

**Cayuga County Industrial Development Agency  
Regular Meeting  
Cayuga County Chamber of Commerce  
2 State Street  
Auburn, NY  
August 20, 2019 at 4:00pm**

Chairman Lockwood called the meeting to order at 4:00pm, noting that a quorum was present.

**ROLL CALL:**

Present: Ray Lockwood, Herb Marshall, Gina Speno, Ben Vitale, Paul Lattimore, John Latanyshyn

Excused: Andrew Rindfleisch

Others Present: Tracy Verrier, Maureen Riester, Samantha Frugé (CEDA); Rick Galbato (Galbato Law Firm); Bob Foxen, Jim Fitzgerald (Global Common Energy, LLC), Kevin Ellis (Cayuga Milk Ingredients)

**MEETING MINUTES:**

Mr. Marshall moved to approve the minutes of the July 16<sup>th</sup> Regular Meeting, seconded by Ms. Speno. All members present voted in favor; the motion carried.

**BILLS AND COMMUNICATIONS:**

Ms. Frugé presented the following bills: NYSEG for electric at the Industrial Park for April (\$136.47). Mr. Latanyshyn moved to pay the bills, seconded by Mr. Lattimore. All members present voted in favor; the motion carried.

**REPORT OF THE TREASURER**

Ms. Frugé reviewed the budget report, noting income generated from interest accounts in the amount of \$1,219.90. Ms. Verrier noted that the CD account due to renew August 15<sup>th</sup> was not renewed and the funds were instead placed back into the savings account. She explained that the savings account currently had a higher rate (2%) than the CD account was offering for a 6-month term (1.85%) and it made more sense to leave the funds in the savings account for the time being until CD rates increased. Mr. Latanyshyn agreed and recommended they leave the funds in the savings account for now. The Board was agreeable. Mr. Latanyshyn moved to accept the report of the treasurer, seconded by Mr. Marshall. All members present voted in favor; the motion carried.

**NEW BUSINESS**

Initial Resolution: Global Common Energy, LLC: Ms. Verrier introduced Bob Foxen and Jim Fitzgerald from Global Common Energy, LLC and invited them to introduce their renewable energy project. Mr. Foxen thanked the Board for their time and provided a brief overview of the project's history, noting he originally worked with Doug Young over a decade ago to develop pipelines from local dairies, but at the time the project wasn't financially feasible. Recently there have been State and Federal level incentives for renewable energy, which make the project more viable. The project currently has three partners on the development team, and they are working with a lender to underwrite bond financing in addition to equity investors. Ms. Verrier went over

the benefit request, explaining that the project would be seeking sales & use tax exemption, mortgage recording tax exemption, and tax exempt bonding. The IDA would be the conduit for the tax exempt bond financing. This means the bond would likely sit on the balance sheet as both a liability and asset for the entire term, but none of the funds would actually go through IDA bank accounts. Mr. Marshall asked if the project was requesting a PILOT? Ms. Verrier explained that a substantial part, if not all, is expected to be exempt under a new property tax regulation that covers anaerobic digesters. Mr. Marshall asked if the project would own the entire pipeline? Mr. Foxen said the company would own the pipeline, but would be leasing the right of way from CCPUSA. Mr. Vitale asked how much their right of way lease from CCPUSA would be? Mr. Foxen said they would be billed quarterly based on BTUs, which would likely be about 25 cents per million BTUs, and that would likely come out to less than \$100,000 a year. Mr. Lattimore asked who would maintain the pipeline? Mr. Foxen said it would be Global Common Energy's responsibility, but they plan to contract with an appropriate company to maintain the pipeline. Mr. Latanyshyn asked what kind of jobs were being created through this project? Mr. Foxen said mostly operating jobs related to maintenance of the digesters. Mr. Fitzgerald added that the dairies might hire employees as well. Ms. Speno asked if the employees would be employed by the dairies directly or by Global Common Energy? Mr. Foxen said that was something they would need to clear up. Ms. Verrier explained that monitoring would be difficult if the employees weren't employed by Global Commons Energy. She added that the employment plan would need to be delineated before an authorizing resolution went before the Board. Mr. Foxen asked how it would work for reporting if the employees were through a third party? Ms. Verrier stated unless there was a reliable way to verify the new jobs, they would not be included for reporting and monitoring purposes. Mr. Marshall asked what type of digesters would be installed? Mr. Foxen said that they would vary by farm, some were partially above and partially below ground. Mr. Marshall asked who owned the digesters? Mr. Foxen said that dairies who owned existing digesters would retain ownership of them, and Global Common Energy would make upgrades as necessary. For farms without existing digesters, Global Common Energy would install and own new digesters, which at some point in the future would likely be transferred to the farms. Mr. Marshall asked who would be responsible for maintenance and repairs? Mr. Foxen said Global Common Energy would be responsible. Mr. Latanyshyn asked how the attributes worked? Mr. Foxen said that attributes worked similarly to carbon credits, where renewable identification numbers (RINs) were sold under federal rules and were worth around \$5-\$6 per million BTUs generated.

Ms. Verrier reviewed the SEQR process and noted that the IDA's involvement with the project was as of yet the only item triggering a SEQR. Therefore, the IDA would be the lead agency for completing the SEQR. She explained that although a coordinated review was not required, they might want to consider going through one and send letters to the towns, DEC, NYSEERDA, County Planning, and other agencies to give them 30 days to respond. The agencies could ask for an extension to review, but if there was no response, they could move forward with the SEQR process. This would simply make sure that all relevant parties are in the loop and have the opportunity to raise concerns. She explained that along with the SEQR process, they would need to hold public hearings in each of the municipalities impacted by the project, including where the dairies are located and any municipality the pipeline runs through. Mr. Latanyshyn asked what the public opposition to this project could be, if at all? Mr. Foxen said that someone who was against the dairy industry might not like the fact that this project would help support dairies or give them room to grow. He added that the same concept goes for pipelines. From a financing

standpoint, there was merchant risk, meaning the price for renewable natural gas was variable without a fixed price contract. Mr. Fitzgerald mentioned that there could be issue with someone not understanding the difference between biogas and natural gas, or thinking that the project involved a gas well or fracking. Mr. Vitale noted that Unions might have an issue depending on if the wages would be prevailing rate or not.

Ms. Verrier said that the Initial Project Resolution was included in the Board materials, and if approved, they could get deeper into the details of the project around SEQR, public hearings, bonding, etc. as it officially initiates the IDA's involvement. Mr. Marshall motioned to approve the Initial Project Resolution, seconded by Mr. Vitale. A roll call vote was taken and recorded as follows:

NAME	Yes	Nay	Absent	Abstain
BEN VITALE	X			
JOHN LATANYSHYN	X			
PAUL LATTIMORE	X			
RAYMOND LOCKWOOD	X			
HERB MARSHALL	X			
ANDREW RINDFLEISCH			X	
GINA SPENO	X			

All members present voted in favor; motion carried. Mr. Marshall recommended that they should go through the coordinated review for SEQR. The Board was agreeable.

Authorizing Resolution: Cayuga Milk Ingredients PILOT Mortgage Modification: Ms. Verrier welcomed Kevin Ellis from Cayuga Milk Ingredients and explained that CMI was refinancing some equipment. The financing required a landlord waiver from the IDA due to its leasehold interest in the property. Mr. Ellis said that the plant was doing a \$4 million expansion that included adding a blending system, more air compression, and other equipment. They purchased some equipment up front in cash, but are now selling the equipment to Farm Credit and leasing it back. Ms. Verrier said that the IDA does not have any liens against the company or its assets, but Farm Credit required their approval. Mr. Lattimore asked if Rick Galbato had reviewed the waiver? Ms. Verrier explained that Farm Credit put together the waiver and Justin Miller from Harris Beach reviewed it. Mr. Galbato explained that Farm Credit is requesting any and all rights to preserve the equipment as collateral for their loan, and the IDA only has a contract with the land and building. This essentially means that the IDA is agreeing not to prevent Farm Credit from entering the property to inspect or repossess the equipment as needed. The IDA is only required to acknowledge Farm Credit's request since it doesn't have a lien on any of the company's assets. Mr. Latanyshyn motioned to approve the mortgage modification wavier, seconded by Mr. Marshall. A roll call vote was taken and recorded as follows:

NAME	Yes	Nay	Absent	Abstain
BEN VITALE	X			
JOHN LATANYSHYN	X			
PAUL LATTIMORE	X			
RAYMOND LOCKWOOD	X			
HERB MARSHALL	X			
ANDREW RINDFLEISCH			X	

GINA SPENO

X

All members present voted in favor; motion carried.

Mr. Ellis provided an additional update on CMI's expansion plans, noting that internally they would be increasing capacity by about 20%. They were also looking to add a packaging line. He noted that their consultant is recommending putting the packaging in Pennsylvania for improved logistics, but CMI would like to keep it local in Cayuga County if possible. Their timeline to begin the expansion in 2020. Mr. Marshall asked if the internal expansion would create more discharge on the sewer system? Mr. Ellis said that it would and that they were at sewer capacity currently. Mr. Marshall asked how far along they were with the sewer expansion? Ms. Verrier said that the timeline depended on approval from DEC and a few other elements that are underway. If the flow analysis was needed, it could take a few extra months. She added that construction could begin as early as next year. Mr. Marshall would like to see a more solid timeline and make sure the sewer is complete in time for CMI's expansion needs.

### **UNFINISHED BUSINESS**

CEDA Staff Update: Ms. Verrier discussed multiple solar projects that were potentially looking to submit applications within the next 30-90 days. Ms. Riester discussed a small project that would likely be coming before the Board within the next few months, noting the project was for an automotive repair shop who was looking to relocate and expand. The project would be seeking a sales & use exemption and mortgage recording exemption.

Upcoming Events: Ms. Verrier discussed upcoming events.

Motion to adjourn at 5:27pm by Mr. Marshall, seconded by Mr. Latanyshyn. All members present voted in favor; motion carried.

Respectfully submitted,  
Samantha Frugé

Next regularly scheduled meeting: Tuesday, September 17<sup>th</sup>, 2019 @ 4pm

**INITIAL PROJECT RESOLUTION**  
*(Global Common Energy, LLC Project)*

A regular meeting of Cayuga County Industrial Development Agency was convened on Tuesday, August 20, 2019 at 4:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 08/2019 - \_\_

RESOLUTION OF THE CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE PRELIMINARY APPLICATION OF GLOBAL COMMON ENERGY, LLC (THE "COMPANY") WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW); (ii) AUTHORIZING THE SCHEDULING AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY; AND (iv) AUTHORIZING THE NEGOTIATION OF CERTAIN AGREEMENTS RELATING TO THE PROJECT

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 688 of the Laws of 1970 of the State of New York, (hereinafter collectively called the "Act"), the **CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, civic, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, **GLOBAL COMMON ENERGY, LLC**, for itself or on behalf of an entity to be formed (herein, the "Company"), has submitted an application (the "Application") to the Agency requesting that the Agency consider undertaking a Project (the "Project") consisting of (A) the acquisition by the Agency of leasehold and other interests from the Company of various parcels of land, rights of way and easement interests within the Towns of Aurelius, Springport, Fleming, Scipio and Genoa in Cayuga County, New York (the "Land", as more particularly described within the Application); (B) the planning, design, permitting, construction and operation on the Land by the Company of a Renewable Natural Gas ("RNG") collection, transmission, processing and distribution facility, including various anaerobic digestion facilities, RNG transmission compressors and pipelines, RNG processing and cleaning facilities, and transmission pipeline interconnect pipelines and improvements, along with various onsite and offsite improvements, site work and related improvements (the "Improvements"); (C) the acquisition and installation in and around the Improvements of certain machinery, equipment and other items of tangible personal property (the "Equipment", and collectively with the Land and Improvements, the "Facility"); (D) the issuance by the Agency of its Exempt Solid Waste Disposal Facility Revenue Bonds (Global Common Energy, LLC Project) in a principal amount

not to exceed \$65,000,000 (the "Bonds") for the purpose of financing the Facility in accordance with applicable provisions of the Internal Revenue Code (the "Code") relating to solid waste disposal; (E) paying certain costs and expenses incidental to the issuance of the Bonds and/or establishment of debt service reserve funds (the costs associated with the above being hereinafter collectively referred to as the "Facility Costs"); and (G) the lease (with an obligation to purchase) or sale of the Issuer's interest in the Facility back to the Company pursuant to a straight-lease transaction, as defined within the Act; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the financial assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, pursuant to and in accordance with Section 859-a of the Act and Section 147(f) of the Code, the Agency desires to schedule and conduct a public hearing relating to the Project and the proposed financial assistance contemplated by the Agency (collectively, the "Financial Assistance"), such Financial Assistance to include (i) the issuance of the Bonds in an amount not to exceed \$65,000,000.00; (ii) mortgage recording tax exemption(s) for secured financings entered into by the Agency and Company in furtherance of the Project, (iii) sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, and, if applicable, (iv) a partial real property tax abatement structured within a PILOT Agreement to be negotiated (the "PILOT Agreement"); and

WHEREAS, the Agency desires to (i) accept the Application, (ii) authorize the scheduling and conduct of a public hearing pursuant to and in accordance with the Act and the Code, and (iii) certain other undertakings with respect to the Project.

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

Section 1. The Company has presented the Application and related information in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby increasing employment opportunities in Cayuga County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a facility or plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State")

to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's Application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other facility or plant to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The Chairman (or Vice Chairman) and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to schedule, notice and conduct a public hearing in compliance with the Act and the Code.

Section 3. The Agency hereby authorizes the Chairman (or Vice Chairman) and/or Executive Director of the Agency, along with counsel to the Agency, to work with the Company to review the Project in accordance with the provisions of the State Environmental Quality Review Act and regulations adopted pursuant thereto (collectively, "SEQRA"). To the extent deemed necessary or appropriate, the Agency authorizes the issuance of lead agency solicitation notices to applicable involved and interested agencies in connection with same.

Section 4. Harris Beach PLLC, as Transaction and Bond Counsel for the Agency, is hereby authorized to work with Agency General Counsel and counsel to the Company and others to prepare for submission to the Issuer all documents necessary to effect the authorization, issuance and sale of the Bonds, and reimbursement of the costs of all such work prior to the date hereof is hereby authorized to the extent permitted by the Code.

Section 5. This Resolution shall constitute the adoption of "official intent" (within the meaning of the United States Treasury Regulations Section 1.150-2(d)) with respect to the issuance of the Bonds and the original expenditures related to the Facility which are reasonably expected to be reimbursed from the proceeds of the Bonds.

Section 6. The Company is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its final determination whether to approve the Financial Assistance, and the Company is further authorized to advance such funds as may be necessary for such purpose.

Section 7. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 8. These Resolutions shall take effect immediately.

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Paul Lattimore	[ X ]	[ ]	[ ]	[ ]
Ben Vitale	[ X ]	[ ]	[ ]	[ ]
John Latanyshyn	[ X ]	[ ]	[ ]	[ ]
Raymond Lockwood	[ X ]	[ ]	[ ]	[ ]
Herb Marshall	[ X ]	[ ]	[ ]	[ ]
Gina Speno	[ X ]	[ ]	[ ]	[ ]
Andrew Rindfleisch	[ ]	[ ]	[ X ]	[ ]

The Resolution was thereupon declared duly adopted.



## SECRETARY'S CERTIFICATION

STATE OF NEW YORK     )  
COUNTY OF CAYUGA    ) SS:

I, the undersigned Acting Secretary of the Cayuga County Industrial Development Agency, DO HEREBY CERTIFY:

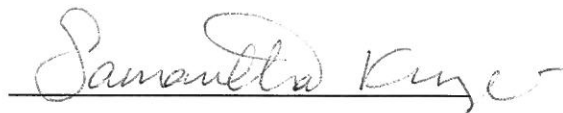
That I have compared the annexed extract of minutes of the meeting of the Cayuga County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on August 20, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 20 day of AUGUST, 2019.



Acting Secretary

[SEAL]



## **AUTHORIZING RESOLUTION**

*(Cayuga Milk Ingredients, LLC Project – PILOT Mortgage Modification)*

A regular meeting of Cayuga County Industrial Development Agency was convened on August 20, 2019 at 4:00 p.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 08/2019 - \_\_

### **RESOLUTION OF THE CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") AUTHORIZING THE AMENDMENT AND MODIFICATION OF A PILOT MORTGAGE ENTERED INTO BY THE AGENCY AND CAYUGA MILK INGREDIENTS, LLC**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 688 of the Laws of 1970 of the State of New York, (hereinafter collectively called the "Act"), the **CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, civic, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to and in accordance with a certain Project Authorizing Resolution adopted by the Agency on September 25, 2012 (the "Project Authorizing Resolution"), the Agency previously undertook a certain project (the "Project") consisting of (A) the sale or lease by the Agency to **CAYUGA MILK INGREDIENTS, LLC** (hereinafter, the "Company") of an approximately 25-acre parcel of land located off Eagle Drive within the Agency-owned Cayuga County Industrial Park (the "Park"), Town of Aurelius, Cayuga County, New York (the "Land", being all or portions of TMID Nos. 114.00-3-2, 114.00-3-3, 114.00-3-06 and 114.00-3-7, as further defined herein); (B) the planning, design, construction and operation on the Land by the Company of an approximately 108,000 square-foot dairy ingredients processing facility (the "Improvements"); (C) the acquisition and installation in and around the Improvements of certain machinery, equipment and other items of tangible personal property (the "Equipment"); (D) the planning, design, construction and operation on the Land by the Company of certain wastewater treatment and solid waste disposal building improvements and related equipment to serve the Improvements (the "Treatment Facility", and collectively with the Land, Improvements and the Equipment, the "Facility"); (E) at the election of the Company, the issuance by the Agency of its Exempt Facility Revenue Bonds (Cayuga Milk Ingredients, LLC Project) in a principal amount not to exceed \$30,000,000 (the "Bonds") for the purpose of financing the Treatment Facility in accordance with applicable provisions of the Internal Revenue Code (the "Code") relating to sewer treatment and solid waste disposal; (F) paying certain costs and expenses incidental to the issuance of the Bonds and/or establishment of debt service reserve funds (the costs associated with item (D) above being hereinafter collectively referred to as the "Treatment Facility Costs");

and (G) the lease (with an obligation to purchase) or sale of the Agency's interest in the Facility back to the Company; and

WHEREAS, the Agency and Company undertook the Project pursuant to a Straight Lease Transaction, as defined within the Act, which included and was memorialized by certain project documents (the "Project Documents", each dated as of April 8, 2013), including (i) a certain Warranty Deed (the "Warranty Deed"), (ii) a Lease Agreement (the "Lease Agreement"), (iii) a Leaseback Agreement (the "Leaseback Agreement"), (iv) a Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), (v) a PILOT Mortgage Agreement (the "PILOT Mortgage"), (vi) a Bill of Sale (the "Bill of Sale to Agency"), and (vii) related documents; and

WHEREAS, pursuant to and in accordance with Section 6.2 of the Leaseback Agreement, and in furtherance of purchase-leaseback financing arrangement with Farm Credit Leasing Services Corporation ("FCLS"), the Company and Agency previously entered into a First Amendment to PILOT Mortgage with Release, dated as of December 31, 2013 (the "First Amendment"), such First Amendment having modified and amended the PILOT Mortgage to remove certain Leased Equipment as a part of the Mortgaged Property, as defined within the PILOT Mortgage (as recorded in the Office of the Cayuga County Clerk on April 10, 2013 at Volume 3117 of Mortgages at Page 55), with the lien of such PILOT Mortgage to remain in full force and effect and secure all other items of Equipment for the term of said PILOT Mortgage; and

WHEREAS, pursuant to and in accordance with Section 6.2 of the Leaseback Agreement, and in furtherance of an additional purchase-leaseback financing arrangement (the "Lease Financing") with FCLS, the Company has requested the Agency's approval for an additional amendment to the PILOT Mortgage to allow certain newly leased equipment (the "Leased Equipment") from the lien of the PILOT Mortgage; and

WHEREAS, the Agency desires to authorize the further amendment and modification of the PILOT Mortgage to remove the Leased Equipment as a part of the Mortgaged Property, as defined within the PILOT Mortgage.

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

Section 1. The Agency hereby authorizes the amendment and modification of the PILOT Mortgage to remove the Leased Equipment as a part of the Mortgaged Property, as defined within the PILOT Mortgage. The Agency hereby authorizes the Chairman, Vice Chairman, and/or the Executive Director of the Agency, on behalf of the Agency, to execute and deliver an amendment to the PILOT Mortgage in such form as prepared and authorized by Harris Beach PLLC, as Agency Transaction Counsel. Other than the foregoing authorized amendment to PILOT Mortgage, the lien of the PILOT Mortgage shall remain in full force and effect and secure all other items of Equipment for the term of said PILOT Mortgage. All other Project Documents shall remain in full force and effect without revision and in accordance with their respective terms.

Section 2. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 3. These Resolutions shall take effect immediately.

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
Paul Lattimore	[ X ]	[ ]	[ ]	[ ]
Ben Vitale	[ X ]	[ ]	[ ]	[ ]
John Latanyshyn	[ X ]	[ ]	[ ]	[ ]
Raymond Lockwood	[ X ]	[ ]	[ ]	[ ]
Herb Marshall	[ X ]	[ ]	[ ]	[ ]
Gina Speno	[ X ]	[ ]	[ ]	[ ]
Andrew Rindfleisch	[ ]	[ ]	[ X ]	[ ]

The Resolution was thereupon declared duly adopted.



## SECRETARY'S CERTIFICATION

STATE OF NEW YORK     )  
COUNTY OF CAYUGA    ) SS:

I, the undersigned Acting Secretary of the Cayuga County Industrial Development Agency, DO HEREBY CERTIFY:


That I have compared the annexed extract of minutes of the meeting of the Cayuga County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on August 20, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 20 day of AUGUST, 2019.



Acting Secretary

[SEAL]