



Auburn Industrial
Development Authority

SPECIAL MEETING MINUTES
AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY
Wednesday, May 15, 2020 @ 2:00pm
Remote due to COVID-19

Board Present: James Dacey (Chair & Member of Business)
Roger Beer (Member at Large)
Brandon Gravius (Member of Industry)
Jeff Gasper (School Board Member)
Terry Cuddy (Council Member)
Jimmy Giannettino (Council Member)
Gwen Webber-McLeod (Member at Large)

Excused: William Andre (Vice-Chair & Member of Labor)
Ron LaVarnway (Member at Large)

Staff & Guests: Tracy Verrier, Executive Director
Samantha Frugé, Assistant Treasurer
Derek Simmonds, CEDA
Robert Poyer, Hancock Estabrook
Kevin McAuliffe, Barclay Damon LLP
Joseph Ranalli, Tessy Plastics
Chuck Mason, City of Auburn

Mr. Dacey, Chair called the meeting to order at 2:11pm, noting the presence of a quorum.

NEW BUSINESS

SEQRA Authorizing Resolution: Tessy Plastics: Mr. Dacey read the following into the meeting record:

"RESOLUTION OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") CLASSIFYING THE MEDICAL PRODUCTS, LLC PROJECT (AS MORE FULLY DESCRIBED BELOW) AS A TYPE II ACTION UNDER THE SEQRA ACT"

Ms. Verrier noted that this resolution was not approving benefits, but was an environmental review resolution. Mr. Poyer said that the SEQRA resolution was a type 2 action that indicates the project will not have a significant effect on the environment. He added this project would involve alterations inside the building and would not add or subtract floor space from the building. Mr. Giannettino motioned to approve the SEQRA resolution, seconded by Mr. Cuddy. Mr. McAuliffe asked Mr. Poyer if the project was considered an unlisted action opposed to a type 2 action which exempts the project from any need of the agency to make a determination? Mr. Poyer said that their environmental legal team reviewed and their determination was for a type 2 action. Mr. McAuliffe said that he thought the correct classification should be an unlisted action since it was not a type 1 action where land or building was being modified, and it was not a type 2 which is exempt. He requested that the resolution be amended to list the project as an unlisted action. Mr. Poyer said that he was fine with the amendment. Mr. Dacey asked if there was a motion to accept the resolution

James A. Dacey
Chairman

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as an unlisted action opposed to a type 2 action? Mr. Beer motioned to accept the resolution as amended, seconded by Mr. Giannettino.

The resolution was put to a 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			
JAMES GIANNETTINO	X			
GWEN WEBBER-MCLEOD	X			
RON LAVARNWAY			X	
BRANDON GRAVIUS	X			

Motion passed.

Authorizing Resolution: Tessy Plastics: Mr. Dacey read the following into the meeting record:

“RESOLUTION APPROVING THE GRANT OF FINANCIAL ASSISTANCE AND THE EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF AN AGENT AGREEMENT, AMENDED AND RESTATED LEASE AGREEMENT, AMENDED AND RESTATED LEASEBACK AGREEMENT, SECOND AMENDED AND RESTATED PILOT AGREEMENT, AND RELATED DOCUMENTS WITH RESPECT TO THE TESSY MEDICAL PRODUCTS, LLC PROJECT”

Mr. Cuddy motioned to approve the authorizing resolution, seconded by Mr. Gravius. Mr. Dacey asked if there was any discussion? Ms. Verrier said that the resolution authorizes a sales and use tax exemption and a PILOT agreement. She explained that they have been working with Tessy over the last week to negotiate the recapture policy and the language regarding the recapture waiver is included in the resolution. The waiver that was negotiated includes a termination right to the IDA under the circumstance that the facility becomes vacant for a period of time. It states that if employment levels drop below 25 FTEs, the company has 18 months to provide a reuse plan and 6 months for implementation. If the project does not submit or adhere to the reuse plan, then the IDA could terminate the PILOT. The waiver provides accountability and protection for the IDA and flexibility for Tessy considering the circumstances. Mr. Giannettino noted that the IDA has a dual purpose in protecting public trust while also helping local businesses. He said that when the project was originally presented he had concerns about completely waiving the recapture clause, however he understood where the company was coming from in that request. He thanked Tessy for compromising with the IDA and noted his support for the project.

The resolution was put to a 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			
JAMES GIANNETTINO	X			
GWEN WEBBER-MCLEOD	X			

RON LAVARNWAY

X

BRANDON GRAVIUS

X

Motion passed.

ADJOURNMENT

Motion to adjourn made by Mr. Gravius, seconded by Mr. Gasper. All members present voted in favor; meeting adjourned at 2:25pm.

Next regularly scheduled meeting Wednesday, June 17th, 2020 @ 5:00pm.

RESOLUTION

RESOLUTION

(Tessy Plastics Medical Products, LLC Project)

A regular meeting of Auburn Industrial Development Authority was convened on May 15, 2020 via teleconference and video conference at 2:30 p.m

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

RESOLUTION NO. ____

RESOLUTION OF THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") CLASSIFYING THE MEDICAL PRODUCTS, LLC PROJECT (AS MORE FULLY DESCRIBED BELOW) AS A TYPE II ACTION UNDER THE SEQRA ACT

WHEREAS, Tessy Medical Products, LLC (the "**Company**") has requested the Authority's assistance with a certain project (the "**2020 Project**") consisting of (i) the acquisition of 1 parcel of land located at 4900 Tech Park Boulevard (Tax Map No. 108.72-1-2) in the City of Auburn, New York totaling approximately 30.70 acres (the "**Land**") improved by 1 building totaling approximately 436,300 square feet (the "**Existing Improvements**"); (ii) the renovation and equipping by the Company as agent of the Authority of the Existing Improvements for use as manufacturing space (the "**2020 Improvements**"); (iii) the acquisition and installation in and around the Existing Improvements and the 2020 Improvements by the Company of certain items of machinery, equipment, and other tangible personal property (the "**2020 Equipment**" and, together with the Land, the Existing Improvements, and the 2020 Improvements, the "**2020 Project Facility**"); and

WHEREAS, the Authority has reviewed Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended ("**SEQRA**") and the Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "**Regulations**"); and

WHEREAS, the 2020 Project does not appear to constitute a Type I Action pursuant to 6 NYCRR §617.4;

WHEREAS, the 2020 Project appears to be a Type II Action pursuant to 6 NYCRR § 617.5(c);

WHEREAS, pursuant to 6 NYCRR § 617.5(c)(1), actions that involve "maintenance or repair involving no substantial change in an existing structure or facility" are Type II Actions;

WHEREAS, pursuant to 6 NYCRR § 617.5(c)(2), actions that involve "replacement, rehabilitation or reconstruction of a structure or facility, in-kind, on the same site . . ." are Type II Actions;

WHEREAS, pursuant to 6 NYCRR § 617.5(c)(8), actions that involve “routine activities, including expansion of existing facilities by less than 10,000 square feet of gross floor area” are Type II Actions;

WHEREAS, pursuant to the SEQRA regulations at 6 NYCRR §§ 617.5(a) and 617.6(a)(i), Type II actions have been determined not to have a significant impact on the environment and are not subject to review under SEQRA; and

WHEREAS, the Authority now desires to make its SEQRA classification for the Project pursuant to the SEQRA regulations at 6 NYCRR § 617.6(a).

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

1. Based upon a thorough review of the SEQRA regulations at 6 NYCRR Part 617 and based further on the Authority’s knowledge of the 2020 Project and such further investigation of the Project and its environmental effects as the Authority has deemed appropriate, the Authority finds that:
 - a. the 2020 Project constitutes a SEQRA Type II action pursuant to 6 NYCRR § 617.5(c);
 - b. the 2020 Project will not have a significant impact on the environment; and
 - c. the 2020 Project is not subject to further SEQRA review.
2. This resolution shall take effect immediately.

Upon motion duly made and seconded, the question of the adoption of the foregoing Resolution was duly put to a vote, which resulted as follows:

	<u><i>Yea</i></u>	<u><i>Nay</i></u>	<u><i>Absent</i></u>	<u><i>Abstain</i></u>
James A. Dacey, Chair				
William Andre, Member				
Gwen Webber-Mcleod, Member				
Terry Cuddy, Member				
Jeff Garper, Member				
Roger Beer, Member				
Ron LaVarnway, Member				
James Gianettino, Member				
Brandon Gravius, Member				

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 May 15, 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 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), as modified by Executive Order No. 202 of 2020 (as continued from time to time), 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 _____ day of May, 2020.

(Assistant) Secretary

[SEAL]

RESOLUTION
(Tessy Medical Products, LLC Project)

A special meeting of Auburn Industrial Development Authority was convened via teleconference and videoconference, in the City of Auburn on May 15, 2020 at 2:30 p.m.

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

RESOLUTION NO. ____

RESOLUTION APPROVING THE GRANT OF FINANCIAL ASSISTANCE AND THE EXECUTION BY THE AUBURN INDUSTRIAL DEVELOPMENT AUTHORITY (THE "AUTHORITY") OF AN AGENT AGREEMENT, AMENDED AND RESTATED LEASE AGREEMENT, AMENDED AND RESTATED LEASEBACK AGREEMENT, SECOND AMENDED AND RESTATED PILOT AGREEMENT, AND RELATED DOCUMENTS WITH RESPECT TO THE TESSY MEDICAL PRODUCTS, LLC 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, Tessy Medical Products, LLC (the "**Company**") has requested the Authority's assistance with a (the "**2020 Project**") consisting of (i) the lease of 1 parcel of land located at 4900 Tech Park Boulevard (Tax Map No. 108.72-1-2) in the City of Auburn, New York totaling approximately 30.70 acres (the "**Land**") improved by 1 building totaling approximately 436,300 square feet (the "**Existing Improvements**"); (ii) the renovation and equipping by the Company as agent of the Authority of the Existing Improvements for use as manufacturing space (the "**2020 Improvements**"); (iii) the acquisition and installation in and around the Existing Improvements and the 2020 Improvements by the Company of certain items of machinery, equipment, and other tangible personal property (the "**2020 Equipment**" and, together with the Land, the Existing Improvements, and the 2020 Improvements, the "**2020 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 has held a public hearing with respect to the Project; and

WHEREAS, the Authority has determined that the Project constitutes a "Type II Action" within the meaning of the New York State Environmental Quality Review Act;

WHEREAS, the Authority will appoint the Company as its true and lawful agent to undertake and complete the 2020 Project pursuant to the terms of an Agent and Financial Assistance and Project Agreement to be dated as of May 15, 2020 (the "**Agent Agreement**") by and between the Authority and the Company; and

WHEREAS, Tessy Plastics Corp ("**Tessy Plastics**") previously requested the Authority's assistance with a certain project (the "**2016 Project**") consisting of: (i) the lease of the Land and Existing Improvements; (ii) the renovation and equipping by Tessy Plastics as agent of the Authority of the Existing Improvements for use as warehouse space (the "**2016 Improvements**"); (iii) the acquisition and installation in and around the Existing Improvements and the 2016 Improvements by Tessy Plastics of certain items of machinery, equipment, and other tangible personal property (the "**2016 Equipment**" and, together with the Land, the Existing Improvements, and the Improvements, the "**2016 Project Facility**"); and

WHEREAS, Tessy Auburn Facility, LLC ("**Tessy Auburn**") is the fee owner of the Land and Existing Improvements; and

WHEREAS, Tessy Auburn, as landlord, and Tessy Plastics, as tenant, entered into that certain lease of the Land and Existing Property dated as of December 28, 2016 (the "**Plastics Lease**"), a memorandum of which was recorded in the Cayuga County Clerk's Office as Instrument Number 201600168071; and

WHEREAS, Tessy Plastics and the Authority entered into a certain Lease Agreement (the "**2016 Lease Agreement**") and Leaseback Agreement (the "**2016 Leaseback Agreement**" and, together with the Lease Agreement, the "**Authority Leases**") each dated as of December 21, 2016, memoranda of which were recorded in the Cayuga County Clerk's Office as Instrument Numbers 2016-00168076 and 2016-00168075, pursuant to which, respectively, Tessy Plastics leased to the Authority and the Authority leased back to Tessy Plastics, the Property; and

WHEREAS, with the permission of Tessy Auburn and the Authority, Tessy Plastics and AAF-McQuay Real Property Inc. entered into that certain lease for a portion of the Property dated as of December 28, 2016, as amended from time to time (the "**McQuay Lease**"); and

WHEREAS, with the consent of Tessy Auburn and the Authority, Tessy Plastics wishes to assign to Tessy Medical and Tessy Medical wishes to assume from Tessy Plastics all of Tessy Plastics's right, title, and interest in and obligations under the Plastics Lease, the Authority Leases, and the McQuay Lease pursuant to an Assignment and Assumption dated the date hereof (the "**Assignment and Assumption**"); and

WHEREAS, the Authority will now acquire a leasehold interest in the 2020 Project Facility pursuant to the terms of an Amended and Restated Lease Agreement to be dated as of May 15, 2020 (the "**Lease Agreement**") by and between the Authority and the Company; and

WHEREAS, the Company has requested the Authority to enter into an Amended and Restated Leaseback Agreement to be dated as of May 15, 2020 (the "**Leaseback Agreement**") whereby the Company will lease the 2020 Project Facility from the Authority on the terms and conditions set forth therein; and

WHEREAS, the Company has requested the Authority to enter into a Second Amended and Restated PILOT Agreement to be dated as of May 15, 2020 (the "**PILOT Agreement**") requiring the Company to make payments in lieu of taxes with respect to the Project Facility equal to a fixed assessment multiplied by the then-current tax rate; and

WHEREAS, the Agent Agreement, Lease Agreement, the Leaseback Agreement, the PILOT Agreement, and related documents are presented to this meeting for approval and the execution thereof will help to improve the Project and enhance opportunities for the citizens of the City of Auburn; and

WHEREAS, in connection with the undertaking of the 2020 Project, the Company has requested that the Authority grant the Company a waiver from (i) certain recapture provisions of the Authority's Uniform Tax Exemption Policy; and (ii) the Authority's Local Labor Policy.

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; and

(D) The 2020 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 2020 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 2020 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 2020 Project is reasonably necessary to discourage the 2020 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 2020 Project Facility occupants in their respective industries.

Section 2. The Authority hereby approves financial assistance for the 2020 Project including (A) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the 2020 Project Facility or used in the acquisition,

construction, renovation and equipping of the 2020 Project Facility; and (B) an abatement or exemption from real property taxes levied against the Project Facility pursuant to the Second Amended and Restated PILOT Agreement. The financial assistance shall include deviations from the Authority's Uniform Tax Exemption Policy for the reasons set forth on Exhibit "A" attached to this Resolution. In addition, the Authority waives its Local Labor Policy for the reasons set forth on Exhibit "B" attached to this Resolution.

Section 3. The Authority hereby appoints the Company as its true and lawful agent to (A) acquire, construct and equip the Project; (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 December 20, 2018, unless extended by the Authority.

Section 4. Subject to the deviations and waivers set forth in Section 2 of these Resolutions, 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; (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; and/or (F) if the Company obtains mortgage recording tax abatement benefits or real property tax abatements and fails to comply with a material term or condition to use property or services in a 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 and/or any other officer of the Authority and are hereby authorized, on behalf of the Authority, to execute and deliver the Agent Agreement, Lease Agreement, Memorandum of Lease Agreement, Leaseback Agreement, Memorandum of Leaseback Agreement, the PILOT Agreement, and related assignments, documents and instruments (collectively, the "**Authority Documents**") in the form presented at this meeting with such changes as shall be approved by the Chairman and/or Vice Chairman upon execution.

Section 6. The Chairman, Vice Chairman and/or any other officer of the Authority 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 execution and delivery of the Authority Documents by the Authority as contemplated herein shall be subject to: (A) agreement by the Company and the Authority to the final form of the Authority Documents; (B) agreement between the Company and the Authority as to payment by the Company of the administrative fee of the Authority, if any; and (C) the Authority's adherence to the procedures for deviation from the Authority's uniform tax exemption policy set forth in Section 2315 of the Act prior to execution and delivery of the Amended and Restated PILOT Agreement.

Section 8. 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 9. 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				
William Andre, Member				
Gwen Webber-Mcleod, Member				
Jeff Gasper, Member				
Terry Cuddy, Member				
Roger Beer, Member				
Ron LaVarnway, Member				
James Giannettino, Member				
Brandon Gravius, Member				

This Resolution was thereupon duly adopted.

EXHIBIT "A"

REASONS FOR DEVIATION FROM UNIFORM TAX EXEMPTION POLICY

The Authority proposes to deviate from its Uniform Tax Exemption Policy by granting the Company an partial waiver from its Recapture Policy.

The reasons for deviation are as follows:

- The nature of the 2020 Project means that the number of FTE employees is extremely difficult or impossible to project
- In the event the FTE at the 2020 Project Facility falls below 25, the Authority has retained the right to terminate the Leaseback Agreement and future PILOT Payments if the company does not submit and implement a plan for the adaptation of the operations within the Project Facility and the restoration of the employment level of at least one hundred and fifty (150) FTEs, but is waiving recapture under such circumstances
- The Authority has maintained Recapture rights based on other metrics

EXHIBIT "B"

REASONS FOR WAIVER OF THE LOCAL LABOR POLICY

The Authority proposes to waive its Local Labor Policy.

The reasons for deviation are as follows:

- 2020 Project requires that the Company construct and equip the 2020 Project Facility within approximately 13 weeks from the date of these Resolutions. It is not anticipated that the Company will have sufficient time to bid the 2020 Project using local contractors and suppliers.

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 May 15, 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 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), as modified by Executive Order No. 202 of 2020, as continued from time to time, 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 as so modified.

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 ____day of May, 2020

Samantha Fruge, Assistant Secretary