

**Cayuga County Industrial Development Agency
Regular Meeting
Cayuga County Chamber of Commerce
2 State Street, Auburn, NY
January 21, 2020 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, John Latanyshyn, Andrew Rindfleisch, Paul Lattimore

Excused:

Others Present: Tracy Verrier, Samantha Frugé (CEDA); Rick Galbato (Galbato Law Firm); Mark Sweeny (Sweeny Law Firm), Bob Charlebois (Duke Energy Renewables)

MEETING MINUTES:

Mr. Rindfleisch moved to approve the minutes of the December 17th Regular Meeting, seconded by Mr. Marshall. All members present voted in favor; the motion carried.

BILLS AND COMMUNICATIONS:

Ms. Frugé presented the following bills: County/Town taxes for the mall parcels (\$3,980.49), special district taxes for IDA-owned parcels (\$2,452.05), Harris Beach Law Firm for 2019 legal services (\$1,275), CEDA for 2 seats at the Economic Forecast Luncheon (\$80), the Probst Group for preliminary engineering study for the sewer line at the Industrial Park (\$400), Galbato Law Firm for 2019 Legal Services (\$362), and Buffington & Hoatland for 2019 audit prep (\$2000). Mr. Latanyshyn asked what the Harris Beach invoice included? Ms. Verrier said that there were several regulatory items throughout 2019 which were not project-specific. Ms. Frugé advised that the bill for CEDA Q4 administrative services includes a CEDA fee share which will need to be updated following a few bills that came in recently. Mr. Latanyshyn said that they couldn't approve the CEDA Q4 invoice as presented because they need to adjust the fee share. Mr. Rindfleisch moved to pay the bills as presented, with the CEDA Q4 invoice pending Chair review after adjustment, seconded by Ms. Speno. 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 \$476.93 and application fees received from Duke Energy Renewables in the amount of \$250. Ms. Frugé advised that the December 2019 statement will need to be adjusted to account for the updated fee share. Mr. Vitale moved to accept the budget report with an amended December statement, seconded by Mr. Lattimore. All members present voted in favor; the motion carried.

Ms. Verrier advised that they received the annual notice from Empire State with the annual allocation of bonds that the IDA has available to eligible projects. The initial allocation for 2020 was a little over \$2.2 million. Ms. Frugé advised that she spoke with Mr. Latanyshyn regarding renewing the CD account, and the recommendation was to renew the CD at a rate of 1.47%. Ms.

Frugé reviewed the PILOT invoice disbursement report and noted that they received all 2019 school tax PILOT payments and will be billing for the county/town taxes within the month. Mr. Latanyshyn moved to approve the Treasurer's Report, seconded by Mr. Rindfleisch. All members present voted in favor; the motion carried.

UNFINISHED BUSINESS

Initial Resolution: Duke Energy Renewables: Ms. Verrier introduced Mr. Charlebois and Mr. Sweeny from Duke Energy Renewables and invited them to discuss their solar project. Mr. Charlebois thanked the Board for their time and explained that the project involved leasing around 160 acres with the intention to build an 18 megawatt solar array. The project was required to go through three separate studies by engineering firms hired by the host utility in order to determine if any upgrades would be necessary for the output that they had planned. Mr. Charlebois said that the project was originally presented to the Town of Scipio in June, 2018, and the application was recently updated in Fall 2019. He said that County planning had determined that no further actions were required in respect to the project. The project met with the Town board and attorney the week prior to discuss requirements by the engineers to have the project comply with code. He said that they hoped to have a SEQR negative declaration in March, and that they were also seeking a conditional building permit from the Town before satisfying the engineering requirements. He said that the technology was changing quickly and they didn't want to spend the money on a fully designed project only to have to change it later. Mr. Charlebois said that they were also negotiating a host community agreement that would result in an annual payment to the Town directly, and that the agreement was currently being reviewed by the Town's lawyers. He added that the project's financial feasibility was dependent on their ability to successfully sell renewable energy credits through NYSERDA, which was done on an auction basis. They submitted a 180-page auction bid for their project to NYSERDA and they were informed a few weeks ago that their project was not accepted. Their plan was to come up with a more competitive bid to resubmit and hopefully win a future auction. He added that the next auction would be in the next three or four months. Mr. Marshall asked if they had received any other financial benefit for their project? Mr. Charlebois said that they did not. He explained that a PILOT agreement is critical to making the project happen, but they were not seeking any other form of benefit. Mr. Marshall asked how many acres they would be utilizing? Mr. Charlebois said around 80 acres. Mr. Marshall asked how long the lease was for? Mr. Charlebois said that the lease was for 30 years, with an option to extend every ten years. The lease included up to 160 acres, but any unused portion of land would revert back to the owners. They are also finalizing a decommissioning plan for when the project ends. Mr. Sweeny said that the structures that the panels sit on were fairly easy to remove. Mr. Latanyshyn asked if they had to set aside funds for the decommissioning plan? Mr. Charlebois said they would negotiate with the town in regards to the decommissioning, and that the lease would have another layer of protection for the land owner. There would likely be a bond to cover costs if the project could not, or decided not to, decommission the project. Board members noted their concern with Duke Energy as a company and the company's involvement with coal usage and disposal of coal ash. Some personal contacts of the board members had expressed that Duke Energy had not been a good neighbor in relation to coal ash disposal in particular. Mr. Charlebois and Mr. Sweeny agreed that those are understandable concerns and advised that the company as a whole was taking steps to address and clean up those issues. They added that their project was in a separate division, with the focus on long-term alternatives to coal. Mr. Latanyshyn noted that Duke Energy was a southern energy provider and asked if the NY State renewable energy incentives were the reason

they decided on Cayuga County for their project? Mr. Charlebois said that the State's goals to substantially increase renewable energy was one of the considerations that influenced the decision because it creates opportunities for projects like theirs. Mr. Marshall asked if the property owners would need to apply for the IDA benefits as owners of the land? Ms. Verrier said that they would need to sign off on the project as interested parties, but the application did not need to be in their name. Ms. Verrier said that the initial project resolution presented today was not to approve any benefits, but would officially accept the application and allow them to schedule a public hearing for feedback. She said that the project has presented a PILOT schedule which includes a proposed \$1,000 per megawatt per year with a 1.5% escalator over 20 years, which would be in addition to and separate from the host community agreement. She noted that the megawatt charge is lower than what they are seeing in other areas. Mr. Marshall asked if approving the initial resolution allowed them to negotiate the proposed PILOT terms? Ms. Verrier said that it does. Mr. Marshall moved to approve the initial resolution, seconded by Mr. Rindfleisch. Mr. Lockwood asked if there was any more discussion? Ms. Verrier asked Mr. Charlebois if they decided on how they plan to sell the energy, either through a PPA or directly to the public? Mr. Charlebois said that they had not decided yet. Mr. Lockwood requested a roll call vote, which was 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			

The motion passed. Mr. Marshall suggested comparing rates with other agencies. Ms. Verrier said that from her understanding, rates varied across different projects, but generally seemed to be around \$5,000-\$5,500 per megawatt. She added that the charge also depended on if the projects were selling through an PPA or direct.

Ms. Verrier advised that Jon Patterson asked if the land was available for lease again. She noted that the year prior a 5-year lease was offered with the condition that the Board give him notice before May 1st if the land was not available. She noted that there were no pending projects that would utilize that land and said that if the Board did not have any interest in using the land for other purposes than farming, CEDA staff could let Mr. Patterson know the land is available. The Board was agreeable.

Mr. Marshall asked when a public hearing for SunEast Solar would be scheduled? Ms. Verrier said that they originally had a date set for the hearing, however due to a miscommunication it had to be cancelled. They were in the process of rescheduling the hearing with the town supervisor and were looking at rescheduling for February.

Mr. Marshall requested an update on the sewer line at the Industrial Park. Ms. Verrier said that the Probst Group was still in the process of finalizing the preliminary engineering report.

CEDA Staff Update: Ms. Verrier said that the first Central New York Regional Economic Development Council meeting of 2020 was earlier that day to prepare for the next round of CFA

funding. The council also discussed the remaining Upstate Revitalization Initiative funding and how to utilize that money in a transformative fashion and make the funding more inclusive to whole region and rural communities. She said that Ms. Szabo was settling into her role as the Economic Development Specialist and had been helping guide discussions on how to address workforce development issues in the community. Mr. Lockwood requested a brief update on TRW and their possible relocation. Ms. Verrier said that BCS (the current owner of TRW) was conducting a study of its North American footprint, including the Aurelius location. Ms. Verrier said that CEDA staff have been in communication with them to help put the community's best foot forward in that study.

NEW BUSINESS

Fiduciary Agreements: Ms. Verrier advised that a fiduciary form was included in the board meeting materials. She requested the form be signed and returned before the next meeting to give to the auditors.

Resolution for Abbott House PILOT Amendment: Ms. Verrier said that the Rowland House property of the Inns of Aurora, originally known as Abbott House, had a drastic reduction in their property assessment recently that has impacted the status of their PILOT. The new assessment is lower than the base value of the property. Ms. Verrier said that the letter from Inns of Aurora provided in the Board materials is requesting to amend the language of the PILOT agreement so that they are paying the amount of the PILOT or the actual tax liability; whichever was lower. This is to protect the PILOT agreement and protect the property from any fluctuations in the property assessment until the end of the PILOT agreement. She added that there were only four years left in the PILOT agreement. Ms. Speno asked why the assessment dropped so much? Ms. Verrier said that the assessor couldn't find sufficient comparables, therefore they made adjustments to a few of the properties. Ms. Verrier explained that the base value for the property that the PILOT was based on is \$1.3 million and the new assessment is \$1 million, so the new language would allow them to pay only on the \$1m assessment rather than on the \$1.3m base value. Mr. Latanyshyn asked if they would be paying on the addition from improvements? Ms. Verrier said that there was no addition anymore and that the property was assessed at \$1 million including the improvements. She clarified that the new PILOT language would state that if the assessment increased in the future above the PILOT agreement amount, they would go back to their regular PILOT schedule. Mr. Latanyshyn asked if the taxing districts would be receiving less in the coming year? Ms. Verrier said that they would, but they wouldn't be getting less than the actual assessed value. Mr. Latanyshyn asked if the municipalities had been notified that the assessment dropped? Ms. Verrier said that the assessor would have taken care of that.

Mr. Rindfleisch motioned to approve the PILOT Amendment Authorizing Resolution, seconded by Ms. Speno. All members present voted in favor; motion carried.

Upcoming Events: Ms. Verrier discussed upcoming events.

Motion to adjourn at 5:15pm by Mr. Marshall, seconded by Mr. Latanyshyn. All members present voted in favor; motion carried.

Respectfully submitted,
Samantha Frugé

Next regularly scheduled meeting: Tuesday, February 18th, 2020 @ 4pm

INITIAL PROJECT RESOLUTION
(Duke Energy Renewables Solar, LLC Project)

A regular meeting of Cayuga County Industrial Development Agency was convened on Tuesday, January 21, 2020 at 4:00 p.m.

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

Resolution No. 01/2020 - __

RESOLUTION OF THE CAYUGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF DUKE ENERGY RENEWABLES SOLAR 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, 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, DUKE ENERGY RENEWABLES SOLAR, LLC, for itself and/or for an entity or entities to be formed (collectively, the "Company"), has submitted an application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of (i) the acquisition by the Agency of a leasehold interest in approximately 96 acres of real property located at 2909 Center Road in the Town of Scipio, New York (the "Land", being more particularly described as a portion of tax parcel No. 174.00-1-17, as may be subdivided); (ii) the planning, design, construction and operation of a 18MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, on and offsite utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land and the Improvements, the "Facility"); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

WHEREAS, pursuant to Article 18-A of 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, 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) sales and use tax exemptions for purchases and rentals related to the construction and equipping of the Facility, (ii) mortgage recording tax exemptions for financings relating to the Project, and (iii) a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement ("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 (the "Public Hearing"), and (iii) authorize the negotiation of an Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement and related documents to allow the Company to undertake the project as agent of the Agency following the Public Hearing and pursuant to future authorization by the Agency.

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 the Town of Scipio and Cayuga County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act;

(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 the Public Hearing in compliance with the Act.

Section 3. The Agency hereby authorizes the Chairman (or Vice Chairman) and/or Executive Director of the Agency to negotiate the terms of, but not execute, an Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement and related documents for authorization by the Agency following the Public Hearing(s).

Section 4. Harris Beach PLLC, as Transaction Counsel for the Agency, is hereby authorized to work with Agency General Counsel and counsel to the Company and others to prepare for the Public Hearing(s) and prospective authorizations by the Agency in furtherance of the Project.

Section 5. 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 6. 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]	[]	[]	[]
Hon. Benjamin 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 January 21, 2020, 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 21 day of January, 2020.



Acting Secretary

[SEAL]

AUTHORIZING RESOLUTION
(Inns of Aurora, LLC Project)

A regular meeting of Cayuga County Industrial Development Agency was convened on Tuesday, January 21, 2020 at 4:00 p.m.

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

Resolution No. 01/2020 - ____

**RESOLUTION OF THE CAYUGA COUNTY INDUSTRIAL DEVELOPMENT
AGENCY AUTHORIZING THE AMENDMENT TO A CERTAIN PILOT
AGREEMENT ENTERED INTO WITH INNS OF AURORA, 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, 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, **THE PLEASANT T. ROWLAND, LLC** (herein, the "Applicant"), as predecessor to the Company, previously submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (A) the acquisition by the Agency from the Company of a leasehold interest in an approximately two (2) acre parcel of land located at 453 Main Street within the Village of Aurora, New York (the "Land", being more particularly described as TMID No. 181.12-1-8) and the existing improvements located thereon, including an approximately 10,000 square foot residential facility, along with related site improvements, known as the "Abbott House" (collectively, the "Existing Improvements") (B) the planning, design, construction, reconstruction, rehabilitation and upgrade of the Existing Improvements as a modern lodging, meeting and restaurant facility, including of ten (10) guest rooms, an innkeeper room, conference rooms, private dining room, outdoor special event patio, a boathouse addition and various outdoor upgrades, improvements, parking and site improvements (collectively, the "Improvements") to be leased to and operated by Aurora Inn, Inc. (the "Operator"); (C) the acquisition and installation in and around the Existing Improvements and Improvements of certain machinery, equipment and other items of tangible personal property (the "Equipment", and collectively with the Land, the Existing Improvements and Improvements, the "Facility"); and (D) through a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will acquire a leasehold interest in the Facility and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

WHEREAS, reference is made to (i) that certain Lease Agreement, dated as of August 20, 2013, a memorandum of such Lease Agreement having been recorded in the Office of the Cayuga County Clerk at Liber 1521 of Deeds, at page 324, and (ii) a certain Leaseback Agreement, also dated as of August 20, 2013, a memorandum of such Leaseback Agreement having been recorded in the Office of the Cayuga County Clerk at Liber 1521 of Deeds, at page 331, (iii) that certain Payment-in-lieu-of-Tax Agreement entered into by the Agency and the Applicant, also dated as of August 20, 2013 (the "PILOT Agreement"), along with related documents, including, but not limited to a certain Environmental Compliance and Indemnification Agreement, each dated as of August 20, 2013, and entered into by and between the Agency and the Applicant (collectively, the "Agency Documents", as assigned to the Company pursuant to that certain Assignment and Assumption Agreement with Acknowledgment and Consent, dated as of August 1, 2016, such Assignment Agreement having been recorded in the Office of the Cayuga County Clerk at Liber 1640 of Deeds, at page 306, and herein, the "2016 Assignment"); and

WHEREAS, consistent with the Agency's Uniform Tax Exemption Policy ("UTEP"), the PILOT Agreement included a then-effective Base Value of \$1,335,000, which established the minimum PILOT Payment amount due each year, however, the Assessor recently lowered the as-completed assessed value of the Facility to \$1,000,000, which as a result eliminates the immediate economic value of the PILOT Agreement; and

WHEREAS, the Company has submitted a request to the Agency to keep the Straight Lease Transaction in place with a technical amendment to the PILOT Agreement to stabilize future increases in assessed value over the originally stipulated \$1,335,000 Base Value, which will entail establishing the Base Value as \$1,000,000 (full assessed value), with the Added Value and abatement schedule to continue to provide abatement only for amounts over \$1,335,000 in total assessed valuation (collectively, the "Amendment"); and

WHEREAS, pursuant to Article 18-A of the Act, the Agency desires to adopt a resolution authorizing the Amendment, subject to the following conditions: (i) no additional financial assistance is being conferred through the proposed Amendment, (ii) the PILOT Agreement, as amended, will only abate Added Value above \$1,335,000 as may be assessed during the remaining term of the PILOT Agreement through December 31, 2024, and (iii) the Company shall pay all costs of the Agency to effectuate the foregoing.

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, subject to the following conditions: (i) no additional financial assistance is being conferred through the proposed Amendment, (ii) the PILOT Agreement, as amended, will only abate Added Value above \$1,335,000 as may be assessed during the remaining term of the PILOT Agreement through December 31, 2024, and (iii) the Company shall pay all costs of the Agency to effectuate the foregoing.

Section 2. The Chairman (or Vice Chairman) and/or Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver documents and agreements to effectuate the Amendment, as may be approved and authorized by the Chairman (or Vice Chairman) and/or Executive Director of the Agency and counsel to the Agency.

Section 3. Harris Beach PLLC, as Transaction Counsel for the Agency, is hereby authorized to work with counsel to the Company and others to prepare, execute and file the Amendment.

Section 4. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required 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 5. 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]	[]	[]	[]
Hon. Benjamin 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 January 21, 2020, 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 21 day of January, 2020.



Acting Secretary

[SEAL]