



Cortland County

Industrial Development Agency

Minutes of the Meeting of the Members of the Cortland County Industrial Development Agency

September 11, 2023 – Noon

40-42 Main Street, Suite A, 2nd Floor Cortland New York, 13405

Roll Call – Chairman McMahon called the meeting to order at 12:12 PM

| | | |
|--------------------|---------------------------|---------|
| Mike McMahon | Chairman | Present |
| Stephen Compagni | Vice Chairman | Absent |
| John O. Reagan | Treasurer | Present |
| Clint Brooks | Secretary | Present |
| Johanna Ames | Member | Excused |
| Dr. Kathleen Burke | Member | Present |
| Donald Richards | Member | Present |
| | Executive Director | |
| Karen Niday | Corporate Finance Officer | Present |
| Eric Mulvihill | Development Specialist | Present |
| John Sidd | Agency Counsel | Remote |

Approval of Minutes - June 12, 2023 – Chairman McMahon made a motion to accept the minutes as presented, Ms. Burke seconded the motion; all in favor, none opposed.

New Business

SEQR Determination/Recommendation – Kajen, LLC Virgil School Housing Project – See attached resolution 2023-09-11-01

Consideration of Preliminary Inducement - Kajen, LLC Virgil School Housing Project – See attached resolution 2023 -09-11-02

Review/Adopt Proposed IDA 2024 Budget – Mr. Reagan made a motion to adopt the 2024 IDA budget as presented, Mr. Richards seconded the motion; all voting in favor, none opposed.

Authorize Brendan O'Bryan as Additional Signatory on IDA Accounts - Chairman McMahon made a motion to remove Garry VanGorder as a signatory on IDA bank accounts and to add



Cortland County

Industrial Development Agency

Brendan O'Bryan as a signatory, Ms. Burke seconded the motion; all voting in favor, none opposed.

Monthly Reports

- 1.) Finance Report – Ms. Niday reviewed the monthly financial statements.
- 2.) Director's Report

Adjourn – The meeting was adjourned at 12:57 PM.

A regular 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 September 11, 2023 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 |
| Clinton Brooks | Secretary |
| John O. Reagan | Treasurer |
| Kathleen Burke | Member |
| Donald Richards | Member |

ABSENT: Stephen Compagni - Vice Chairman, Johanna Ames
Member

FOLLOWING PERSONS WERE ALSO PRESENT:

| | |
|--------------------|--------------------------------|
| Karen Niday | Chief Financial Officer |
| Eric J. Mulvihill | Community Relations Specialist |
| John P. Sidd, Esq. | Agency Counsel |

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

Resolution No. 2023-09-11-01

RESOLUTION DETERMINING THAT AN ACTION TO
UNDERTAKE A COMMERCIAL PROJECT FOR KAJEN,
LLC, OR AN ENTITY OWNED BY THE SAME
PRINCIPALS, WILL NOT HAVE A SIGNIFICANT ADVERSE
ENVIRONMENTAL IMPACT.

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, Kajen, LLC, or an entity owned by the same principals, (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 acquisition of an interest in an approximately 7.9 acre parcel of land (the "Land") located at 1208 Church Street and Owego Hill Road in the Town of Virgil, Cortland County, New York (2) the renovation of a vacant former school building on the Land containing approximately 26,158 square feet of space (the "Facility") and (3) the acquisition and installation therein and thereon of certain furnishings, fixtures and equipment (the "Equipment"), all of the foregoing to constitute a residential building consisting of approximately 19 residential units and a community center to be operated by the Company and occupied by residential tenants in excess of 55 years of age (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 Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended ("SEQRA") and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "SEQRA Regulations", the Agency desires to determine whether the Project may have a significant adverse environmental impact therefore requiring the preparation of an environmental impact statement; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant adverse impact upon the environment, the Company has completed and

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

WHEREAS, the Agency has examined the Application, Part 1 of the EAF, and classified the proposed Project as an "Unlisted Action" that is subject to SEQR; and

WHEREAS, the Agency desires to establish itself as "Lead Agency" for purposes of the required SEQR review of the Project; and

WHEREAS, as an Unlisted Action coordinated SEQR review with other involved agencies is optional, and the Agency has determined it will not coordinate review with other involved agencies; and

WHEREAS, on April 27, 2023, the Town of Virgil Planning Board determined that the Project would not result in any significant adverse environmental impacts after completion of its own uncoordinated SEQR review of the Project; and

WHEREAS, the Agency, having reviewed the proposed action, has completed a EAF Part 2 for the Project and makes the following findings and determination of significance with respect to the Project:

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

Section 1. Based upon an examination of the Application and the Part 1 of the EAF, and based further upon the Agency's knowledge of the area surrounding the Project Facility, and based upon its completion of Part 2 of the EAF, and based upon such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings with respect to the Project:

A. The Project consists of the following: A) (1) the acquisition of an interest in an approximately 7.9 acre parcel of land (the "Land") located at 1208 Church Street and Owego Hill Road in the Town of Virgil, Cortland County, New York (2) the renovation of a vacant former school building on the Land containing approximately 26,158 square feet of space (the "Facility") and (3) the acquisition and installation therein and thereon of certain furnishings, fixtures and equipment (the "Equipment"), all of the foregoing to constitute a residential building consisting of approximately 38 residential units and a community center to be operated by the Company and occupied by residential tenants in excess of 55 years of age (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

B. No potentially large impacts on the environment exist, as described and assessed in Part 2 of the EAF, and none are known to the Agency.

C. The Project essentially involves the acquisition and internal and external renovation and adaptive reuse of an existing former school building, not construction of a new facility, and will cause minimal if any impact to the land, surface and ground waters, or to other environmental resources. The Project will improve the aesthetic resources in the Project area and will help revitalize that portion of the Town of Virgil by refurbishing a vacant former school building. Although endangered species of wildlife have been observed in the general Project area according to online wildlife inventory resources, the Project area consists of existing industrial, commercial and residential uses and infrastructure, and the Project will not remove or disturb wildlife habitat. No open spaces, recreational areas will be affected, and no traffic impacts are expected. Additionally, no new roads or utilities will be required to support the proposed Project. For all of the aforementioned reasons, the Agency finds that there will be no significant environmental impacts as a result of the Project.

Section 2. Based upon the foregoing investigation of the potential environmental impacts of the Project and consideration of the magnitude and importance of each potential environmental impact indicated in Parts 1 and 2 of the EAF, the Agency makes the following findings and determinations with respect to the Project:

A. The Project is an "Unlisted Action" (as said term is defined in the SEQRA Regulations) and, therefore, is subject to SEQRA. Coordinated review and notification of other involved agencies is not required. The Agency hereby determines that it will not undertake a coordinated review of the Project with other involved agencies. Other involved agencies must make their own determination of significance with respect to SEQRA.

B. Because the Project will not result in any substantial physical changes to the existing structure and/or property or to surrounding resources and will cause only positive aesthetic changes to the area, the Project will not result in any significant adverse environmental impacts and, thus, will not require the preparation of an environmental impact statement.

C. As a consequence of the foregoing, the Agency hereby finds that the Project will not cause any significant adverse environmental impact and issues a negative declaration with respect to the Project.

Section 3. The Executive Director or the Chief Financial Officer of the Agency are hereby directed to prepare a negative declaration Notice form with respect to the Project, said negative declaration to be substantially in the form and to the effect of the negative declaration attached hereto and incorporating this Resolution, and to cause

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 | <u>Aye</u> _____ |
| Stephen Compagni | VOTING | <u>Absent</u> _____ |
| Clinton Brooks | VOTING | <u>Aye</u> _____ |
| John O. Reagan | VOTING | <u>Aye</u> _____ |
| Johanna Ames | VOTING | <u>Excused</u> _____ |
| Kathleen Burke | VOTING | <u>Aye</u> _____ |
| Donald Richards | VOTING | <u>Aye</u> _____ |

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 September 11, 2023 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 11th day of September, 2023.


Clinton Brooks, Secretary

A regular 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 September 11, 2023 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 |
| Clinton Brooks | Secretary |
| John O. Reagan | Treasurer |
| Kathleen Burke | Member |
| Donald Richards | Member |

ABSENT: Stephen Compagni, Johanna Ames

FOLLOWING PERSONS WERE ALSO PRESENT:

| | |
|--------------------|--------------------------------|
| Karen Niday | Chief Financial Officer |
| Eric J. Mulvihill | Community Relations Specialist |
| John P. Sidd, Esq. | Agency Counsel |

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

Resolution No. 2023 -09-11-02

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION
TOWARD THE ACQUISITION, CONSTRUCTION,
INSTALLATION AND LEASING OF A CERTAIN
COMMERCIAL PROJECT FOR KAJEN, LLC, OR AN
ENTITY OWNED BY THE SAME PRINCIPALS.

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, Kajen, LLC, or an entity owned by the same principals, (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 acquisition of an interest in an approximately 7.9 acre parcel of land (the "Land") located at 1208 Church Street and Owego Hill Road in the Town of Virgil, Cortland County, New York (2) the renovation of a vacant former school building on the Land containing approximately 26,158 square feet of space (the "Facility") and (3) the acquisition and installation therein and thereon of certain furnishings, fixtures and equipment (the "Equipment"), all of the foregoing to constitute a residential building consisting of approximately 19 residential units and a community center to be operated by the Company and occupied by residential tenants in excess of 55 years of age (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 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 other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of the Company or any other proposed 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 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"), by resolution adopted by the members of the Agency on September 11, 2023 (the "SEQR Resolution"), 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, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project;

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 other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York and the completion of the Project Facility will not result in the abandonment of a plant or facility of a proposed occupant of the Project Facility located in the State of New York.

(C) The Project Facility will not constitute 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; 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) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act 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. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Future Resolution, then the Agency will (A) acquire an interest in the Project Facility from the Company pursuant to a deed, lease agreement or other documentation to be negotiated between the Agency and the Company (the "Acquisition Agreement"); (B) construct the Facility and acquire and install the Equipment in the Facility or elsewhere 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, in accordance with the Agency's uniform tax exemption policy, including (1) exemption from mortgage recording taxes with respect to any documents recorded by the Agency with respect to the Project in the Office of the County Clerk of Cortland County, New York or elsewhere, (2) exemption from sales taxes relating to the acquisition, construction and installation of the Project Facility, (3) 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, and (4) exemption from real estate taxes (but not including special assessments and special ad valorem levies) relating to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) agreement by the Agency and the Company on mutually acceptable terms for the conveyance of the Land to the Agency; (C) agreement between the Company and the Agency as to payment by the Company of payments in lieu of taxes with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (D) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with

respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; (E) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance; and (F) the following additional condition(s): None.

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 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 Executive Director and the Chief Financial Officer of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Special Counsel, are authorized (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to

be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared.

Section 8. The Chairman, Vice Chairman, Executive Director and Chief Financial Officer 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 9. 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 | Absent |
| Clinton Brooks | VOTING | Aye |
| John O. Reagan | VOTING | Aye |
| Johanna Ames | VOTING | Absent |
| Kathleen Burke | VOTING | Aye |
| 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 September 11, 2023 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

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 11th day of September, 2023.



Clinton Brooks, Secretary