKING OFFICIAL ACTION TOWARD
THE ACQUISITION, CONSTRUCTION, INSTALLATION**

**AND LEASING OF A CERTAIN COMMERCIAL PROJECT
FOR GREEK PEAK HOLDINGS, 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, Greek Peak Holdings, LLC (the "Company") has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the extension of its interest in approximately 1,550 acres of real property of which approximately 2 acres will be subject to the Project (the "Land") located at 2000 NYS Route 392 in the Town of Virgil, Cortland County, New York, and (2) the acquisition and installation therein and thereon of certain machinery and equipment consisting of replacement of "double chair" ski lift Chair #3 with a "triple chair" to increase capacity from 900 skiers per hour to 1,800 skiers per hour, upgraded snowmaking guns and grooming equipment (collectively the "Equipment"); all of the foregoing to improve the existing recreational facility and tourism destination open to the public and operated by the Company and occupied by the Company (the Land and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain additional "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales 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 agreed upon by 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 Cortland County, New York, and (B) the completion of the Project Facility

will not result in the removal of an industrial or manufacturing plant of the Company or any 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 a plant or facility of the Company or any proposed occupant of the Project Facility located in the State of New York and (C) the Project constitutes a "recreation facility" as defined under Section 854(9) of the Act and a "tourism destination" as defined under Section 862 2(a) of the Act; 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 Cortland County, New York by undertaking the Project in Cortland County, New York; 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 members of the Agency adopted a resolution on February 14, 2022 (the "SEQR Resolution") whereby the Agency has determined that the Project 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

WHEREAS, the Agency previously granted similar financial assistance to the Company in 2013, 2015 and 2018;

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

Section 1. The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby makes the following findings and determinations with respect to the Project:

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

(B) The completion of the Project Facility will not result in the removal of an industrial or manufacturing plant of the Company or any 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 a plant or facility of the Company or any proposed occupant of the Project Facility located in the State of New York; and

(C) Although the Project Facility constitutes a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project, the Project constitutes a "tourism destination" as defined under Section 862 2(a) of the Act; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(D) of this Resolution, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Cortland County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(E) Under the Act, the Agency is authorized to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Cortland County, New York and the State of New York and improve their standard of living.

Section 2. The Agency hereby determines that the Agency has fully complied with the requirements of the Act and the requirements of SEQRA that relate to the Project.

Section 3. The Agency shall (A) extend its current interest in the Project Facility from the Company pursuant to a lease agreement, lease amendment or other documentation to be negotiated between the Agency and the Company (the "Acquisition Agreement"); (B) acquire and install the Equipment on the Land; (C) lease (with the obligation to purchase) or sell the Project Facility to the Company pursuant to a lease agreement or an installment sale agreement (hereinafter the "Project Agreement") between the Agency and the Company whereby the Company will be obligated, among other things, (1) to make payments to the Agency in amounts and at times so that such payments will be adequate to enable the Agency to timely pay all amounts due on the Acquisition Agreement and (2) to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (D) provide the Financial Assistance with respect to the Project, including (1) exemption from sales taxes relating to the acquisition, construction and installation of the Project Facility, and (2) exemption from deed transfer taxes and real estate transfer gains taxes on real estate transfers to and from the Agency with respect to the Project.

Section 4. The officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for herein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of this Resolution.

Section 5. John P. Sidd, Esq., of the law firm of Hancock Estabrook LLP of Syracuse, New York 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 and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 6. 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 7. The Chairman, Vice Chairman and Executive Director of the Agency are each hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 8. 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	Aye
Stephen Compagni	VOTING	Aye
Clint Brooks	VOTING	Aye
John O. Reagan	VOTING	Excused
Johanna Ames	VOTING	Abstain
Kathleen Burke	VOTING	Excused
Donald Richards	VOTING	Aye

The foregoing Resolution was thereupon declared duly adopted.

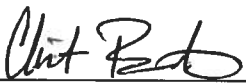
STATE OF NEW YORK)
COUNTY OF CORTLAND) ss.:

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 February 14, 2022 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 14th day of February, 2022.



Clint Brooks, Secretary

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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
Clint Brooks	Secretary
Johanna Ames	Member
Donald Richards	Member

EXCUSED:

John O. Reagan	Treasurer
Kathleen Burke	Member

FOLLOWING PERSONS WERE ALSO PRESENT:

Garry VanGorder	Executive Director
Karen Niday	Chief Financial Officer
Eric J. Mulvihill	Community Relations Specialist
John P. Sidd, Esq.	Agency Counsel
Savannah Hempstead	Clerk, Cortland County Legislature
Jason Hage	Director, Cortland County BDC
Paul Dries	Director, Cortland County BDC
Gerald Contento Jr.	Director, Cortland County BDC
Marie Weiss	Council of Carpenters

The following resolution was offered by Mr. McMahon, seconded by Ms. Ames, to wit:

Resolution No. 2022-02-14-03

**RESOLUTION RESCINDING THE FINAL INDUCEMENT
FOR CERTAIN COMMERCIAL PROJECTS FOR **LOCUST
SOLAR, LLC** and **LOCUST SOLAR II, 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 a Resolution ("Final Inducement Resolution I") adopted by the Agency on September 14, 2020 Finalizing The Preliminary Inducement Resolution for a Certain Commercial Project for **LOCUST SOLAR, LLC** (the "Company" or, together with Locust Solar II, LLC, the "Companies"), the Agency agreed to undertake a project (the "Locust Solar Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 27 acre parcel of land (the "Land") located at 22 Locust Avenue in the City of Cortland, Cortland County, New York (2) the installation of a solar photovoltaic facility on the Land with an approximate 5 megawatt capacity (the "Facility") and (3) the acquisition and installation therein and thereon of certain fixtures and equipment (the "Equipment"), all of the foregoing to constitute a solar photovoltaic facility to be operated by the Company (the Land, the Facility and the 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 Resolution ("Final Inducement Resolution II") adopted by the Agency on September 14, 2020 Finalizing The Preliminary Inducement Resolution for a Certain Commercial Project for **LOCUST SOLAR II, LLC** (the "Company" or, together with Locust Solar, LLC, the "Companies") the Agency agreed to undertake a project (the

"Locust Solar II Project") consisting of the following: (A) (1) the acquisition of an interest in an approximately 24.5 acre parcel of land (the "Land") located at 4307 Locust Avenue in the Town of Cortlandville, Cortland County, New York (2) the installation of a solar photovoltaic facility on the Land with an approximate 5 megawatt capacity (the "Facility") and (3) the acquisition and installation therein and thereon of certain fixtures and equipment (the "Equipment"), all of the foregoing to constitute a solar photovoltaic facility to be operated by the Company (the Land, the Facility and the 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, the Locust Solar Project and the Locust Solar II Project are hereinafter referred to as the "Projects;" and

WHEREAS, 17 months have passed since the Agency adopted Final Inducement Resolution I and Final Inducement Resolution II and the Companies have failed to complete a closing of the straight-lease transactions with the Agency as approved thereby; and

WHEREAS, both Companies have indicated to the Agency that neither Company intends to complete a straight-lease transaction with the Agency for the Projects;

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

Section 1. The Agency hereby rescinds Final Inducement Resolution I and Final Inducement Resolution II.

Section 2. The Agency hereby further determines not to proceed with the Projects and not to grant the Financial Assistance.

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. 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	Aye
Stephen Compagni	VOTING	Aye
Clint Brooks	VOTING	Aye
John O. Reagan	VOTING	Excused
Johanna Ames	VOTING	Aye
Kathleen Burke	VOTING	Excused
Donald Richards	VOTING	Aye

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 February 14, 2022 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 14th day of February, 2022.



Clinton Brooks, Secretary

A meeting of the 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 February 14, 2022 at 12:00 o'clock p.m., local time and also in accordance with the Act to amend chapter 417 of the laws of 2021 relating to authorizing political subdivisions to permit any public body to hold meetings remotely and without in-person access during the COVID-19 state disaster emergency, in relation to public bodies holding meetings remotely and to the effectiveness thereof.

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
Clint Brooks	Secretary
Johanna Ames	Member
Donald Richards	Member

EXCUSED:

John O. Reagan	Treasurer
Kathleen Burke	Member

FOLLOWING PERSONS WERE ALSO PRESENT:

Garry VanGorder	Executive Director
Karen Niday	Chief Financial Officer
Eric J. Mulvihill	Community Relations Specialist
John P. Sidd, Esq.	Agency Counsel
Savannah Hempstead	Clerk, Cortland County Legislature
Jason Hage	Director, Cortland County BDC
Paul Dries	Director, Cortland County BDC
Gerald Contento Jr.	Director, Cortland County BDC
Marie Weiss	Council of Carpenters

The following resolution was offered by Mr. McMahon, seconded by Mr. Brooks, to wit:

Resolution No. 2022-02-14-04

RESOLUTION AUTHORIZING THE EXECUTION OF CERTAIN SECURITY DOCUMENTS ON BEHALF OF C'VILLE, LLC (THE "COMPANY").

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 manufacturing 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, the Agency provided certain Financial Assistance to the Company through a straight-lease transaction with the Company which closed on September 23, 2013 in relation to a certain Project (all as defined in the September 2013 Agency Documents); and

WHEREAS, the Company is refinancing its credit facility with M&T Bank; and

WHEREAS, the Company is not requesting additional Financial Assistance from the Agency; and

WHEREAS, M&T Bank, as the Company's lender, has requested specific authorization for the participation of the Agency in certain documents dated in or about March of 2022 including, but not limited to, a (i) Mortgage Consolidation, Modification and Extension Agreement, (ii) General Assignment of Rents, and (iii) Gap Mortgage (collectively the "Security Documents");

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

Section 1. The Agency hereby agrees to mortgage and assign all of its right, title and interest in the Project Facility to M&T Bank, with the exception of the Unassigned Rights as defined in the Lease Agreement, under the condition that no further Financial Assistance from the Agency is provided.

Section 2. The Chairman, Vice Chairman or Executive Director of the Agency are each hereby authorized, on behalf of the Agency, to execute and deliver the Security 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 form and substance agreeable to counsel to the Agency, with such changes, variations,

omissions and insertions thereto as the Chairman, Vice Chairman or Executive Director shall approve, the execution thereof by the Chairman, Vice Chairman or Executive Director to constitute conclusive evidence of such approval.

Section 3. 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 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 Security Documents binding upon the Agency.

Section 4. 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	Aye
Stephen Compagni	VOTING	Aye
Clint Brooks	VOTING	Aye
John O. Reagan	VOTING	Excused
Johanna Ames	VOTING	Aye
Kathleen Burke	VOTING	Excused
Donald Richards	VOTING	Aye

The foregoing Resolution was thereupon declared and 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 February 14, 2022 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 14th day of February, 2022.



Clint Brooks, Secretary

CORTLAND COUNTY INDUSTRIAL DEVELOPMENT AGENCY

CERTIFICATE REGARDING NO CONFLICT OF INTEREST

MEETING DATE: 2/14/2022

The Cortland County Industrial Development Agency (the "Agency") has this day considered numerous business items which may have included, but are certainly not limited to, the sale of real or personal property to, undertaking projects with or on behalf of, and entering contracts with, certain individuals and business entities (each a "Stakeholder").

I, the undersigned director, officer or employee ("Member") of the Agency, **DO HEREBY CERTIFY**, as follows:

1. I do not have an "interest" (as defined pursuant to Article 18 of the General Municipal Law of the State of New York) in any Stakeholder nor do I have any interest in, or relationship with, any Stakeholder which would violate the Agency's Code of Ethics. "Interest" as defined in Article 18 of the General Municipal Law means:

(a) a direct or indirect pecuniary or material benefit accruing to a Member as the result of a contract with the Agency, or (b) a contract between the Agency and:

- (i) a Member's spouse, minor children and dependents,
- (ii) a firm, partnership or association of which such Member is a member or employee,
- (iii) a corporation of which such Member is an officer, director or employee or
- (iv) any entity which is owned or controlled directly or indirectly by such Member.

2. I do not directly or indirectly own stock or any ownership interest in any Stakeholder; nor am I an officer or employee of any Stakeholder; nor am I a member of the board of directors of any Stakeholder; nor do I have a familial relationship with any Stakeholder.

3. The nature and extent of any interest I may have in any Stakeholder is described in Schedule A annexed hereto, such disclosure to be made a part of and set forth in the official minutes of the Agency.

MEMBERS:


Michael McMahon, Chair


Stephen Compagni, Vice Chair

Clint Brooks, Secretary


John O. Reagan, Treasurer


Johanna Ames


Donald Richards


Kathleen Burke

CORTLAND COUNTY INDUSTRIAL DEVELOPMENT AGENCY

CERTIFICATE REGARDING NO CONFLICT OF INTEREST

MEETING DATE: 2/14/2022

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I, the undersigned director, officer or employee ("Member") of the Agency, **DO HEREBY CERTIFY**, as follows:

1. I do not have an "interest" (as defined pursuant to Article 18 of the General Municipal Law of the State of New York) in any Stakeholder nor do I have any interest in, or relationship with, any Stakeholder which would violate the Agency's Code of Ethics. "Interest" as defined in Article 18 of the General Municipal Law means:

(a) a direct or indirect pecuniary or material benefit accruing to a Member as the result of a contract with the Agency, or (b) a contract between the Agency and:

- (i) a Member's spouse, minor children and dependents,
- (ii) a firm, partnership or association of which such Member is a member or employee,
- (iii) a corporation of which such Member is an officer, director or employee or
- (iv) any entity which is owned or controlled directly or indirectly by such Member.

2. I do not directly or indirectly own stock or any ownership interest in any Stakeholder; nor am I an officer or employee of any Stakeholder; nor am I a member of the board of directors of any Stakeholder; nor do I have a familial relationship with any Stakeholder.

3. The nature and extent of any interest I may have in any Stakeholder is described in Schedule A annexed hereto, such disclosure to be made a part of and set forth in the official minutes of the Agency.

MEMBERS:

Michael McMahon, Chair

Stephen Compagni, Vice Chair



Clint Brooks, Secretary

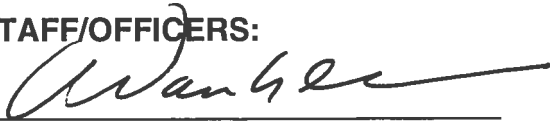
John O. Reagan, Treasurer

Johanna Ames

Donald Richards

Kathleen Burke

STAFF/OFFICERS:



Garry VanGorder, Executive Director



Karen Niday, Chief Financial Officer



Eric Mulyhill, EDS/Community Relations

SCHEDULE A

2/14/22 Joanna B. Ames - conflict as business owner providing services to
Green Peace holding, LLC. only. no other conflicts. John