



Auburn Industrial
Development Authority

REGULAR MEETING MINUTES
AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY
Wednesday, February 20, 2019
First Floor Meeting Room
Chamber of Commerce, 2 State Street, Auburn, NY 13021

Board Present: William Andre (Vice-Chair & Member of Labor)
Tricia Kerr (Secretary & Member at Large)
Michael Quill (Council Member)
Jeff Gasper (School Board Member)
Brandon Gravius (Member of Industry)
Roger Beer (Member at Large)
Terry Cuddy (Council Member)
Ronald LaVarnway (Member at Large)

Board Excused: James Dacey (Chair & Member of Business)

Staff & Guests: Tracy Verrier, Executive Director
Samantha Frugé, Assistant Treasurer
Rob Poyer (Hancock Estabrook)
Stephan Chabot (Volpi Manufacturing)
Kevin Rizzo (Rizzo Construction)
Jen Duke (Rizzo Construction)
Karen Walter (City of Auburn Resident)
Dan Orzechowski (Auburn Citizen)

Mr. Andre, Vice-Chairman, called the meeting to order at 5:04pm, noting the presence of a quorum. Mr. Andre requested to move New Business up the agenda, beginning with the Authorizing Resolution for Volpi Manufacturing.

NEW BUSINESS

Authorizing Resolution: Volpi Manufacturing: Ms. Verrier introduced Stephan Chabot of Volpi Manufacturing. Mr. Chabot described the \$1.9 million renovation plan for their facility which included creating a cleanroom space and improving production logistics, moving the loading dock to a more efficient space, connecting both the manufacturing and corporate facilities, and making utility upgrades. He explained that the company had experienced significant growth within the last few years and anticipated \$40 million in sales within the next five years. Mr. Chabot explained that they were working on two large projects and needed to expand to secure that growth, adding that they received a \$320,000 grant from Empire State Development to help with the expansion. They were looking to break ground in late April/early May. He added that they had not finalized the local labor numbers yet but were working with the design firm, C&S, to figure that out. Mr. Andre noted that in his experience C&S is good about using local labor. Mr. LaVarnway asked how many new jobs would be created? Mr. Chabot said they currently have 29 employees and are looking to add at least 9. Ms. Kerr asked if the medical contracts were primarily driving their growth? Mr. Chabot explained the medical industry was a large factor of their growth. Their value proposition was that they provide both the engineering and the manufacturing, making them a one-stop-shop.

Mr. Quill stated that he had been to Volpi several times and was impressed with the facility and

James A. Dacey
Chairman

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employees, adding that he believed it would benefit the community to provide more jobs at the company. Mr. Cuddy agreed, noting he had also visited the facility and was likewise impressed. Ms. Verrier reviewed the application, noting Volpi was seeking a Sales & Use exemption only, totaling \$92,000 in benefit. They would be creating 9 jobs within 3 years and would add around \$620,000 in new payroll. Ms. Verrier noted that when the bidding was done, the company would need to come back to the Board if a local labor waiver was needed. Mr. Chabot was agreeable. Ms. Verrier explained that CEDA staff had conducted a SEAF because there was no planning application through the City due to the construction being interior. She added that that a SEQR resolution was needed in addition to the Authorizing Resolution.

Mr. Poyer then presented the following SEQR Resolution to the Board:

“RESOLUTION OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY ACCEPTING PARTS 2 AND 3 OF THE SHORT ENVIRONMENTAL ASSESSMENT FORM AND ISSUING “NEGATIVE DECLARATION” PERSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT RELATIVE TO AN AGENT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE VOLPI MANUFACTURING USA, CO., INC. PROJECT”

Mr. Quill moved to accept the SEQR Resolution, seconded by Mr. LaVarnway. The resolution was voted upon roll call vote as follows:

NAME	Yes	Nay	Absent	Abstain
JAMES DACEY			X	
WILLIAM ANDRE	X			
JEFF GASPER	X			
ROGER BEER	X			
TERRY CUDDY	X			
MICHAEL QUILL	X			
TRICIA KERR	X			
RON LAVARNWAY	X			
BRANDON GRAVIUS	X			

Motion passed.

Mr. Poyer presented the following Authorizing Resolution to the Board:

“RESOLUTION APPROVING THE GRANT OF FINANCIAL ASSISTANCE AND THE EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE “AUTHORITY”) OF AN AGENT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE VOLPI MANUFACTURING USA, CO., INC. PROJECT”

Mr. LaVarnway moved to accept the Authorizing Resolution, seconded by Mr. Quill. The resolution was voted upon roll call vote as follows:

NAME	Yes	Nay	Absent	Abstain
JAMES DACEY			X	

WILLIAM ANDRE	X
JEFF GASPER	X
ROGER BEER	X
TERRY CUDDY	X
MICHAEL QUILL	X
TRICIA KERR	X
RON LAVARNWAY	X
BRANDON GRAVIUS	X

Motion passed.

The Board thanked Mr. Chabot for his time and he left the meeting at 5:20pm.

MEETING MINUTES

Mr. Quill moved to accept the minutes from the December 19th Governance Committee Meeting, seconded by Mr. Cuddy. All members present voted in favor; motion passed. Mr. Cuddy moved to accept the minutes from the January 23rd Governance Committee Meeting, seconded by Mr. Quill. All members present voted in favor; motion passed. Mr. LaVarnway moved to accept the minutes from the January 23rd Regular Meeting, seconded by Mr. Gasper. All members present voted in favor; motion passed.

BILLS AND COMMUNICATIONS

Ms. Verrier reviewed a bill from Buffington & Hoatland for the FY2018 audit prep (\$2000). Ms. Verrier discussed a request from the NYSEDC to provide voluntary dues that would help cover costs associated with advocacy efforts related to state legislations that would affect IDAs. Ms. Verrier noted Mr. Dacey communicated that he would not be interested in participating and asked the Board if there was interest? Mr. LaVarnway asked what the operating budget was? Mr. Beer advised the operating budget was around \$700,000. Mr. Andre asked what the NYSEDC would use the dues for? Ms. Verrier explained they would use it for administration and staffing to increase their capacity to work with the state legislature on what legislation was reasonable for IDAs. Ms. Kerr asked if they received this request last year? Ms. Verrier said they had received similar requests in the past, but not every year. Mr. LaVarnway asked if they knew how the other IDAs were responding? Ms. Verrier said she did not. Mr. LaVarnway asked if there was a recommendation? Ms. Verrier explained she wasn't sure if they had the freedom in their budget to assist with this at this time. She suggested revisiting the idea closer to the end of the year, after a few projects had gone through and re-evaluate the budget then. Mr. Beer agreed. Ms. Verrier asked if the general consensus was to hold off for now and re-examine at the end of the year? The Board was agreeable. Mr. Gravius motioned to approve and pay the Buffington & Hoatland bill, seconded by Mr. LaVarnway. All members present voted in favor, motion carried.

REPORT OF THE TREASURER

Mr. Beer reviewed the January profit and loss and balance sheet, noting significant expenses for dues and audit prep that were budgeted and approved. He noted no income to date and \$31,000 was budgeted for income this year. Ms. Verrier advised that Volpi and Rizzo Construction will have administrative fees, and when they close they will see that income. Ms. Verrier advised that all September PILOTs had been collected and disbursed. PILOTs will be billed again this coming September following the release of the new tax rates. Mr. LaVarnway asked if PILOT payments were due by January 1st? Ms. Verrier confirmed they were. Mr. Cuddy motioned to approve the report of the treasurer, seconded by Ms. Kerr. All members present voted in favor, motion carried.

Ms. Verrier advised that they needed to make a bank transfer to avoid inactivity fees and requested a \$5000 transfer. Mr. Beer motioned to approve the bank transfer, seconded by Mr. LaVarnway. All members present voted in favor, motion carried.

UNFINISHED BUSINESS

CEDA Staff Update: Ms. Verrier discussed the upcoming events. Ms. Riester advised the Board that she was working with two projects and to expect their applications soon. Ms. Verrier reviewed several loan applications for the County loan program, noting one application will be reviewed at the next CCDC meeting in March and the other applications were still in the underwriting process.

NEW BUSINESS

Authorizing Resolution: Rizzo Construction: Ms. Verrier introduced Kevin Rizzo and Jennifer Duke from Rizzo Construction. Mr. Rizzo provided an overview of the project, explaining that the company purchased two parcels owned by the City and were in the process of relocating their business there. He added that they utilized local resources to construct a pole barn for equipment storage and were in the planning stages of building a facility for their corporate office. Ms. Verrier stated the project was seeking a Sales & Use and a Mortgage Recording exemption totaling \$43,105 in benefit. The project will create 15 new jobs and add around \$900,000 to their payroll. The company anticipated sales growth of \$1 million within three years, adding around \$78,000 in new sales tax revenue. She added that there would be no public hearing as the overall benefit was less than \$100,000. Mr. Beer asked how many were currently employed by the company? Mr. Rizzo explained the company's employment is seasonal, with peak employment of around 25 employees. Ms. Verrier added that the application listed 17 FTE which reflected the seasonality of positions. Mr. Andre asked if Rizzo Construction was another division of Upstate Paving? Ms. Duke explained that they split the companies.

Mr. Poyer presented the following Authorizing Resolution to the Board:

"RESOLUTION APPROVING THE GRANT OF FINANCIAL ASSISTANCE AND THE EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF AN AGENT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE F. RIZZO CONSTRUCTION, INC. PROJECT"

Mr. LaVarnway moved to accept the Authorizing Resolution, seconded by Mr. Quill. The resolution was voted upon roll call vote as follows:

NAME	Yes	Nay	Absent	Abstain
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JAMES DACEY		X
WILLIAM ANDRE	X	
JEFF GASPER	X	
ROGER BEER	X	
TERRY CUDDY	X	
MICHAEL QUILL	X	
TRICIA KERR	X	
RON LAVARNWAY	X	
BRANDON GRAVIUS	X	

The Board thanked Mr. Rizzo and Ms. Duke for their time and they left the meeting at 5:40pm.

Report of the Finance Committee: Ms. Verrier provided a report of the Finance Committee, noting the only change made to policies reviewed was to add the title “executive director” as the contracting officer on the property disposition policy. She advised the policy resolution would be on the next month’s agenda. Ms. Kerr added that the Committee made the decision to link the listing of AIDA’s available properties to the properties on the CEDA website to increase traffic and exposure.

ADJOURNMENT

Motion to adjourn made by Mr. Quill, seconded by Mr. LaVarnway. All members present voted in favor; meeting adjourned at 5:48pm.

Next regularly scheduled meeting Wednesday, March 20th, 2019 @ 5:00pm in the First Floor Conference Room of the Chamber Offices, 2 State St.

RESOLUTION
(Volpi Manufacturing USA, Co., Inc.,)

A regular meeting of Auburn Industrial Development Authority was convened at 2 State Street in the City of Auburn, on February 20, 2019 at 5:00 p.m.

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

RESOLUTION APPROVING THE GRANT OF FINANCIAL ASSISTANCE AND THE EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF AN AGENT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE VOLPI MANUFACTURING USA, CO., INC. PROJECT

WHEREAS, the Auburn Industrial Development Authority (the "**Authority**") is authorized and empowered by the provisions of the Auburn Industrial Development Authority Act, Chapter 915 of the 1969 Laws of New York constituting Title 15 of Article 8 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of New York, as amended (the "**Act**"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities, and facilities for use by a federal agency or medical facility, among others, and thereby to advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn and improve their medical care and standard of living; and

WHEREAS, Volpi Manufacturing USA, Co., Inc. (the "**Company**") has requested the Authority's assistance with a certain project (the "**Project**") consisting of: (i) the renovation by the Company of the interior of 1 existing building totaling approximately 14,000 square feet for use as clean room manufacturing and warehousing space (the "**Building**") located on land owned by the Company at 5 Commerce Way (Tax Map No. 108.81-1-1.2) in the City of Auburn totaling approximately 6.32 acres (the "**Land**"); and (ii) the acquisition and installation in and around the Building by the Company of certain items of machinery, equipment and other tangible personal property (the "**Equipment**" and, together with the Land and the Building, the "**Project Facility**"); and

WHEREAS, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn, New York by undertaking the Project in the City of Auburn, New York; and

WHEREAS, pursuant to Section 2307 of the Act, the Authority is not required to hold a public hearing with respect to the Project; and

WHEREAS, the Authority will appoint the Company as its true and lawful agent to undertake and complete the Project pursuant to the terms of an Agent and Financial Assistance

and Project Agreement to be dated as of March 1, 2019 (the "**Agent Agreement**") by and between the Authority and the Company; and

WHEREAS, the Authority has conducted SEQRA review in accordance with the regulations at 6 NYCRR 617, and has issued a negative declaration with respect to the Project; and

WHEREAS, the execution of the Agent Agreement and related documents, and the granting of financial assistance to the Company will help to improve the Project and enhance opportunities for the citizens of the City of Auburn.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

Section 1. The Company has presented an application in a form acceptable to the Authority. Based upon the representations made by the Company to the Authority in the Company's application, the Authority hereby finds and determines that:

(A) By virtue of the Act, the Authority 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;

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

(C) The action to be taken by the Authority will further the purposes of the Authority under the Act by increasing employment opportunities in the City of Auburn, preventing economic deterioration and otherwise furthering the purposes of the Authority as set forth in the Act;

(D) The Project will not result in the removal of a civic, commercial, 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 (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 Facility located within the State; and the Authority 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 Facility occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project Facility occupants in their respective industries;

Section 2. The Authority hereby approves financial assistance for the Project in the form of an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Project Facility or used in the acquisition, construction, renovation and equipping of the Project Facility.

Section 3. The Authority hereby appoints the Company as its true and lawful agent to (A) acquire, construct and equip the Project Facility; (B) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings, instructions, as the agent for the Authority, with

the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors, and to such other parties as the Company reasonable designates; and (C) to do all other things that may be requisite and proper for completing the Project, with the same powers and validity vested in the Authority; provided, however, that the agency shall expire on February 19, 2021, unless extended by the Authority.

Section 4. The Authority may, pursuant to Section 2326-a of the Act, recover or recapture from the Company, its agents, subagents, contractors, subcontractors, or any other party authorized to make purchases for the benefit of the Project (each a "**Company Party**" and, collectively, the "**Company Parties**"), any sales and use tax exemption benefits obtained or purported to be obtained by the Company Parties if it is determined that: (A) any Company Party is not entitled to sales and use tax exemption benefits; (B) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by any Company Party; (C) the sales and use tax exemption benefits are for property or services not authorized by the Authority as part of the Project; (D) the Company has made a material false statement in its application for financial assistance; and/or (E) the sales and use tax exemption benefits are taken in cases where a Company Party fails to comply with a material term or condition to use property or services in the manner approved by the Authority in connection with the Project (each a "**Recapture Event**").

As a condition precedent to receiving the financial assistance set forth in Section 2, above, the Company must, upon the Authority's determination that a Recapture Event has occurred, (A) cooperate with the Authority in its efforts to recapture any sales and use tax benefits; and (B) pay over to the Authority, on demand, any amounts required to be recaptured.

Section 5. The Chairman, Vice Chairman or any other officer of the Authority is and are hereby authorized, on behalf of the Authority, to execute and deliver the Agent Agreement, and related documents (collectively, the "**Authority Documents**") in the form and with such changes as shall be approved by the Chairman and/or Vice Chairman upon execution.

Section 6. The Chairman, Vice Chairman or any other officer of the Authority is and are hereby authorized, on behalf of the Authority, to execute and deliver the Authority Documents and any such other documents and agreements as may be necessary to carry out the intent of these resolutions; and, where appropriate, the Secretary or Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority to the Authority Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman and/or Vice Chairman of the Authority shall approve, the execution thereof by the Chairman and/or Vice Chairman of the Authority to constitute conclusive evidence of such approval; provided in all events recourse against the Authority is limited to the Authority's interest in the Project.

Section 7. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority 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 Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 8. These Resolutions shall take effect immediately.

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
James A. Dacey, Chairman			X	
William Andre, Member	X			
Jeff Gasper, Member	X			
Roger Beer, Member	X			
Terry Cuddy, Member	X			
Michael Quill, Member	X			
Tricia Kerr, Member	X			
Ronald LaVarnway, Member	X			
Brandon Gravius, Member	X			

This Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF CAYUGA) SS:

I, the undersigned Secretary of the Auburn Industrial Development Authority, DO
HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Auburn Industrial Development Authority (the "**Authority**"), including the resolution contained therein, held on February 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 Authority 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 Authority 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 Authority 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 Authority this 20th day of February, 2019.



(Assistant) Secretary

[SEAL]

SEQRA RESOLUTION
(Volpi Manufacturing USA, Co., Inc.,)

A regular meeting of Auburn Industrial Development Authority was convened at 2 State Street in the City of Auburn, on February 20, 2019 at 5:00 p.m.

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

**RESOLUTION OF THE AUBURN INDUSTRIAL
DEVELOPMENT AUTHORITY ACCEPTING PARTS 2 AND
3 OF THE SHORT ENVIRONMENTAL ASSESSMENT
FORM AND ISSUING "NEGATIVE DECLARATION"
PURSUANT TO THE STATE ENVIRONMENTAL QUALITY
REVIEW ACT RELATIVE TO AN AGENT AGREEMENT
AND RELATED DOCUMENTS WITH RESPECT TO THE
VOLPI MANUFACTURING USA, CO., INC. PROJECT**

WHEREAS, Volpi Manufacturing USA, Co., Inc. (the "**Company**") has requested the Authority's assistance with a certain project (the "**Project**") consisting of: (i) the renovation by the Company of the interior of 1 existing building totaling approximately 14,000 square feet for use as clean room manufacturing and warehousing space (the "**Building**") located on land owned by the Company at 5 Commerce Way (Tax Map No. 108.81-1-1.2) in the City of Auburn totaling approximately 6.32 acres (the "**Land**"); and (ii) the acquisition and installation in and around the Building by the Company of certain items of machinery, equipment and other tangible personal property (the "**Equipment**" and, together with the Land and the Building, the "**Project Facility**"); and

WHEREAS, pursuant to the State Environmental Quality Review Act (hereinafter "SEQRA"), the Authority caused to be prepared Part 1 of a Short Environmental Assessment Form dated February 13, 2019 for the Project (hereinafter "EAF");

WHEREAS, the Authority has determined that the Project constitutes an Unlisted Action under the State Environmental Quality Review Act ("**SEQRA**") pursuant to 6 NYCRR §617.2(ak), because it does not appear on either the Type I list set forth at 6 NYCRR 617.4, or the Type II list set forth at 6 NYCRR 617.5; and

WHEREAS, the EAF, having been reviewed by the Authority, was deemed adequate and accurate relative to the Project on February 20, 2019;

WHEREAS, there are no other interested or involved agencies for the Project and therefore the Authority will not conduct coordinated review;

WHEREAS, at the meeting held February 20, 2019, the Authority reviewed attached Part 2 of the Short EAF for the Project; and

WHEREAS, the Authority now desires to make its determination of significance in

accordance with the SEQRA Regulations at 6 NYCRR §617.7.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

1. Based upon a thorough examination and analysis of the EAF and review of the SEQRA regulations at 6 NYCRR Part 617 and based further on the Authority's knowledge of the area surrounding the Project and such further investigation of the Project and its environmental effects as the Authority has deemed appropriate, the Authority has identified the following relevant areas of environmental concern and makes the following findings with respect to the Project:
 - a. The Project constitutes an "Unlisted Action" as said quoted term is defined in the SEQRA regulations at 6 NYCRR §617.2(ak);
 - b. The Project will result in no significant environmental impacts and, therefore, is one which will not have a significant effect on the environment. Therefore, the Authority hereby determines that the Project will not have a significant effect on the environment, and the Authority will not require the preparation of an "Environmental Impact Statement" with respect to the Project;
 - c. As a consequence of the foregoing, the Authority has decided to prepare a "Negative Declaration" with respect to the Project;
 - d. The Authority hereby accepts the Negative Declaration set forth in Part 3 of the EAF attached hereto and authorizes it to be executed.
2. The Executive Director of the Authority is hereby directed to file a "Negative Declaration" with respect to the Project in the main office of the Authority and to provide a copy of the "Negative Declaration" to all Involved and Interested Agencies.
3. This Resolution shall take effect immediately.

THE FOREGOING RESOLUTION, was put to vote as follows:

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
James A. Dacey, Chairman			X	
William Andre, Member	X			
Jeff Gasper, Member	X			
Roger Beer, Member	X			
Terry Cuddy, Member	X			
Michael Quill, Member	X			
Tricia Kerr, Member	X			
Ronald LaVarnway, Member	X			
Brandon Gravius, Member	X			

This Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF CAYUGA) SS:

I, the undersigned Secretary of the Auburn Industrial Development Authority, DO
HEREBY CERTIFY:

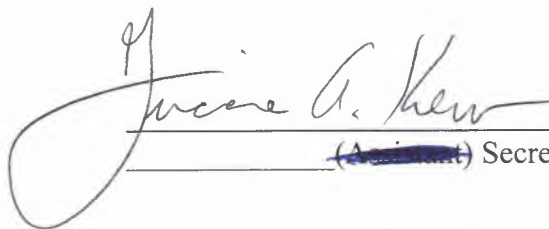
That I have compared the annexed extract of minutes of the meeting of the Auburn Industrial Development Authority (the "**Authority**"), including the resolution contained therein, held on February 20, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Authority 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 Authority 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 Authority 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 Authority this 20th day of February, 2019.



(~~Assistant~~) Secretary

[SEAL]

RESOLUTION
(F. Rizzo Construction, Inc.)

A regular meeting of Auburn Industrial Development Authority was convened at 2 State Street in the City of Auburn, on February 20, 2019 at 5:00 p.m.

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

RESOLUTION APPROVING THE GRANT OF FINANCIAL ASSISTANCE AND THE EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF AN AGENT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE F. RIZZO CONSTRUCTION, INC. PROJECT

WHEREAS, the Auburn Industrial Development Authority (the "**Authority**") is authorized and empowered by the provisions of the Auburn Industrial Development Authority Act, Chapter 915 of the 1969 Laws of New York constituting Title 15 of Article 8 of the Public Authorities Law, Chapter 43-A of the Consolidated Laws of New York, as amended (the "**Act**"), to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial and research facilities, and facilities for use by a federal agency or medical facility, among others, and thereby to advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn and improve their medical care and standard of living; and

WHEREAS, F. Rizzo Construction, Inc. (the "**Company**") has requested the Authority's assistance with a certain project (the "**Project**") consisting of: (i) the acquisition of 2 parcels of land located at 2 Commerce Way and 4 Commerce Way (Tax Map Nos. 108.73-1-1.12 and 108.73-1-1.13, respectively) in the City of Auburn totaling approximately 3.33 acres (the "**Land**"); (ii) the construction on the Land by the Company of (A) a new pole barn totaling approximately 6,000 square feet (the "**Pole Barn**"), and (B) a new 1 story, approximately 2,300 square feet office building (the "**Office**" and, together with the Pole Barn, the "**Buildings**"); and (iii) the acquisition and installation in and around the Land and Buildings by the Company of certain items of machinery, equipment and other tangible personal property (the "**Equipment**" and, together with the Land and the Building, the "**Project Facility**"); and

WHEREAS, the Authority desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of the City of Auburn, New York by undertaking the Project in the City of Auburn, New York; and

WHEREAS, pursuant to Section 2307 of the Act, the Authority is not required to hold a public hearing with respect to the Project; and

WHEREAS, the Authority will appoint the Company as its true and lawful agent to undertake and complete the Project pursuant to the terms of an Agent and Financial Assistance and Project

Agreement to be dated as of March 1, 2019 (the "**Agent Agreement**") by and between the Authority and the Company; and

WHEREAS, the Authority will acquire a leasehold interest in the Project Facility pursuant to the terms of a Lease Agreement to be dated as of March 1, 2019 (the "**Lease Agreement**") by and between the Authority and the Company; and

WHEREAS, the Company has requested the Authority to enter into a Leaseback Agreement to be dated as of March 1, 2019 (the "**Leaseback Agreement**") whereby the Company will lease the Project Facility from the Authority on the terms and conditions set forth therein; and

WHEREAS, in connection with the undertaking of the project, the Authority will join with the Company in a mortgage and other security documents (collectively, the "**Mortgage**") in favor of a lender or lenders reasonably satisfactory to the Company; and

WHEREAS, the City of Auburn Planning Board (the "**Planning Board**"), as lead agency, has issued a negative declaration with respect to the Project pursuant to the State Environmental Quality Review Act ("**SEQRA**"); and

WHEREAS, the execution of the Agent Agreement, the Lease Agreement, the Leaseback Agreement, the Mortgage and related documents (collectively, the "**Transaction Documents**"), and the granting of financial assistance to the Company will help to improve the Project and enhance opportunities for the citizens of the City of Auburn.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY AS FOLLOWS:

Section 1. The Company has presented an application in a form acceptable to the Authority. Based upon the representations made by the Company to the Authority in the Company's application, the Authority hereby finds and determines that:

(A) By virtue of the Act, the Authority 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;

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

(C) The action to be taken by the Authority will further the purposes of the Authority under the Act by increasing employment opportunities in the City of Auburn, preventing economic deterioration and otherwise furthering the purposes of the Authority as set forth in the Act;

(D) The Project will not result in the removal of a civic, commercial, 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 (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 Facility located within the State; and the Authority 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 Facility occupants from removing such other plant or

facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project Facility occupants in their respective industries;

Section 2. The Authority hereby approves financial assistance (the "**Financial Assistance**") for the Project in the form of (i) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Project Facility or used in the acquisition, construction, renovation and equipping of the Project Facility; and (ii) a partial exemption from all mortgage recording taxes with respect to any qualifying mortgage on the Project Facility to secure financings undertaken in furtherance of the Project.

Section 3. The Authority hereby appoints the Company as its true and lawful agent to (A) acquire, construct and equip the Project Facility; (B) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings, instructions, as the agent for the Authority, with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors, and to such other parties as the Company reasonable designates; and (C) to do all other things that may be requisite and proper for completing the Project, with the same powers and validity vested in the Authority; provided, however, that the agency shall expire on February 19, 2021, unless extended by the Authority.

Section 4. The Authority may, pursuant to Section 2326-a of the Act, recover or recapture from the Company, its agents, subagents, contractors, subcontractors, or any other party authorized to make purchases for the benefit of the Project (each a "**Company Party**" and, collectively, the "**Company Parties**"), the Financial Assistance obtained or purported to be obtained by the Company Parties if it is determined that: (A) any Company Party is not entitled to the Financial Assistance; (B) any portion of the Financial Assistance is in excess of the amounts authorized to be taken by any Company Party; (C) any portion of the Financial Assistance is for property or services not authorized by the Authority as part of the Project; (D) the Company has made a material false statement in its application for Financial Assistance; and/or (E) the Financial Assistance is taken in cases where a Company Party fails to comply with a material term or condition to use property or services in the manner approved by the Authority in connection with the Project (each a "**Recapture Event**").

As a condition precedent to receiving the Financial Assistance set forth in Section 2, above, the Company must, upon the Authority's determination that a Recapture Event has occurred, (A) cooperate with the Authority in its efforts to recapture any sales and use tax benefits and mortgage recording tax abatement benefits; and (B) pay over to the Authority, on demand, any amounts required to be recaptured.

Section 5. The Chairman, Vice Chairman or any other officer of the Authority is and are hereby authorized, on behalf of the Authority, to execute and deliver the Transaction Documents, and related documents (collectively, the "**Authority Documents**") in the form and with such changes as shall be approved by the Chairman and/or Vice Chairman upon execution.

Section 6. The Chairman, Vice Chairman or any other officer of the Authority is and are hereby authorized, on behalf of the Authority, to execute and deliver the Authority Documents and any such other documents and agreements as may be necessary to carry out the intent of these resolutions; and, where appropriate, the Secretary or Assistant Secretary of the Authority is hereby authorized to affix the seal of the Authority to the Authority Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman and/or Vice Chairman of the Authority shall approve, the execution thereof by the Chairman and/or Vice Chairman of the Authority to constitute

conclusive evidence of such approval; provided in all events recourse against the Authority is limited to the Authority's interest in the Project.

Section 7. The officers, employees and agents of the Authority are hereby authorized and directed for and in the name and on behalf of the Authority 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 Authority with all of the terms, covenants and provisions of the documents executed for and on behalf of the Authority.

Section 8. These Resolutions shall take effect immediately.

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

	<u>Yea</u>	<u>Nay</u>	<u>Absent</u>	<u>Abstain</u>
James A. Dacey, Chairman			X	
William Andre, Member	X			
Jeff Gasper, Member	X			
Roger Beer, Member				X
Terry Cuddy, Member	X			
Michael Quill, Member	X			
Tricia Kerr, Member	X			
Ronald LaVarnway, Member	X			
Brandon Gravius, Member	X			

This Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF CAYUGA) SS:

I, the undersigned Secretary of the Auburn Industrial Development Authority, DO
HEREBY CERTIFY:

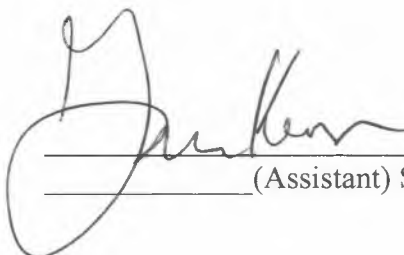
That I have compared the annexed extract of minutes of the meeting of the Auburn Industrial Development Authority (the "**Authority**"), including the resolution contained therein, held on February, 2019, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Authority 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 Authority 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 Authority 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 Authority this 20th day of February, 2019.



_____(Assistant) Secretary

[SEAL]