

**ALLEGANY COUNTY
INDUSTRIAL DEVELOPMENT AGENCY**

Crossroads Commerce Center
May 12, 2022
10:00 a.m.

https://www.youtube.com/channel/UCXJ1KZ_F90Z77-JQxeHzDXQ?

AGENDA

Approval of Minutes

Board Minutes April 14, 2022
Public Hearing Minutes May 4, 2022

Treasurer's Report

- Abstract Report – Expenses May
- Banking & Financial Summary May

Building Maintenance Report

Executive Session- discussion of contractual/legal issue

Action Items

- Resolution regarding SEQR – ARVOS Ljungstrom Project
- Resolution regarding financial assistance - ARVOS Ljungstrom Project
- Set meeting to consider financial assistance – OYA Chenuda LLC Independence
- Set meeting to consider SEQR review – OYA Chenuda LLC Independence
- Resolution to approve Labella settlement for waterline

Old Business

- Review of Hume Solar project
- Other Solar project updates
- Microenterprise Grant – next phase
- Update Crossroads engineering study
- Status small business grant CBDG CARES act program

New Business

Good of the Order

Next Meeting / Adjournment

OPEN ACUC MEETING

Allegany County Industrial Development Agency

April 14, 2022

Crossroads Conference Center, Belmont, New York 14813

ACIDA.org

OPENING REMARKS

Chairman Ewell called the meeting to order, in person, at 10:00 A.M. and asked the Board if there were any conflicts of interest. There were no conflicts stated.

- Present: Richard Ewell, Judith Hopkins, Douglas Frank and John Ricci.
- Absent: Randy Shayler.
- Present by Telephone: Ward "Skip" Wilday.
- Others present: Dr. Craig Clark, IDA Executive Director & Pam Common, Recording Secretary.

Live streaming on YouTube at: <https://www.youtube.com/watch?v=HBrpF2QYZ5Q>

EXECUTIVE SESSION

A motion was made by J. Hopkins and, seconded by D. Frank, to enter into Executive Session, for a discussion of contractual/legal issues. All members were in favor, by a vote of 5-0, with no opposition or further comment.

At 10:30 am, a motion was made by J. Ricci and, seconded by J. Hopkins, to end the Executive Session and return to the regular IDA meeting. All members were in favor, by a vote of 5-0. There was no opposition or further discussion.

MINUTES

- **Minutes of the IDA Board Meeting of 03-10-2022-** A motion was made by J. Ricci and, seconded by J. Hopkins, to approve the March 10, 2022 IDA Board minutes. There was no discussion. All members were in favor of the approval of the minutes, by a vote of 5-0, with no opposition.

TREASURER'S REPORT

- **Abstract- April, 2022-** A motion was made by J. Hopkins and, seconded by D. Frank, to approve the April, 2022 Abstract report. There was no discussion, questions or opposition. All members approved the Abstract reports, by a vote of 5-0.
-

Banking & Financial Summary

- A motion was made by D. Frank and, seconded by J. Ricci, approving the Banking & Financial Summaries for April, 2022. All members were in favor by a vote of 5-0, with no further discussion.

- **Resolution to set Public Hearing-OYA Chenunda Creek, LLC project-**A motion was made by J. Hopkins and, seconded by D. Frank, to approve the resolution. There was no opposition or further discussion.

Voice vote, as follows:

J. Ricci—Aye J. Hopkins—Aye D. Frank—Aye
S. Wilday—Aye R. Ewell—Aye

- **Resolution Notice of Intent to act as Lead Agency under SEQRA-OYA Chenunda Creek, LLC project-**A motion was made by J. Hopkins and, seconded by J. Ricci, to approve the resolution.

Voice vote, as follows:

J. Hopkins—Aye J. Ricci—Aye S. Wilday—Aye
D. Frank—Aye R. Ewell—Aye

OLD BUSINESS

- **Review of the Hume Solar Project-C.** Clark states, the Hume Town Board is at the final stage of signing their agreement. They have agreed to a dollar value and they are waiting on a question about how the PILOT would be paid, once the panels are taken down. If they decommission the panels, there will no longer be a PILOT, as the project will end. Once that is finalized, they will have an agreement and we can move forward on our actions.
- **Other Solar Project updates-**A spreadsheet was given to the Board, regarding the status of the ongoing, solar projects. C. Clark states, because we are doing so many solar projects, he has put them on this spreadsheet and plans to archive the closed projects, on a second sheet. The Rushford and Burns projects are complete and operational. These could be archived, as well as, Project Block, which was a cancelled project. We have gone through our actions, for these projects and will add the new projects. Several of the projects are preparing to finish the paperwork and close with the PILOTS in place.
- **Microenterprise Grant-Next Phase-C.** Clark states, the Microenterprise Grant is finished. We are awaiting that closure, officially, with CBDG and the Department of State. Then, we can go ahead with another application, for \$200,000.00. They are happy with our contract, closing it within the June contract timeline. We finished in January. The Microenterprise Grant has gone well and, we will follow up with all seven grantees. Most of them are doing well but, it would be nice to know, long term, how they are continuing to work. The turnaround for the next grant should be pretty quick, a month or two. The plan is to have it by this summer. We already have applicants interested and they are going through training, right now. The training is through Accord and Incubator Works. This training helps them develop a true business plan.
- **Travel Center Update-C.** Clark states, CPL has completed the geotechnical work and the wetlands delineation. Surveys are scheduled for this week. Then, we can look back, once we received the data, sit down with CPL, and discuss the preliminary design. We are getting close to receiving the layout.

**PUBLIC HEARING PURSUANT TO
SECTION 147(f) OF
THE INTERNAL REVENUE CODE
AND SECTION 859-a OF THE GENERAL MUNICIPAL LAW**

Agency:	Allegany County Industrial Development Agency
Project Beneficiary:	Arvos Ljungstrom, LLC
Project Location:	3020 Truax Road, Wellsville, NY Allegany County, New York 14895
Hearing Date:	May 4, 2022
Hearing Time:	6:00 o'clock, p.m.
Hearing Location:	David A. Howe Library, 155 N. Main Street, Wellsville, Allegany County, New York 14895

Opening Remarks

Dr. Clark: Good evening. My name is Craig R. Clark and, I am the Executive Director of the Allegany County IDA, in connection with this Project, which is the subject of this Public Hearing, on May 4, 2022, at the David Howe Library, in the Town of Wellsville, NY. We are holding this Public Hearing to allow citizens to make a statement, for the record, relating to the involvement of the Agency, to a project, for the benefit of Arvos Ljungstrom, LLC., a State of Delaware Limited Liability Company.

The Proposed Project consists of the following: An interest in working with, approximately 36.3 acres, which is going to be expanding internally, about 20 percent. This will include, working on the 250,400 square foot building, modification of approximately 20,000 square feet of the building, to temperature and humidity-controlled environment, incorporating a shed extension of the Existing Facility to protect the various booths and auxiliary equipment from the elements and other required improvements of the Existing Facility including machinery, equipment and other personal property. All of the foregoing to constitute a manufacturing Facility to be owned and operated by the Company that owns the land. I intend to provide general information on the agency's general authority and public purpose to provide assistance on this proposed project. I will, then, open the comments period to receive comments, from all present, who wish to comment on the proposed project or the financial assistance package, contemplated by the agency.

Amount of Financial Assistance Being Considered by the Agency

Before discussing the general information and opening the public hearing, for public comments, I would like to estimate the cost of the proposed project.

The estimated costs of the Proposed Project are equal to approximately \$10,697,108.00 and the estimated benefits, by the Agency are described briefly as follows:

1. Sales Tax Exemption: \$1,653,000.00.
2. Mortgage Recording Tax Exemption: \$75,000.00.
3. Real Property Tax Exemption: \$4,091,658.00.

Open Public Hearing to the Floor for Comments

Dr. Clark: I will now open this Public Hearing, for public comment, at 6:05 o'clock, p.m. Anyone who wishes to make a public comment, please raise your hand, I will call on you. Please wait to be recognized. Once recognized, stand, state your name and address, for the record. My guess, it will be short comments tonight. Please keep your comments to three minutes. When everyone has had the opportunity to speak, I will conclude the Public Hearing. To be assured we don't close this too quickly, we will wait, at least 15 minutes, in case someone shows up late. The clock is on and we will run until 6:21 p.m. unless the public shows up with questions.

Formal closure of the public hearing

Dr. Clark: Now, we will go forward, since there are no comments, I will now close the Public Hearing, at 06:21 o'clock, p.m., on May 4, 2022. I would like to thank both of you for attending, (Greg Moscato and Jeff Gallo) and, if there are any others comments, we will add your comments to the Public Hearing. Thank you.

Attendees:

Dr Craig Clark, Executive Director of the Allegany County Industrial Development Agency.
Greg Moscato, Vice President and Chief Officer of Human Resources, Arvos Ljungstrom, LLC.
Jeff Gallo, Director of Manufacturing, Arvos Ljungstrom, LLC.

The description of the proposed project is referenced below.

Notice is hereby given that a public hearing pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the "Act") will be held by Allegany County Industrial Development Agency (the "Agency") on the 4th day of May, 2022 at 6:00 p.m., local time, at The David A. Howe Library, 155 North Main Street, in the Town of Wellsville, Allegany County, New York in connection with the following matters:

Arvos Ljungstrom LLC, a State of Delaware limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in an approximately 1.37 acre portion of an approximately 36.30 acre parcel of land located at 3020 Truax Road (tax map number 226.-1-28) in the Town of Wellsville, Allegany County, New York (the "Land"), together with an existing approximately 253,400 square foot building located thereon (the "Existing Facility"), (2) the modification of approximately 20,000 square feet of the Existing Facility to temperature and humidity-controlled environment, incorporating a shed extension of the Existing Facility to protect the various booths and auxiliary equipment from the elements and other required improvements (the Existing Facility and all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the "Equipment"), all of the foregoing to constitute a manufacturing facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain

2022-May IDA Account Balances - As of 5/18/2022

Account	5/18/2022 Balance
Bank Accounts	
Community Checking IDA	128,795.87
First Citizens-IDA	256,754.88
TOTAL Bank Accounts	385,550.75
Liability Accounts	
Crossroads Mortgage	-189,120.52
OFA Mortgage	-423,020.01
TOTAL Liability Accounts	-612,140.53
OVERALL TOTAL	-226,589.78

2022-March IDA Banking Summary

4/18/2022 through 5/18/2022

Category	4/18/2022- 5/18/2022
Advertising	298.77
Professional fees	
Consulting	8,540.00
TOTAL Professional fees	8,540.00
TOTAL IDA-Expense	8,838.77
OFA - Expense	
Cleaning	681.46
Supplies	225.65
TOTAL Cleaning	907.11
interest	
mortgage	1,773.34
TOTAL interest	1,773.34
Maintenance	437.50
Other	689.07
TOTAL Maintenance	1,126.57
Refuse	104.71
supplies	209.00
Utilities	
Water Machine	45.00
TOTAL Utilities	45.00
TOTAL OFA - Expense	4,165.73
TOTAL EXPENSES	18,428.10
TRANSFERS	
TO Crossroads Mortgage	-2,217.96
TO OFA Mortgage	-3,296.70
TOTAL TRANSFERS	-5,514.66
OVERALL TOTAL	-6,366.76

2022-MAY IDA Abstract

4/18/2022 through 5/18/2022 (Accrual Basis)

Page 1

5/9/2022

Date	Account	Num	Category	Memo	Amount
INCOME					
Allegany County Area Foundation					
4/27/2022	Comm...	DEP	Crossroads-Income:Rental Income:AC Area Fo...	Lease:Apr/May/June 2022 payment Ck#3008	17,576.00
Allegany County Treasurer					
5/1/2022	Comm...	ACH	OFA - Income:Rental Income	OFA-VETS Lease - May 2022	1,575.00
5/1/2022	Comm...	ACH	Crossroads-Income:Rental Income:AC EMS-EM...	EMS.OES ACIDA Crossrds Lease May 2022	1,575.00
5/1/2022	Comm...	ACH	Crossroads-Income:Rental Income:AC DEV-PL...	PLN/DEV/TOURISM Crossroads Lease - May 2022	14,501.00
Medical Transport Service, Inc.					
4/27/2022	Comm...	DEP	Crossroads-Income:Conference Room Fees	Conference Room Training Fee for 04/24/22	8,700.00
Oya Solar NY, L.P.					
4/27/2022	Comm...	DEP	IDA Income:PILOT Application fee payment	PILOT app Fee Oya Chenunda Creek Solar Proj ck#120	3,005.00
Stone Audiology					
5/2/2022	Comm...	DEP	Crossroads-Income:Rental Income:Audio Care	May 2022 Lease ck#5593	500.00
Venture Forthe					
5/2/2022	Comm...	DEP	Crossroads-Income:Rental Income:Audio Care	Lease: May 2022 ck#112422	450.00
EXPENSES					
No Payee					
5/9/2022	Comm...	Print			-101,055.30
Advantage Cleaning Service, Inc					
5/12/2022	Comm...	1974	OFA - Expense:Maintenance:Other	OFA Carpet cleaning Inv#5466	0.00
Argentieri Brothers					
5/12/2022	Comm...	1975	Crossroads-Expense:Cleaning	Linens / Rugs April 2022 555296/556896	0.00
Belmont Lumber & Hardware					
5/12/2022	Comm...	1976	...--Split--	Acct#279 Crossrds/OFA maint spls	-689.07
Community Bank #1					
4/29/2022	Comm...	EFT	...--Split--	Crossroads Mortgage-Acct #9300005901 Feb '22	-60.90
Community Bank #3					
4/21/2022	Comm...	EFT	...--Split--	OFAVETS Mtg #1012104218 Apr'22-due 04-21-2022	-315.36
CPL ARCHITECTURE ENGINEERING PLANNING					
5/12/2022	Comm...	1977	IDA-Expense:Professional fees:Consulting	Inv#81793-Trav Ctr-Proj Develop.Survey.Map.Prelim Geotec...	-315.36
LaBella Associates, PC					
5/12/2022	First C...	Print	ACUC - Expense:Water Line Contractor Fees	ACUC Waterline Final Settlement Agreement	-3,123.51
LaForge Disposal					
5/12/2022	Comm...	1982	...--Split--	Acct#951-Disposal Service-May 2022	-3,123.51
Pro Clean Solutions					
5/12/2022	Comm...	1978	...--Split--	Inv#INV52368-Cleaning & Spls Apr'22	-5,070.04
EXPENSES					
No Payee					
5/9/2022	Comm...	Print			-8,540.00
Advantage Cleaning Service, Inc					
5/12/2022	Comm...	1974	OFA - Expense:Maintenance:Other	OFA Carpet cleaning Inv#5466	-8,540.00
Argentieri Brothers					
5/12/2022	Comm...	1975	Crossroads-Expense:Cleaning	Linens / Rugs April 2022 555296/556896	-77,112.54
Belmont Lumber & Hardware					
5/12/2022	Comm...	1976	...--Split--	Acct#279 Crossrds/OFA maint spls	-77,112.54
Community Bank #1					
4/29/2022	Comm...	EFT	...--Split--	Crossroads Mortgage-Acct #9300005901 Feb '22	-209.42
Community Bank #3					
4/21/2022	Comm...	EFT	...--Split--	OFAVETS Mtg #1012104218 Apr'22-due 04-21-2022	-209.42
CPL ARCHITECTURE ENGINEERING PLANNING					
5/12/2022	Comm...	1977	IDA-Expense:Professional fees:Consulting	Inv#81793-Trav Ctr-Proj Develop.Survey.Map.Prelim Geotec...	-1,664.94
LaBella Associates, PC					
5/12/2022	First C...	Print	ACUC - Expense:Water Line Contractor Fees	ACUC Waterline Final Settlement Agreement	-1,664.94
LaForge Disposal					
5/12/2022	Comm...	1982	...--Split--	Acct#951-Disposal Service-May 2022	-1,664.94
Pro Clean Solutions					
5/12/2022	Comm...	1978	...--Split--	Inv#INV52368-Cleaning & Spls Apr'22	-1,664.94

2022-May First Citizens Account Balance - As of 5/18/2022

Account	5/18/2022 Balance
Bank Accounts	
First Citizens-IDA	256,754.88
TOTAL Bank Accounts	256,754.88
OVERALL TOTAL	256,754.88

2022-May First Citizens Abstract
4/18/2022 through 5/18/2022 (Accrual Basis)

Date	Account	Num	Category	Memo	Amount
EXPENSES					
LaBella Associates, PC					
5/12/2022	First Citize...Print		ACUC - Expense:Water Line Contractor ...	ACUC Waterline Final Settlement Agreem...	-77,112.54
					-77,112.54
					-77,112.54
OVERALL TOTAL					-77,112.54

2022-May CRC Account Balance - As of 5/18/2022

Account	5/18/2022 Balance
Bank Accounts	
CRC (Capital Resource Corp)	114,276.42
TOTAL Bank Accounts	114,276.42
OVERALL TOTAL	114,276.42

**SEQR RESOLUTION
ARVOS LJUNGSTROM LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at Crossroads Commerce & Conference Center, 6087 State Route 19 North in the Village of Belmont, Allegany County, New York on May 12, 2022 at 10:00 o'clock a.m., local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Richard Ewell	Chair
Judy Hopkins	Vice Chairperson
Randy Shayler	Secretary
Douglas Frank	Treasurer
John Ricci	Member
Ward "Skip" Wilday	Member

Each of the members present participated in the meeting either in person or remotely pursuant to New York Assembly Bill A09006C/Senate Bill S08006-C, Part WW, as signed into law on April 9, 2022.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark, P.E., Ph.D.	Executive Director
Pam Common	Recording Secretary
Daniel A. Spitzer, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0522-01

RESOLUTION DETERMINING THAT ACTION TO UNDERTAKE A PROJECT FOR THE BENEFIT OF ARVOS LJUNGSTROM LLC IS A "TYPE II ACTION" AND NO FURTHER ACTION IS REQUIRED UNDER SEQRA WITH RESPECT THERETO.

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, commercial and industrial facilities,

adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency must satisfy the requirements contained in SEQRA and the Regulations prior to making a final determination whether to undertake the Project; and

WHEREAS, to aid the Agency in determining whether the Project may have a significant effect upon the environment, the Company has prepared and submitted to the Agency an environmental assessment form (the "EAF") with respect to the Project, a copy of which EAF was presented to and reviewed by the Agency at this meeting and a copy of which is on file at the office of the Agency; and

WHEREAS, pursuant to SEQRA, the Agency has examined the EAF in order to make a determination as to the potential environmental significance of the Project; and

WHEREAS, the Project appears to constitute a "Type II action" (as said quoted term is defined in the Regulations), and therefore it appears that no further determination or procedure under SEQRA is required with respect to the Project;

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

Section 1. The Agency has received copies of, and has reviewed, the Application and the EAF submitted to the Agency by the Company with respect thereto (collectively, the "Reviewed Documents") and, based upon said Reviewed Documents and the representations made by the Company to the Agency at this meeting, and based further upon the Agency's knowledge of the area surrounding the Project Facility and such further investigation of the Project and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the Project:

(A) The project (the "Project") consists of the following: (A) (1) the acquisition of an interest in an approximately 1.37 acre portion of an approximately 36.30 acre parcel of land located at 3020 Truax Road (tax map number 226.-1-28) in the Town of Wellsville, Allegany County, New York (the "Land"), together with an existing approximately 253,400 square foot building located thereon (the "Existing Facility"), (2) the modification of approximately 20,000 square feet of the Existing Facility to temperature and humidity-controlled environment, incorporating a shed extension of the Existing Facility to protect the various booths and auxiliary equipment from the elements and other required improvements (the Existing Facility and all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the "Equipment"), all of the foregoing to constitute a manufacturing facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain other "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

(B) The Project consists of the replacement, rehabilitation or reconstruction of a structure or facility, in kind, on the same site and the purchase of equipment.

Section 2. Based upon the foregoing, the Agency makes the following findings and determinations with respect to the Project:

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned Secretary of Allegany County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 14, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), except as modified by New York Assembly Bill A09006C/Senate Bill S08006-C, Part WW, as signed into law on April 9, 2022 (the "2022 Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Issuer, either in person or attending remotely in accordance with the 2022 Laws, 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 12th day of May, 2022.

Secretary

(SEAL)

**APPROVING RESOLUTION
ARVOS LJUNGSTROM LLC PROJECT**

A regular meeting of Allegany County Industrial Development Agency (the "Agency") was convened in public session at the office of the Agency located at Crossroads Commerce & Conference Center, 6087 State Route 19 North in the Village of Belmont, Allegany County, New York on May 12, 2022 at 10:00 o'clock a.m., local time.

The meeting was called to order by the (Vice) Chair of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT:

Richard Ewell	Chair
Judy Hopkins	Vice Chairperson
Randy Shayler	Secretary
Douglas Frank	Treasurer
John Ricci	Member
Ward "Skip" Wilday	Member

Each of the members present participated in the meeting either in person or remotely pursuant to New York Assembly Bill A09006C/Senate Bill S08006-C, Part WW, as signed into law on April 9, 2022.

ABSENT:

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Craig R. Clark, P.E., Ph.D.	Executive Director
Pam Common	Recording Secretary
Daniel A. Spitzer, Esq.	Agency Counsel

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 0522-02

**RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION
WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR ARVOS
LJUNGSTROM LLC.**

WHEREAS, Allegany County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 99 of the 1973 Laws of New York, as amended, constituting Section 906-a of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial, manufacturing and industrial facilities,

adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on May 12, 2022 (the "SEQR Resolution"), the Agency determined that the Project constitutes a "Type II Action" (as such quoted term is defined under SEQRA), and therefore that no further action with respect to the Project was required under SEQRA); and

WHEREAS, the Agency has given due consideration to the Application, and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Allegany County, New York and (B) the completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State of New York to another area in the State of New York and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State of New York; and

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

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (G) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (I) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan");

Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Allegany County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(I) The Project should receive the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and real property tax based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto; and

(J) It is desirable and in the public interest for the Agency to enter into the Agency Documents, except that for the Interim Documents, the following conditions shall be met prior to the Agency entering into the Interim Documents: (1) the term of the Interim Documents shall not exceed one hundred twenty (120) days, unless future extensions are consented to by the Agency in writing, (2) the Company shall have paid the Agency's administrative fee relating to the Interim Documents, (3) the Company and any contractors shall have delivered evidence of adequate insurance coverage protecting the Agency and (4) execution by the other parties thereto and delivery of same to the Agency of the Interim Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Uniform Agency Project Agreement; (F) enter into the Section 875 GML Recapture Agreement; (G) secure the Loan by entering into the Mortgage; (H) enter into the Interim Documents; and (I) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chair (or Vice Chairperson) of the Agency, with the assistance of Agency Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chair (or Vice Chairperson) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest

STATE OF NEW YORK)
) SS.:
COUNTY OF ALLEGANY)

I, the undersigned Secretary of Allegany County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 14, 2022 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), except as modified by New York Assembly Bill A09006C/Senate Bill S08006-C, Part WW, as signed into law on April 9, 2022 (the "2022 Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Issuer, either in person or attending remotely in accordance with the 2022 Laws, 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this _____ day of May, 2022.

Secretary

(SEAL)

11.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A.
12.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
13.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
14.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is a re-build on existing site to prevent blight.
15.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A
16.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Yes
17.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	N/A.
18.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.