ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY
335 MONTGOMERY STREET, FLOOR 2M, SYRACUSE, NY 13202
315.435.3770 • ECONOMICDEVELOPMENT@ONGOV.NET • ONGOVED.COM

Regular Meeting Agenda
January 9, 2025

Call to Order the Regular Meeting of the Agency

A. Approval of Minutes: December 5, 2024
B. Treasurer's Report
C. Payment of Bills
D. Conflict of Interest

Action Items:

1. **Finger Lakes Railway Corporation (Project #3101-24-08B) Second Meeting**
   Finger Lakes Railway Corporation is proposing to make capital improvements to their railroad infrastructure.

   Agency Action Requested:
   a. A resolution of the Board to authorize adoption of SEQRA determination.
   b. A resolution of the Board authorizing the financial assistance the Agency will provide. Agency benefits requested include exemptions from certain real property taxes, real estate transfer taxes, and sales and use taxes.

   Representative: Eric Betke

2. **OCIDA Policies and Bylaws**
   Review the Agency's updated Policies and Bylaws.

1. Defense and Indemnification Policy
2. Whistleblower Policy
3. Credit and Loan Policy
4. Code of Ethics and Conflict of Interest Policy
5. Compensation, Reimbursement and Attendance Policy
6. Local Access Policy
7. Investment Policy
8. Travel Policy
9. Procurement Policy
10. Property Disposition Policy
11. Real Property Acquisition Policy
12. Article II Section 7A.

Agency Action Requested:

a. A resolution of the Board to adopt the Agency's updated policies and Bylaws.

Representative: Alexis Rodriguez, Secretary

Adjourn

Regular Meeting Minutes

December 5, 2024

A regular meeting of the Onondaga County Industrial Development Agency was held on Thursday, December 5, 2024, at 335 Montgomery Street, Floor 2M, Syracuse, New York.

Patrick Hogan called the meeting to order at 8:34 AM with the following in attendance:

PRESENT:
Patrick Hogan
Janice Herzog
Fanny Villarreal
Cydney Johnson
Susan Stanczyk
Kevin Ryan

ABSENT:
Elizabeth Dreyfuss

ALSO PRESENT:
Robert M. Petrovich, Executive Director
Nathaniel Stevens, Treasurer
Alexis Rodriguez, Secretary
McKenna Moonan, Assistant Secretary
Robert Schoeneck, Assistant Treasurer
Jeffrey Davis, Esq., Agency Counsel
Amanda Fitzgerald, Esq., Agency Counsel (via Zoom)
Chris Andreucci, Harris Beach (via Zoom)
John Murphy, Upstate Pathology Lab Ownership, LLC
Kevin McAuliffe, Barclay Damon LLP
James H. Messenger, Jr., Attorney at Law
Eric Betke, Finger Lakes Railway Corporation
Joann Armstrong-Bruch, Finger Lakes Railway Corporation

APPROVAL OF REGULAR MEETING MINUTES- November 14, 2024

Susan Stanczyk and Janice Herzog abstained from the vote, as they were absent from the November 14, 2024 meeting. Upon motion by Kevin Ryan, seconded by Fanny Villarreal, the Board approved the regular meeting minutes of November 14, 2024. Motion was carried.

TREASURER’S REPORT

Nate Stevens gave a brief overview of the Treasurer’s Report for the month of November 2024.

Upon motion by Susan Stanczyk, seconded by Janice Herzog, the Board approved the Treasurer’s Report of the month of November 2024. Motion was carried.

PAYMENT OF BILLS

Nate Stevens gave a brief overview of the Payment of Bills.

Upon motion by Susan Stanczyk, seconded by Janice Herzog, the Board approved the Payment of Bills. Motion was carried.

CONFLICT OF INTEREST DISCLOSURE

The conflict of interest was circulated and there were no conflicts.

ACTION ITEMS

1. Upstate Pathology Lab Ownership, LLC (Project #3101-24-07A) Initial Meeting – The applicant is proposing construction of an approximately 109,000 square foot three story pathology lab building. Kevin McCauliffe advised that Upstate Pathology is currently spread amongst three different buildings and five floors, occupying 55,000 square feet in Downtown Syracuse. The project will have no retail component under municipal law as there will be no customers in this building. This was reiterated by Chris Andreucci later in the meeting. This would not be a medical center, rather used for laboratory testing. Kevin McCauliffe stated that the pathology department has dealings where over 50% of those dealings are outside of Onondaga County, meaning that the department will have the capabilities to broaden its area and the volume that it handles. The Pathology Department currently has about 220 employees, where 178 will move to the new building, and about 50 will stay downtown.

   Janice Herzog asked if the lab services will be owned by Upstate and if they will occupy 100% of the new building; Kevin McCauliffe confirmed both inquiries. Sue Stanczyk asked if it is a vacant lot. Kevin McAuliffe advised that this construction would be on 23 acres adjacent to the current Bone and Joint center. Jim Messenger added that Upstate Pathology would be the sole occupant and that it is not a public access building. Janice asked if Upstate is the owner of the property and Kevin McAuliffe stated that this land is owned by John Murphy's company, Upstate Pathology Lab Ownership, LLC. Sue Stanczyk asked about the timeline of the project and whether it has been approved by the Town of DeWitt planning board; Jim Messenger advised they have received the County DOT approval, that they are waiting for the state approval, and that they believe the approvals will be finalized in January of 2025. Robert Petrovich wanted to confirm whether the Town of DeWitt was responsible for the SEQR process, and Kevin McCauliffe confirmed.

Patrick Hogan read the Agency Action Requested of "A resolution of the Board accepting the application from the company, inducing the project and authorizing a public hearing." Motion was made by Kevin Ryan, seconded by Susan Stanczyk. Motion was carried.

2. 1046 Old Seneca Turnpike LLC (Project #3101-22-04A) Modification Meeting –Kevin McAuliffe asked for the sales tax exemption to be extended from December 31, 2024 to July of 2025. Bob Petrovich verified that there is no extension of benefit, only an increase of time.

   Patrick Hogan read the Agency Action Requested of "A resolution of the Board authorizing an extension of the sales and use tax exemption." Motion was made by Jani Herzog and seconded by Susan Stanczyk. Motion was carried.

3. Finger Lakes Railway Corporation (Project #3101-24-08B) Initial Meeting – Eric Betke stated that Finger Lakes Railway is a small business operating over 6 counties, differentiating themselves from a company like CSX, and making their project unique compared to other projects that come before the OCIDA Board. Eric Betke shared some of the improvements that the applicant wants to undergo with the benefit, such as infrastructure by modernizing their railroad tracks and signals. Patrick Hogan wanted to note that ancillary to the improvements the applicant is looking to make, the applicant often acts as a partner with many of the municipalities, stating that the applicant has been a "good neighbor" to these entities. Eric Betke echoed these sentiments by describing the applicant's involvement and cooperation with the municipalities their railroad impacts.

   Sue Stanczyk asked if the applicant is going through the same processes with the other regions. Eric Betke advised that they are into the processes that they are undergoing with the other counties which includes a 10-year capital plan in every county. Sue Stanczyk asked if the applicant has been granted approval by the other counties and whether Onondaga County was the first, and Eric Betke responded that they have not gotten approved by the other counties yet, as they have had to regroup a few times because there was a process challenge that arose with shifts in PILOT methodologies. Bob Petrovich added that after communications between OCIDA and Finger Lakes Railway

Corporation, it is in the best interest of the County to have a standalone agreement with the applicant and that as part of the closing documents, the ST-60 will have a shelf life of 2 years with the option to extend, as well as a request for an annual certification to ensure improvements are being made and that benefits are being provided for an investment that is in fact occurring.

Patrick Hogan read the Agency Action Requested of "A resolution of the Board authorizing a public hearing." Motion was made by Janice Herzog and seconded by Susan Stanczyk. Motion was carried.

4. CVE US E14 Manlius North, LLC (Project #3101-21-16A) Modification Meeting – Patrick Hogan read "Request for execution and delivery of lender documents in connection with a refinancing."

   Patrick Hogan read the Agency Action Requested of "A resolution of the Board authorizing execution and delivery of lender documents." A motion was made by Susan Stanczyk and seconded by Kevin Ryan. Motion was carried.

5. CVE US E15 Manlius East, LLC (Project #3101-21-17B) – Patrick Hogan read the Agency Action Requested of "A resolution of the Board authorizing execution and delivery of lender documents." A motion was made by Susan Stanczyk and seconded by Fanny Villarreal. Motion was carried.

6. CVE US E16 Manlius West, LLC (Project #3101-21-18C) – Patrick Hogan read the Agency Action Requested of "A resolution of the Board authorizing execution and delivery of lender documents." A motion was made by Susan Stanczyk, seconded by Fanny Villarreal. Motion was carried.

Motion to adjourn was made by Fanny Villarreal and seconded by Janice Herzog at 9:04 AM.

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Alexis Rodriguez, Secretary

ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

December 31, 2024

Revenue / Expense / Income	Current Period	Current YTD
Operating/Non-Op Revenue	171,820	3,857,818
Administrative Expense	92,092	742,434
Operating/Program Expense	60,579	643,158
Net Ordinary Income	19,149	2,472,225

Current Assets	Current YTD
Total Cash	9,852,794
Less Pass Through Received	306,566
Net Cash	9,546,228

Onondaga County Industrial Development Agency

Profit and Loss

December 2024

	TOTAL
Income	
500 Operating Revenue	
2116 Fees	
2116.1 Agency Fees	10,000.00
2116.2 Application Fees	2,000.00
2116.3 WPCP Agency Fee	111,111.11
Total 2116 Fees	**123,111.11**
2410 Lease Income	1,224.30
2655 Other Operating Revenue	
2660 FTZ	8,750.00
Total 2655 Other Operating Revenue	**8,750.00**
Total 500 Operating Revenue	**133,085.41**
501 Non-Operating Revenue	
2401 Interest Income	38,734.59
Total 501 Non-Operating Revenue	**38,734.59**
534 Pilot & Pass Thru Revenue	
528.003 OHB Redev LLC Funds Pass Thru	1,193.50
529 PILOT Income	24,221.28
Total 534 Pilot & Pass Thru Revenue	**25,414.78**
550 WPCP Pass Thru Revenue	306,565.66
Total Income	**$503,800.44**
GROSS PROFIT	**$503,800.44**
Expenses	
6400 Operating Expense	
6406 Other Professional Services	
6406.50 Consulting Services	3,000.00
Total 6406 Other Professional Services	**3,000.00**
6407 Administrative Expense	92,091.68
6408 Meeting Expenses	107.85
6409 Conference Attendence	590.00
6410 Office Expense	2,486.77
6414 Marketing	13,210.00
6415 FTZ	1,250.00
Total 6400 Operating Expense	**112,736.30**
6440 Legal Fees	
6450 Barclay Damon	
6460 IDA General Legal	225.00
6480 Roth Legal	375.00
Total 6450 Barclay Damon	**600.00**
Total 6440 Legal Fees	**600.00**

Onondaga County Industrial Development Agency

Profit and Loss

December 2024

	TOTAL
6500 Agency Program Expenses	
6510 White Pine Commerce Park	
6510.5 Insurance	1,360.17
6510.7 WPCP Marketing	32,898.08
Total 6510 White Pine Commerce Park	**34,258.25**
Total 6500 Agency Program Expenses	**34,258.25**
6514 White Pine Science & Technology Park	
6514.1 Legal	5,076.50
Total 6514 White Pine Science & Technology Park	**5,076.50**
6600 Non-Operating Expenses	
6605 Pilot & Pass Thru Expenses	
6606 OHB Redev LLC Funds Pass Thru	1,193.50
Total 6605 Pilot & Pass Thru Expenses	**1,193.50**
Total 6600 Non-Operating Expenses	**1,193.50**
6610 WPCP Pass Thru Expenses	
6610.1 Barclay Damon	177,777.78
6610.2 JMT	128,787.88
Total 6610 WPCP Pass Thru Expenses	**306,565.66**
Total Expenses	**$460,430.21**
NET OPERATING INCOME	**$43,370.23**
NET INCOME	**$43,370.23**

Onondaga County Industrial Development Agency

Balance Sheet

As of December 31, 2024

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
200 Cash	0.00
200.1 Cash - M & T Checking	99,369.19
200.5 NBT Checking	1,148,225.06
Total 200 Cash	**1,247,594.25**
200.6 NBT Savings	9,181,736.27
Total Bank Accounts	**$10,429,330.52**
Accounts Receivable	
380 Accounts Rec.	
380.6 A/R Fees, Lease & PILOT	869,575.83
Total 380 Accounts Rec.	**869,575.83**
Total Accounts Receivable	**$869,575.83**
Other Current Assets	
480 Prepaid Expenses	
480.4 Credit Balance on Card	-650.00
Total 480 Prepaid Expenses	**-650.00**
Total Other Current Assets	**$ -650.00**
Total Current Assets	**$11,298,256.35**
Fixed Assets	
100 Land	
101 White Pines Commerce Park	29,636.73
101.3 Engineering Services	16,190.00
101.4 Environmental/Demo Services	110.00
Total 101.3 Engineering Services	**16,300.00**
Total 101 White Pines Commerce Park	**45,936.73**
107 800 Hiawatha	604,840.42
108 White Pine Science & Technology Park	2,140,557.00
Total 100 Land	**2,791,334.15**
104 Machinery & Equipment	
104.1 Office Furniture	1,429.00
104.2 Equipment	4,589.00
Total 104 Machinery & Equipment	**6,018.00**
211 A/D Office Furniture	-5,042.00
250 Investment in Real Property	30,756,703.00
Total Fixed Assets	**$33,549,013.15**

Onondaga County Industrial Development Agency

Balance Sheet

As of December 31, 2024

	TOTAL
Other Assets	
240 Blue Sky Redevelopment	1,641.76
Total Other Assets	**$1,641.76**
TOTAL ASSETS	**$44,848,911.26**
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
300 WPCP Pass Thru Payable	919,696.98
Total Accounts Payable	**$919,696.98**
Other Current Liabilities	
600 Accounts Payable	0.00
600.1 Due to Related Party - OED	740,304.52
600.204 OHB Redev LLC Funds	576,536.66
600.208 BlueRock Energy Agreement Deposit	25,000.00
600.209 Syracuse Rail Overpayment	500.00
600.3 Onondaga County Loan	28,079,656.77
600.31 Accrued Interest - OC Note Payable	1,823,051.00
Total 600.3 Onondaga County Loan	**29,902,707.77**
Total 600 Accounts Payable	**31,245,048.95**
601 PILOT and Pass Thru Payable	
603 PILOT Pass Thru	-9,851,078.90
604 Other Pass Thrus	-3,600.00
Total 601 PILOT and Pass Thru Payable	**-9,854,678.90**
631 Due to Other Governments	
631.1 Towns	
631.155 Skaneateles	0.10
Total 631.1 Towns	**0.10**
Total 631 Due to Other Governments	**0.10**
Total Other Current Liabilities	**$21,390,370.15**
Total Current Liabilities	**$22,310,067.13**
Total Liabilities	**$22,310,067.13**
Equity	
3900 Equity Unreserved	7,227,937.45
3901 Equity-Investment Fixed Assets	2,345,838.63
463 Reserve For Contracts	368,811.84
465 Equity - Unreserved	4,017.16
Net Income	12,592,239.05
Total Equity	**$22,538,844.13**
TOTAL LIABILITIES AND EQUITY	**$44,848,911.26**

ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PAYMENT OF BILLS - SCHEDULE #501
January 9, 2025

GENERAL EXPENSES

1.	BARCLAY DAMON Retained Corporate & Public Finance Matters, Inv#5318334	$	1,200.00
2.	BARCLAY DAMON Roth Steel Inv #5318317	$	412.50
3.	BARCLAY DAMON WPSTP Inv #5318515	$	5,317.50
4.	BARCLAY DAMON OHB Redev, Inv#5318336	$	8,650.40
5.	BARCLAY DAMON November 2024 Legal Costs	$	177,777.78
6.	JMT OF NEW YORK, LLP November 2024 Engineering Costs	$	128,787.88
7.	BRIAN R. HALL - RECEIVER OF TAXES WPCP 2025 Real Property Taxes	$	58,876.66
8	NICOLE WALSH - RECEIVER OF TAXES WPCP 2025 Real Property Taxes	$	581.49
9	COMMISSIONER OF FINANCE Roth Steel 2024 Taxes	$	623.21
10	ROBERT M. PETROVICH Reimbursement Expense	$	75.00
	TOTAL	**$**	**382,302.42**

ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

12/3/2024

Project:	Finger Lakes Railway Corp.	**Project Number:**	3101-24-08B
Location:	Various	**School District:**	Vaious
		Project Type:	Capital Improvements
Tax Parcel(s):	See detail in application.	**Village:**	0

Total Project Cost:	**$**	**6,889,806**
Land Acquisition	$	-
Site Work/Demo	$	-
Building Construction & Renovation	$	6,889,806
Furniture & Fixtures	$	-
Equipment	$	-
Project Soft Cost	$	-

8. Total Jobs	4
8A. Job Retention	4
8B: Job Creation (Next 5 Years)	0

Community Investment /Abatement

	Fiscal Impact ($)
Abatement Summary	**$1,094,450**
Sales Tax Abatement	$358,270
Mortgage Tax Abatement	$0
Property Tax Relief (PILOT)	$736,180
Community Investment	**$10,372,206**
PILOT Payments (-)	$0
Project Salaries Estimated (10 yrs)	$0
Construction Benefit Estimate	$3,482,400
Total Project Cost	$6,889,806

Investment:Abatement Ratio 9.48 :1

Project Description

The applicant is proposing to make capital improvements to their railroad infrastructure.

Finger Lakes Railway Corp.

A) PILOTS Estimate Table Worksheet

for **10** years

Projected investment		$ 6,889,806
Scheduled PILOT payments		$ 1,290,680

PILOT YEAR	Exemption %	Onondaga County	Town of Camillus	Village of Camillus	Town of Elbridge	Town of Geddes	Village of Solvay	West Genesee School District	Jordan Elbridge School District	Marcellus School District	Solvay School District	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
Prior Year		**$ 8,397.02**	**$ 5,985.32**	**$ 1,035.09**	**$ 2,438.65**	**$ 81.13**	**$ 648.47**	**$ 14,537.87**	**$ 20,644.74**	**$ 309.00**	**$ 4,139.79**	**$ 58,217.09**	**$ 181,476.57**	
Percentage		**14.42%**	**10.28%**	**1.78%**	**4.19%**	**0.14%**	**1.11%**	**24.97%**	**35.46%**	**0.53%**	**7.11%**	**100%**		
1	100%	$ 8,564.96	$ 6,105.03	$ 1,055.79	$ 2,487.42	$ 82.75	$ 661.44	$ 14,828.63	$ 21,057.64	$ 315.18	$ 4,222.58	$ 59,381.43	$ 185,106.10	$ 125,724.67
2	90%	$ 10,486.23	$ 7,474.49	$ 1,292.63	$ 3,045.39	$ 101.32	$ 809.81	$ 18,154.95	$ 25,781.23	$ 385.89	$ 5,169.78	$ 72,701.73	$ 188,808.22	$ 116,106.50
3	80%	$ 12,518.62	$ 8,923.15	$ 1,543.16	$ 3,635.63	$ 120.95	$ 966.77	$ 21,673.64	$ 30,778.01	$ 460.68	$ 6,171.76	$ 86,792.36	$ 192,584.39	$ 105,792.03
4	70%	$ 14,665.44	$ 10,453.39	$ 1,807.79	$ 4,259.11	$ 141.70	$ 1,132.56	$ 25,390.46	$ 36,056.15	$ 539.68	$ 7,230.16	$ 101,676.44	$ 196,436.08	$ 94,759.63
5	60%	$ 16,930.13	$ 12,067.64	$ 2,086.96	$ 4,916.82	$ 163.58	$ 1,307.45	$ 29,311.35	$ 41,624.07	$ 623.02	$ 8,346.66	$ 117,377.70	$ 200,364.80	$ 82,987.10
6	50%	$ 19,316.21	$ 13,768.41	$ 2,381.09	$ 5,609.78	$ 186.63	$ 1,491.72	$ 33,442.39	$ 47,490.42	$ 710.82	$ 9,523.01	$ 133,920.48	$ 204,372.09	$ 70,451.61
7	40%	$ 21,827.26	$ 15,558.27	$ 2,690.63	$ 6,339.04	$ 210.90	$ 1,685.64	$ 37,789.82	$ 53,664.05	$ 803.23	$ 10,760.98	$ 151,329.81	$ 208,459.53	$ 57,129.73
8	30%	$ 24,467.01	$ 17,439.86	$ 3,016.02	$ 7,105.67	$ 236.40	$ 1,889.50	$ 42,360.04	$ 60,154.08	$ 900.37	$ 12,062.39	$ 169,631.34	$ 212,628.73	$ 42,997.39
9	20%	$ 27,239.25	$ 19,415.88	$ 3,357.76	$ 7,910.77	$ 263.19	$ 2,103.59	$ 47,159.65	$ 66,969.84	$ 1,002.39	$ 13,429.12	$ 188,851.43	$ 216,881.30	$ 28,029.87
10	10%	$ 30,147.87	$ 21,489.13	$ 3,716.30	$ 8,755.49	$ 291.29	$ 2,328.21	$ 52,195.39	$ 74,120.92	$ 1,109.42	$ 14,863.09	$ 209,017.12	$ 221,218.93	$ 12,201.81
TOTAL		**$ 186,162.99**	**$ 132,695.27**	**$ 22,948.13**	**$ 54,065.12**	**$ 1,798.71**	**$ 14,376.67**	**$ 322,306.32**	**$ 457,696.40**	**$ 6,850.67**	**$ 91,779.54**	**$ 1,290,679.83**	**$ 2,026,860.17**	**$ 736,180.33**

	Year					
	0	**1**	**2**	**3**	**4**	**5**
Jobs						
Current/Actuals	4					
Creation Goals	0	0	0	0		
Total Employment Goals	0	4	4	4	4	4

ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPLICATION FOR FINANCIAL ASSISTANCE

1. Fill in all blanks using "none", "not applicable" or "not available". If you have any questions about the way to respond, please call the Onondaga County Industrial Development Agency (the "Agency" or "OCIDA") at 315-435-3770.

2. In accordance with Section 224-a(8)(d) of Article 8 of the New York Labor Law, the Agency has identified that any "financial assistance" (within the meaning of Section 858 of the General Municipal Law) granted by the Agency to the Applicant consisting of sales and use tax exemption benefits, mortgage recording tax exemption benefits and real property tax exemption benefits, constitutes "public funds" within the meaning of Section 224-a(2)(b) of Article 8 of the New York Labor Law and such funds are not excluded under Section 224-a(3) of Article 8 of the New York Labor Law. The Agency hereby notifies the Applicant of the Applicant's obligations under Section 224-a (8)(a) of Article 8 of the New York Labor Law.

3. If the OCIDA Board approves benefits, it is the company's responsibility to obtain and submit all necessary forms and documents.

4. All projects approved for benefits by the OCIDA Board will close with the Agency within 6-months of the OCIDA Board approval date. If this schedule cannot be met, the Applicant will need to submit a closing schedule modification written request to the Executive Director that will be presented to OCIDA Board for consideration.

5. The Agency will not give final approval for this Application until the Agency receives a completed NYS Full Environmental Assessment Form concerning the project which is the subject of this Application. The form is available at https://extapps.dec.ny.gov/docs/permits_ej_operations_pdf/feafpart1.pdf

6. Public Officers Law stipulates all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and reproduction. Should the Applicant believe there are project elements which are trade secrets if publicly disclosed or otherwise widely disseminated, would cause substantial injury to the Applicant's competitive position, the Applicant must identify such elements in writing and request that such elements be kept confidential. In accordance with Article 6 of the Public Officer's Law, the Agency may also redact personal, private, and/or proprietary information from publicly disseminated documents.

7. The completed Application and associated fees MUST be received 10 business days prior to the upcoming OCIDA Board meeting in order to be placed on the agenda. A signed application may be submitted by mail, fax or electronically in PDF format to Nate Stevens at natestevens@ongov.net.
    - A check payable to the Agency in the amount of $1,000
    - A check payable to Barclay Damon LLP in the amount of $2,500

This Application was adopted by the OCIDA Board on February 15, 2024.

Return completed application to:
Onondaga County Industrial Development Agency
335 Montgomery Street, Floor 2M Syracuse, NY 13202
Phone: 315-435-3770 | Fax: 315-435-3669
natestevens@ongov.net

Section I: Applicant Information

Submittal Date: Sept 12, 2024 - Revised 11/22/24, 11/27/2

A) Applicant/Project Operator information (company receiving benefits):

1. Applicant/Project Operator: Finger Lakes Railway Corp.

   Applicant/Project Operator Address: 68 Border City Road, Geneva, NY 14456

   Phone: 315-781-1234 Fax: None

   Website: www.fingerlakesrail.com Email: info@fingerlakesrail.com

   Federal ID#: 16-1474407 NAICS: NOT APPLICABLE

   State of Incorporation: Delaware

   See link for your NYS incorporation information. https://apps.dos.ny.gov/publicInquiry

2. Owner (if different from Applicant/Project Operator): NOT APPLICABLE

   Owner Address: NOT APPLICABLE

   Federal ID#: NOT APPLICABLE

   State of Incorporation: NOT APPLICABLE

   List of stockholders, members, or partners of Owner: NOT APPLICABLE

B) Applicant Business Organization (check appropriate category):

- [x] Corporation
- [ ] Partnership
- [ ] Public Corporation
- [ ] Joint Venture
- [ ] Sole Proprietorship
- [ ] Limited Liability Company
- [ ] Other, explain

List all stockholders, members, or partners with % of ownership greater than 5%:

Name	% of ownership
Farmrail System, Inc.	46.81
Genesee & Wyoming, Inc.	46.81
Michael V. Smith	6.38%

C) Applicant Business Description:

Estimated % of sales within Onondaga County: 32
Estimated % of sales outside Onondaga County but within New York State: 68
Estimated % of sales outside New York State but within the U.S.: 0
Estimated % of sales outside the U.S.: (*Percentage to equal 100%) 0

Applicant /Owner History:

1. Is the Owner and/or Applicant or any manager or owner of the Owner and/or Applicant now a plaintiff or defendant in any civil or criminal litigation? ☐ No ☒ Yes, explain

2. Has any owner of manager of the Owner and/or Applicant listed above ever been convicted of a criminal offense (other than a minor traffic violation)? ☒ No ☐ Yes, explain

3. Has any person listed in Section I ever been in receivership or declared bankruptcy?
☒ No ☐ Yes, explain

D) Has the Applicant/Owner received assistance from Onondaga County Industrial Development Agency (OCIDA, Syracuse Industrial Development Agency (SIDA), New York State or the Onondaga Civic Development Corporation (OCDC) in the past?
☐No ☒ Yes, explain (Provide year, project name, benefit description, amounts, address)

E) Individual Completing Application:

Name: R. Eric Betke Title: President
Address: P.O. Box 1099, Geneva, NY 14456 Phone: 315-781-1234
Cell Phone: 860-655-1305 E-mail: ericbetke@fingerlakesrail.com

F) Company Contact (if different from individual completing application):

Name: R. Eric Betke or Veronica Fields Title: President / Mgr. of R/E & Industrial Dev.
Address: P.O. Box 1099, Geneva, NY 14456 Phone: 315-781-1234
Cell Phone: 315-374-4994 Email: ericbetke@fingerlakesrail.com; veronicafields@fingerlakesrail.com

G) Company Counsel:

Name of Attorney: Robert M. Gach

Firm Name: Whiteman, Osterman & Hanna

Address: One Commerce Plaza 19th Floor, Albany, NY 12260

Phone: 518-487-7653

Cell Phone: NONE

Email: rgach@woh.com

Section II: Project and Site Information

A) Project Location is where the investment will take place. If Applicant is moving, the new location should be entered here and the current location should be in Section I.

Address: 6-COUNTY FREIGHT RAIL CORRIDOR/SYSTEM, INCLUDING ONONDAGA COUNTY (SEE ATTACHMENT)

Legal Address (if different): N/A

City: N/A Town: N/A Village: N/A

Zip Code: SEE ATTACHMENT School District: MULTIPLE

Tax Map Parcel ID(s): MULTIPLE - SEE ATTACHMENT

Full Market Value: N/A Square Footage of Existing Building(s): 1,000 (539 Horan - Car Dept. Bldg)

B) Project Activity (Check all that apply):

- [x] New construction
- [x] Expansion to current facilities
- [x] Renovation of existing facility
- [ ] Acquisition of existing facility
- [ ] Brownfield/Remediated Brownfield
- [x] Demolition and construction
- [x] Purchase of machinery/equipment

C) Select Project Type or Project End Use at site (you may check more than one):

- [ ] Manufacturing
- [ ] Retail (see Section V)
- [ ] Housing Project (see Section VII)
- [ ] Civic Facility (not for profit)
- [x] Industrial
- [x] Other, explain
- [ ] Mixed Use
- [ ] Facility of Aging
- [x] Distribution/Wholesale
- [ ] Commercial
- [ ] Renewable Energy Project (see Section VI)

D) Project Narrative: Please check one of the two boxes below and attach statement.

- [x] A statement that the Project described in this application would not be undertaken but for the financial assistance provided by the Agency.

- [ ] If the Project is going to advance regardless of any financial assistance from the Agency, please provide a statement indicating why the project should be considered by the Agency for any financial assistance.

E) Description of Project: Please attach a detailed narrative of the proposed Project. Please attached copies of site plans, sketches or maps. This narrative should include, but is not limited to:

☐ (i) a description of your Company's background, customers, goods and services and the principal products to be produced and/or the principal activities that will occur on the Project site;

☐ (ii) the size of the Project in square feet and a breakdown of square footage per each intended use;

☐ (iii) the size of the lot upon which the Project sits or is to be constructed;

☐ (iv) the current use of the site and the intended use of the site upon completion of the Project;

☐ (v) describe your method for site control (Own, lease, other).

F) Will the completion of the Project result in the removal of an industrial or manufacturing plant of the company from one area of the state to another area of the state OR in the abandonment of one or more plants or facilities of the company located within the state?

☒ No ☐ Yes

G) Please describe any compelling circumstances the Agency should be aware of while reviewing this application.

H) Local Approvals (Site Plan and Environmental Review)

Have site plans been submitted to the appropriate town or local planning department?

☒ No. When will the plans be submitted? N/A ☐ Yes, what is the status? N/A

Has the project received site plan approval from the town or local planning board?

☒ No, anticipated approval date. N/A ☐ Yes, date N/A

If yes, provide the Agency with a copy of the Planning Board's approval resolution along with the related SEQR determination. (**NOTE: SEQR determination is required for final approval and sales tax agency appointment.)**

1. Environmental Review Information
   a. Please attach the appropriate Environmental Impact Forms to your application. Here is a link to the SEQR forms: https://extapps.dec.ny.gov/docs/permits_ej_operations_pdf/feafpart1.pdf
   b. Has Lead Agency been established? ☒ No ☐ Yes, name of Lead Agency
      Exempt Type II (Onondaga County IDA)
   c. Have any environmental issues been identified on the property?
      ☒ No ☐ Yes, explain

Section III: FINANCIAL AND EMPLOYMENT INFORMATION

A) Project Costs and Finances

Project	City/Town	Project Cost Total	Material Total	Labor Total	Equipment Total	Engineering Total	Sales Tax
Bridge rehabilitation - Route 174	Camillus	$ 1,800,000	$ 720,000	$ 720,000	$ -	$ 360,000	$ 93,600
Signal Upgrade - Boyd Avenue	Solvay	$ 375,000	$ 202,500	$ 155,625	$ -	$ 16,875	$ 19,500
Tie Replacement - 2 to 4.5	Solvay	$ 918,063	$ 485,655	$ 432,408	$ -	$ -	$ 47,739
Tie Replacement - 4.5 to 7	Camillus	$ 891,323	$ 471,510	$ 419,813	$ -	$ -	$ 46,349
Tie Replacement - 7 to 9.5	Camillus	$ 840,158	$ 444,444	$ 395,714	$ -	$ -	$ 43,688
Tie Replacement - 9.5 to 12	Camillus	$ 865,363	$ 457,777	$ 407,586	$ -	$ -	$ 44,999
Tie Replacement - 12 to 14.5	Elbridge	$ 409,341	$ 217,360	$ 172,333	$ -	$ -	$ 21,286
Tie Replacement - 14.5 to 17	Elbridge	$ 421,621	$ 223,881	$ 177,502	$ -	$ -	$ 21,924
Tie Replacement - 17 to 18	Elbridge	$ 86,654	$ 46,013	$ 36,481	$ -	$ -	$ 4,506
Xing replacement - Boyd Avenue	Solvay	$ 62,850	$ 22,815	$ 37,647	$ 2,388	$ -	$ 3,268
Xing replacement - Horan Road	Solvay	$ 79,433	$ 36,380	$ 39,240	$ 3,813	$ -	$ 4,131
Xing replacement - Milton Avenue	Camillus	$ 140,000	$ 59,780	$ 73,500	$ 6,720	$ -	$ 7,280
		$ 6,889,806	$ 3,388,115	$ 3,067,850	$ 12,921	$ 376,875	$ 358,270

Please have documentation available upon request. Do not include OCIDA fees, OCIDA application fees or OCIDA legal fees as part of the Total Project Cost.

<u>Sources of Funds for Project Costs:</u>

1. Bank Financing ____________
2. Equity $ 4,714,806
3. Tax Exempt Bond Issuance (if applicable) $____________
4. Taxable Bond Issuance (if applicable) $____________
5. Total Sources of Funds for Project Costs $____________

6. Public Sources (Include sum total of all state and federal grants and tax credits) $ 2,175,000

   -Identify each state and federal grant/credit:

   NYSDOT/FRA $ 1,800,000

   NYSDOT/FRA $ 375,000

   ____________ $____________

B) Employment and Payroll Information

Full Time Equivalent (FTE) is defined as one employee working no less than 35 hours per week or two or more employees together working a total of 35 hours per week.

1. Are there people currently employed at the project site? 45-system wide
   ☐ No ☒ Yes, provide number of FTE jobs at the project site 4- avg. daily Onondaga
   If you are relocating, are all employees moving to new site? ☒ No, explain ☐ Yes
2. Complete the following:

Estimate the number of FTE jobs to be retained as a result of this Project:	4
Estimate the number of construction jobs to be created by this Project:	80 (8 per project/10yrs.)
Estimate the average length of construction jobs to be created (months):	per project/10 yrs.
Current annual payroll including the benefit cost:	$386,955 ($4.3M total system wide)
Average salary amount that is an employee benefit (%):	31.8%
Average annual growth salary/wage rate (%)	3%-5% est.
Provide an estimate of the number of residents in the Economic Development Region (Onondaga, Madison, Cayuga, Oneida, Oswego, and Cortland Counties) to fill new FTE jobs:	0

C) New Employment Benefits

Complete the following chart indicating the number of FTE jobs currently employed by the Applicant, FTE jobs currently employed at the Project and the number of FTE jobs that will be created at the Project site at the end of the first, second, and third, years after the Project is completed. Jobs should be listed by title of category (see below), including FTE independent contractors or employees of independent contractors that work at the Project location. Do not include construction workers.

Please use this chart to illustrate the current employment:

Job Title/Category	Current Annual Pay	Current Employment (FTE)
Engineering (MOW & Signals)	$91,421 (Avg Wage/Bene/RR Retire Tax & Bene)	12
Maintenance of Equipment/Engines	$78,850 (Avg Wage/Bene/RR Retire Tax & Bene)	7
Transportation	$100,169 (Avg Wage/Bene/RR Retire Tax & Bene)	18
General & Admin (non-exec)	$113,446 (Avg Wage/Bene/RR Retire Tax & Bene)	5
General & Admin (exec)	$111,319 (Avg Wage/Bene/RR Retire Tax & Bene)	3
Onondaga: Avg. 4: 3-Transp, 1-MOE		

Please use this chart to illustrate the projected employment growth:

Job Title/Category	Projected Annual Pay	FTE Jobs Created Year 1	FTE Jobs Created Year 2	FTE Jobs Created Year 3	FTE Jobs Created Year 4	FTE Jobs Created Year 5

D) Financial Assistance sought:

☒ Real Property Tax Abatement (PILOT*): Agency Staff will provide draft and final PILOT schedule:* ____________

☐ Mortgage Recording Tax Exemption (.75% of mortgage): NOT APPLICABLE

☒ Sales and Use Tax Exemption (4% Local, 4% State): 358,270

☐ Tax Exempt Bond Financing (Amount Requested): NOT APPLICABLE

☐ Taxable Bond Financing (Amount Requested): NOT APPLICABLE

E) Mortgage Recording Tax Exemption Benefit Calculator: Amount of mortgage that would be subject to mortgage recording tax:

Mortgage Amount (include sum total of construction/permanent/ bridge financing): $ NOT APPLICABLE

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage amount as indicated above, multiplied by .0075): $ NOT APPLICABLE

F) Sales and Use Tax Benefit Calculator: Gross amount of costs for goods and services that are subject to State and local Sales and Use Tax: $ 4,478,374

Estimated State and local Sales and Use Tax Benefit (product of 8% multiplied by the figure, above): $ 358,270

Section IV: Estimate of Real Property Tax Abatement Benefits

This section of the Application will be: (i) completed by Agency Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application prior to the completed application being provided to the OCIDA Board.

A) PILOTS Estimate Table Worksheet

OCIDA estimate of current value	
New construction and renovation costs	
OCIDA estimate of increase in value	
OCIDA estimated value of completed project	
OCIDA estimate of taxes that would have been collected if the project did not occur	
Scheduled PILOT payments	

PILOT Year	Exemption %	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT	Full Tax Payment w/o PILOT	Net Exemption
1	100						
2	90						
3	80						
4	70						
5	60						
6	50						
7	40						
8	30						
9	20						
10	10						
TOTAL							

Estimates provided are based on current property tax rates and assessment value (current as of date of application submission) and have been calculated by IDA staff.

Section VIII: Local Access Policy Agreement

In absence of a waiver permitting otherwise, every project seeking the assistance of the Onondaga County Industrial Development Agency (Agency) must use local general contractors, sub-contractors, and labor for one-hundred percent (100%) of the construction of new, expanded, or renovated facilities. The project's construction or project manager need not be a local company.

Noncompliance may result in the revocation and/or recapture of all benefits extended to the project by the Agency. Local Labor is defined as laborers permanently residing in the State of New York counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins, and Wayne. Local (General/Sub) Contractor is defined as a contractor operating a permanent office in the State of New York counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins and Wayne. The Agency may determine on a case-by-case basis to waive the Local Access Policy for a project or for a portion of a project where consideration of warranty issues, necessity of specialized skills, significant cost differentials between local and non-local services or other compelling circumstances exist. The procedure to address a local labor waiver can be found in the OCIDA handbook, which is available upon request.

In consideration of the extension of financial assistance by the Agency Finger Lakes Railway Corp. (the Company understands the Local Access Policy and agrees to abide by it. The Company understands that an Agency tax-exempt certificate is typically valid for 12 months from the effective date of the project inducement and extended thereafter upon request by the Company. The Company further understands that any request for a waiver to this policy must be submitted in writing and approved by the Agency.

I agree to the conditions of this agreement and certify all information provided regarding the construction and employment activities for the project as of 12-3-24 (date).

If there are two applicants (Real Estate Holding and Operating Company) both need to complete this page.

Applicant(s) Company: Finger Lakes Railway Corp.
Representative for Contract: R. Eric Betke
Address: P.O. Box 1099 City: Geneva State: NY Zip: 14456
Phone: 315-781-1234 Email: ericbetke@fingerlakesrail.com
Project Address: Freight rail corridor/row City: Multiple Onondaga State: NY Zip: ______
Signature: Richard Eric Betke

General Contractor: ______
Contact Person: ______
Address: ______ City: ______ State: ______ Zip: ______
Phone: ______ Email: ______
Authorized Representative: ______ Title: ______
Signature: Richard Eric Betke

Section X: Recapture of Tax Abatement/Exemptions

Information to be Provided the Company: Each Company agrees that to receive benefits from the Agency it must, whenever requested by the Agency or required under applicable statutes or project documents, provide and certify or cause to be provided and certified such information concerning the Company, its finances, its employees and other topics which shall, from time to time, be necessary or appropriate, including but not limited to, such information as to enable the Agency to make any reports required by law or governmental regulation.

Please refer to the OCIDA Uniform Tax Exemption Policy (UTEP).

I have read the foregoing and agree to comply with all the terms and conditions contained therein as well as policies of the Onondaga County Industrial Agency.

If there are two applicants (Real Estate Holding and Operating Company) both need to complete this page.

Name of Applicant(s) Company: Finger Lakes Railway Corp.

Signature of Officer or Authorized Representative: Richard Eric Betke

Name & Title of Officer or Authorized Representative: R. Eric Betke, President

Date: 9/12/24

Section XI: Conflict of Interest

Agency Board Members

1. Patrick Hogan, Chairperson
2. Janice Herzog, Vice Chairperson
3. Sue Stanczyk, Director
4. Kevin Ryan, Director
5. Fanny Villarreal, Director
6. Cydney Johnson, Director
7. Elizabeth Dreyfuss, Director

Agency Officers/Staff

1. Robert M. Petrovich, Executive Director
2. Nathaniel Stevens, Treasurer
3. Alexis Rodriguez, Secretary
4. Karen Doster, Recording Secretary

Agency Legal Counsel & Auditor

1. Jeffrey Davis, Esq., Barclay Damon LLP
2. Amanda Fitzgerald, Esq., Barclay Damon LLP
3. Michael G. Lisson, CPA, Grossman St. Amour Certified Public Accountants PLLC

The Applicant(s) has received a list of members, officers and staff of the Agency. To the best of my knowledge, no member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

If there are two applicants (Real Estate Holding and Operating Company) both need to complete this page.

Name of Applicant(s) Company: Finger Lakes Railway Corp.

Signature of Officer or Authorized Representative: Richard Eric Betke

Name & Title of Officer or Authorized Representative: R. Eric Betke, President

Date: 9/12/24

Section XII: Representations, Certifications, and Indemnification

If there are two applicants (Real Estate Holding and Operating Company) both need to complete this page.

R. Eric Betke (Name of CEO or other authorized representative of Applicant)(s) confirms and says that he/she is the President (title) of Finger Lakes Railway Corp. (name of corporation or other entity) named in the attached Application (the "Applicant"), that he/she has read the foregoing Application and knows the contents thereof, and hereby represents, understands, and otherwise agrees with the Agency and as follows:

A. **First Consideration for Employment:** In accordance with §858-b (2) of the New York General Municipal Law, the Applicant understands and agrees that if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the Applicant will first consider persons eligible to participate in WIA programs who shall be referred by the CNY Works for new employment opportunities created as a result of the Project.

B. **Annual Sales Tax Filings:** In accordance with §874(8) of the New York General Municipal Law, the Applicant understands and agrees that if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant. For additional information on NYS sales and use tax see here.

C. **Outstanding Bonds:** The Applicant understands and agrees to provide on an annual basis any information regarding bonds, if any, issued by the Agency for the project that is requested by the Comptroller of the State of New York.

D. **Employment Reports:** The Applicant understands and agrees that, if the Project receives any financial assistance from the Agency, the Applicant agrees to file with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of people employed at the project site, salary levels, contractor utilization and such other information (collectively, "Employment Reports") that may be required from time to time on such appropriate forms as designated by the Agency. Failure to provide Employment Reports within 30 days of an Agency request shall be an event of default under the Project closing documents. Please see this page for ST-340 form required in the above referenced employment report.

E. **Housing Reports and Information**: The Applicant understands and agrees that if the Project is a housing project, the Applicant shall file with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of revenue-generating units constructed or reconstructed and the household income or tenant age, as applicable. Upon request of the Agency, the Applicant shall provide supporting documentation for all housing related information provided. Failure to provide such reports and supporting information shall be an event of default under the Project closing documents

F. **Prevailing Wage:** The Applicant understands and agrees that, if the Project receives any financial assistance from the Agency, the Applicant shall determine whether the Project is a "covered project" pursuant to Section 224-a of Article 8 of the New York Labor Law and, if applicable, the Applicant shall comply with Section 224-a of Article 8 of the New York Labor Law; and the Applicant further covenants that the Applicant shall provide such evidence of the foregoing as requested by the Agency.

G. **Compliance:** The Applicant understands and agrees that it is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations. The Applicant confirms and acknowledges that the owner, occupant or operator receiving financial assistance for the proposed Project is in substantial compliance with applicable local, state, and federal tax, worker protection and environmental laws, rules and regulations.

H. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if financial assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the Agency. (1) No funds of the Agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

I. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any financial assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement in the Project.

J. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

The Applicant and the individual executing this Application on behalf of Applicant acknowledge that the Agency and its counsel will rely on the representations and covenants made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statement contained herein not misleading.

K. The Agency has the right to request and inspect supporting documentation regarding attestations made on this application.

L. Hold Harmless Agreement: Applicant hereby releases Onondaga County Industrial Development Agency and the members, officers, servants, agents and employees thereof (the "Agency") from, agrees that the Agency shall not be liable for, and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by: (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax-exemptions and other assistance requested therein are favorably acted upon by the Agency; (B) the Agency's acquisition, construction, reconstruction, equipping and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project, including without limiting the generality of the foregoing, all cause of action and attorney's fees and any other expenses incurred in defending any suits or action which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the process of the Application, including attorney's fees, if any.

Name of Applicant Company: Finger Lakes Railway Corp.

Signature of Officer or Authorized Representative: Richard Eric Betke

Name & Title of Officer or Authorized Representative: R. Eric Betke, President

Date: 9/12/24

STATE OF NEW YORK)

COUNTY OF ONONDAGA) ss.;

R. Eric Betke, being first duly sworn, deposes and says:

1. That I am the President (Corporate Officer) of Finger Lakes Railway Corp. (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.

2. That I have read and attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete

(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury this 12 Sept day of 12. 2024.

Tammy M. Spina

(Notary Public)

TAMMY M SPINA
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01SP0011873
Qualified in Seneca County
Commission Expires August 09, 2027

End of Application

Rev 2.15 23

FINGER LAKES RAILWAY CORP.
P.O. BOX 1099
GENEVA, NY 14456
Phone: (315) 781-1234 Fax: (315) 781-2505
www.fingerlakesrail.com

ATTACHMENT (REVISED 11.29.24)
ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPLICATION FOR FINANCIAL ASSISTANCE

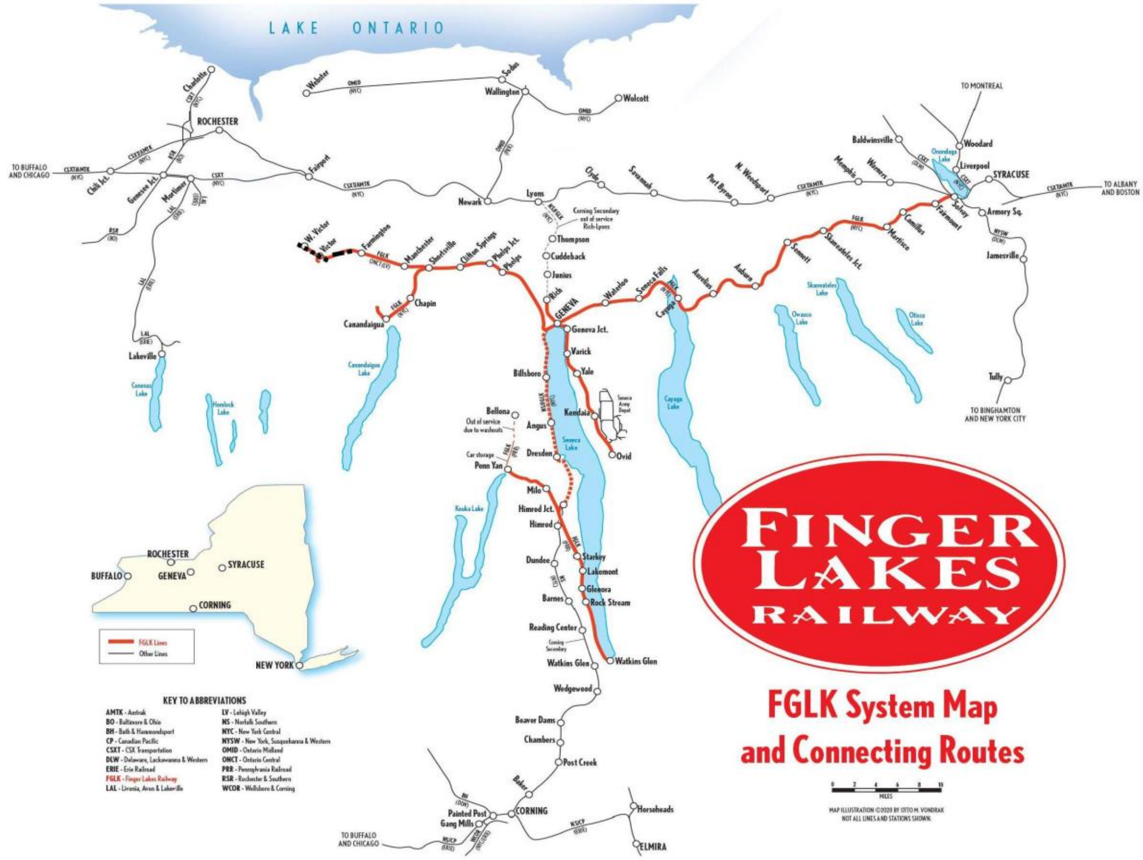
PERTINENT BACKGROUND INFORMATION

Finger Lakes Railway (FGLK) was founded in 1995 in a precedent-setting public-private initiative to preserve essential rail freight service in the aftermath of a regional carrier that had neglected marketing and maintenance of its upstate railroad properties. In order to achieve sustainable operating economics in light of established railroad property taxation that contributed to the predecessor's shutdown, FGLK's experienced railroad owner-operators reached agreement on annual payments in lieu of taxes (PILOTs) among Industrial Development Agencies of the six affected host counties. The current renewal of these formalized agreements is due for review in 2025.

FGLK is a Class III (small-business) railroad that operates, maintains and markets over 130 miles of track serving 39 active customers situated in Cayuga, Onondaga, Ontario, Oswego, Seneca, Schuyler and Yates counties. FGLK owns or leases 17 locomotives and more than 600 railcars to meet customer shipping needs. Since inception, it has grown from 6 to 45 full-time employees and from 5,642 first-year carloads to an annual range of 16,000-18,000, depending on general economic conditions. The cost-effectiveness of moving heavy bulk commodities by rail involves environmental side benefits from fuel efficiency (about three times better per ton-mile than trucking), dramatically reduced exhaust emissions and associated noise, and motor carrier diversion from damage-prone highway travel. A less obvious benefit of the railroad to the community from reduction of truck traffic and its inevitable pavement damage. At a 3:1 ratio of trucks to railcars, some 30,000 truckloads are shifted from congested county and local roads to the rails in Solvay. A 2016 American Short Line and Regional Railroad Association (ASLRRA) study indicated that short line railroads in New York State saved its counties and local communities $22-million statewide in annual roadway maintenance.

The key to a coordinated effort to reduce costs of service to permit regular reinvestment lies in mutual commitment to a cluster of rail lines that differ in mileage, customers and traffic in each county but constitute a coordinated regional rail system for moving traffic from origins and to destinations throughout the United States and Canada. Extended customer reach is exemplified by inbound plastics from Texas, soda ash from Wyoming, and wines from California. Outbound paperboard is delivered to destinations as distant as Alberta, canned goods to Arizona, and salt to Florida. Movements are accomplished by means of direct connections with long-distance carriers CSX at Solvay, Norfolk Southern at Geneva, and their affiliate The New York, Susquehanna and Western Railway at Syracuse. Using an anatomical analogy, FGLK's cluster of lines represents capillaries in a North American network of arteries and veins, and the whole of FGLK has far greater economic impact than its individual parts. The formularized PILOT arrangement recognizes that commonality of interests and associated value of transportation service accrues to the benefit of all counties, customers and consumers.

SYSTEM MAP



FGLK's rail line runs east to west starting at Solvay (Syracuse), through Auburn to Geneva and continues west to Canandaigua and Shortsville, and includes a branch line between Penn Yan and Watkins Glen connected to the rest of the rail system via trackage rights on the Norfolk Southern Corning Secondary. The "Auburn Road Line" is a main line connecting the eastern rail yards in Syracuse and Solvay to the western Geneva Yard through the central Auburn Yard. All FGLK terminating and originating traffic comes in or out through either Solvay (54%) or Geneva (46%). A number of railcar loads are moved between on-line customers, which is crucial to the local economy and truck traffic reduction, including Smurfit WestRock's paper mill in Solvay and box plant in Camillus.

Onondaga County Carload Traffic						
		2020	2021	2022	2023	2024
Local County Traffic		832	730	633	551	438
Solvay Inbound		3,728	3,635	2,923	2,722	1,784
Solvay Outbound		5,706	6,104	6,345	5,462	4,089
Totals		10,266	10,469	9,901	8,735	6,311

Railroading inherently is a highly competitive, complex and capital-intensive business dependent on maximizing volume to realize relatively low returns, particularly in an inflationary economic environment. Over the past five years, FGLK has experienced a progressive decline in profitability, culminating in a reported 2023 loss of $265,236 and potential repeat this year.

Major revenue-related expense categories included maintenance of way (26.4%), maintenance of equipment (10.6%), transportation (47.3%), and general and administrative (16.6%), a total of 100.9%. FGLK nonetheless has continued to reinvest in its rail properties, a total of $2.3-million in 2023.

Consistent with the counties' interests in expanding the base of employment, FGLK's mission remains one of increasing market shares for existing customers while developing additional on-line industrial sites, accompanied by continuing reinvestment to update its infrastructure to the modern gross weight standard of 286,000 pounds. A single treated wooden crosstie replacement costs about $120, and around 3,000 of them support each mile of line. Funds saved under the PILOT facilitate investment in track and bridges with expected lifespans of 50-100 years. A financial history of the reinvestments by FGLK to the railroad infrastructure through 2023 in Onondaga County is provided below.

	Finger Lakes					Onondaga County		
YEAR	Total Railbed Maintenance Expense	Total Operating Expense	Total PILOT Expense	Total Railbed Capital Investment	YEAR	Total Railbed Maintenance Expense	PILOT Expense	Total Railbed Capital Investment
1995	$ 135,851	$ 819,361	$ -	$ 298,471	1995	$ 21,585	$ -	$ 37,544
1996	420,542	1,864,717	-	40,670	1996	66,820	-	-
1997	436,150	2,017,230	69,016	23,483	1997	69,300	11,503	-
1998	552,910	2,166,947	73,660	-	1998	87,851	12,277	-
1999	878,047	3,184,035	80,891	1,147,572	1999	139,512	13,482	178,989
2000	729,521	3,391,011	91,241	3,978	2000	115,913	15,207	3,978
2001	830,190	3,468,377	92,361	1,683,575	2001	131,908	15,394	635,846
2002	1,083,987	4,296,799	105,455	294,442	2002	172,234	17,576	18,252
2003	1,212,063	4,687,335	111,449	620,042	2003	192,584	18,575	219,432
2004	1,292,228	5,111,266	125,678	81,546	2004	205,321	20,946	-
2005	807,343	5,120,352	131,312	-	2005	128,278	21,885	-
2006	1,172,315	5,975,794	134,736	188,478	2006	186,268	22,456	-
2007	1,189,046	6,875,807	146,371	161,323	2007	188,927	24,395	-
2008	1,051,373	7,133,561	159,372	259,216	2008	167,052	26,562	31,495
2009	1,438,674	7,555,296	167,548	30,327	2009	228,590	27,925	-
2010	2,101,957	8,332,325	169,810	1,792,376	2010	333,979	28,302	-
2011	2,346,951	9,690,176	171,478	1,670,011	2011	372,905	28,580	198,000
2012	2,080,528	9,627,298	187,990	1,207,414	2012	330,574	31,332	99,629
2013	2,368,457	11,052,028	207,818	1,280,293	2013	376,323	34,636	-
2014	2,732,402	11,273,555	222,582	1,972,664	2014	434,149	37,097	167,071
2015	2,555,293	11,406,640	222,126	1,892,213	2015	406,009	37,021	13,700
2016	2,158,205	10,728,921	240,758	4,444,042	2016	342,916	40,126	3,452,704
2017	2,214,744	10,577,701	268,204	1,498,818	2017	351,899	44,701	323,422
2018	2,656,838	11,681,661	277,989	1,419,559	2018	422,143	46,332	253,774
2019	2,950,274	17,369,557	292,675	1,402,804	2019	468,767	48,779	185,714
2020	2,900,904	11,591,673	302,519	1,972,665	2020	460,923	50,420	-
2021	3,464,947	13,425,279	314,323	2,763,174	2021	550,543	52,387	15,377
2022	3,937,187	15,294,072	335,215	5,544,606	2022	625,577	55,869	-
2023	4,616,988	17,347,926	351,044	1,719,651	2023	733,590	58,507	-
2024				108,968	2024	-		
	$ 52,315,915	$ 233,066,700	$ 5,053,621	$ 35,522,381		$ 8,312,440	$ 842,270	$ 5,834,927

FGLK is nearing completion of the $1.53-million Solvay West End Yard Ladder Safety Improvement Project, for which FGLK's required contribution of $1.03-million was supplemented by a federal grant of $500,000. The Solvay Yard, originally built in the late-1800s, was in dire need of modernization. In 2011, FGLK purchased from CSX and immediately replaced an out of service and condemned bridge with fill to restore the former main line. Project construction restarted on May 6, 2024 and includes widening of track centers, replacing turnouts, replacing all deteriorated ties, adding light poles and lighting and improving emergency access. In that regard, Onondaga's future as the "gateway" to the PILOT cluster of lines appears promising. Its location affords FGLK customers frequent local switching service (including inter-plant shuttle movements) and multiple-carrier transportation access assuring competitive freight rates throughout the country.

FGLK brings to Onondaga County its infrastructure, a second transportation modality, exemplary customer service, and commitment to grow its business base in conjunction with the IDA by facilitating expansion of existing customers and attracting new industry. Aside from its formularized PILOT payments, the County derives benefit from increased employment and tax revenue from FGLK customer growth, capital investments and business development. The projects for which the railroad seeks relief are best defined as a suite of capital-intensive improvement projects planned for the near term, others arising from future identified physical facility obsolescence, and prospective third-party commercial development opportunities.

As a part of our PILOT partnership, the county and local communities have received over $38,000 in annual lease offsets, a no-cost easement for the Milton Avenue drainage project valued at $160,000, as well as use of FGLK property on Martisco Road for school buses and snowplows to turn around.

The 39 dispersed beneficiaries of FGLK service include a diversified mix of businesses employing around 4,000 in-state workers that depend on competitive transportation pricing. Among the more prominent are Smurfit-WestRock's paper mill and box plant, Nucor Steel's modern electric-furnace mill, glass container specialist Owens-Illinois, flat-glass producer Guardian Industries, U.S. Salt's and Cargill's underground reserves, Seneca Foods' cannery and distribution center, and Pactiv Evergreen and Silgan container-manufacturing facilities.

Others reflect a cross-section of the regional industrial economy and include Birkett Mills, CaroVail, DeLong, E&J Gallo, Finger Lakes Agronomics, Liquid Products, Maybury, Phelps Supply, and several other fertilizer suppliers in support of New York agriculture, DuMond and other farms (soybeans, corn and other grains), Heidelberg (stone quarry, sand, ballast, rip-rap, asphalt), CertainTeed (shingles, roofing), Messer (beverage grade Co2), LPG suppliers (heating fuel), Tomra (glass recycling), Henkel/Zotos (cosmetics), Scepter (salt cake and aluminum ingots), Builders Choice Lumber (a new lumber yard), and Leonard's Express (a new freight forwarder).

Attached are letters from FGLK's rail customers and suppliers attesting to the importance of rail to their future operations and expansions in upstate New York.

C) Applicant Business Description:

Applicant/Owner History:

1. Is the owner and/or Applicant or any manager or owner of the Owner and/or Applicant now a plaintiff or defendant in any civil or crimination litigation? Yes, explain.

All common-carrier railroads are authorized by the Surface Transportation Board to operate in intrastate or interstate service and are therefore covered by the Federal Employer Liability Act

(FELA) and prohibited from coverage under the State Workers Compensation Act. Unlike FELA, Workers' Compensation employees typically do not sue their employer and must accept the benefits provided by the system. In FGLK's 29-year history, there has been no FELA claim against the company.

On April 22, 2024, FGLK was served notice as a third-party defendant, along with WestRock, by attorneys representing CSX, relating to a personal injury claim by one of CSX's employees. While FGLK operates in a close proximity rail yard, provides rail service to WestRock, and interchanges railcars to CSX, it has never owned the tracks, property or operated on the tracks where CSX train crews were picking up or delivering railcars. FGLK's insurers and their appointed counsel are handling the claim/case.

D) Applicant/Owner Assistance from Onondaga County Industrial Development Agency:

FGLK received assistance under a six-county identical PILOT approved in July of 1995 and July, 2005. In 2015, the IDAs and FGLK renewed an identical PILOT with increased benefits for every county.

	Freight Revenue						Tax Calculation				New Tax Calculation			
	40101	40102	40103	40105	40112									OCIDA PILOT & FEES
	Switching	Freight Adjustments	Fuel Surcharge	Haulage	Local Traffic	Total Freight Revenue	1st $1.5M	Next $500K	Remaining at 2%	6 IDA's Agency Fees	2.75%	6 IDA's Agency Fees	Total PILOT & Fees Due	
2014 PILOT PAYMENT - BASED ON 2013 REVENUES	8,478,828.00	-	267,354.38	17,710.00	278,452.82	9,042,345.20	60,000.00	15,000.00	140,846.90	6,000.00			221,846.90	36,974.48
2015 PILOT PAYMENT - BASED ON 2014 REVENUES	8,546,137.00	-	293,553.77	10,420.00	225,719.30	9,075,830.07	60,000.00	15,000.00	141,516.60	6,000.00			222,516.60	37,086.10
2016 PILOT PAYMENT - BASED ON 2015 REVENUES	8,730,897.00	-	38,667.42	4,859.49	254,550.50	9,028,974.41					248,296.80	18,000.00	266,296.80	44,382.80
2017 PILOT PAYMENT - BASED ON 2016 REVENUES	8,935,994.00		15,464.25	23,255.00	220,669.00	9,195,382.25					252,873.01	18,000.00	270,873.01	45,145.50
2018 PILOT PAYMENT - BASED ON 2017 REVENUES	9,530,936.00	-	4,959.78	26,030.00	254,511.00	9,816,436.78					269,952.01	18,000.00	287,952.01	47,992.00
2019 PILOT PAYMENT - BASED ON 2018 REVENUES	9,886,180.44	-	8,362.17	34,530.00	299,509.00	10,228,581.61					281,285.99	18,000.00	299,285.99	49,881.00
2020 PILOT PAYMENT - BASED ON 2019 REVENUES	10,103,647.98	-	3,170.07	31,910.00	262,950.00	10,401,678.05					286,046.15	21,000.00	307,046.15	51,174.36
2021 PILOT PAYMENT - BASED ON 2020 REVENUES	10,741,776.00	-	1,549.34	30,026.00	263,411.00	11,036,762.34					303,510.96	21,000.00	324,510.96	54,085.16
2022 PILOT PAYMENT - BASED ON 2021 REVENUES	11,657,992.00	-	-	3,705.00	309,232.81	11,970,929.81					329,200.57	21,000.00	350,200.57	58,366.76
2023 PILOT PAYMENT - BASED ON 2022 REVENUES	11,600,197.00	-	96,804.04	1,041.00	237,391.15	11,935,433.19					328,224.41	24,000.00	352,224.41	58,704.07
2024 PILOT PAYMENT - BASED ON 2023 REVENUES	11,466,857.00	-	119,941.26	16,873.00	225,513.10	11,829,184.36					325,302.57	24,000.00	349,302.57	58,217.09

FGLK inherited a rail facility that, because of low traffic volume and high property taxes, was undermaintained and had been shrunk, through track retirements and removals, to match a limited demand for rail service. A key goal was to establish a shared approach with the six counties through which the rail line would operate, thereby ensuring preservation of this important rail asset. Immediately upon the purchase of the lines from Conrail and securement of the six-county PILOT, FGLK embarked upon an upgrading and expansion program. The line from Auburn to Solvay (Syracuse), which had been out of service for over five years, was reopened. The plan developed enabled FGLK to reinvest its earnings, grow its business, contribute to the tax base, and foster economic growth in the regions it served. While service improvements were made immediately, upgrading the infrastructure after years of neglect takes time and to this day, we continue to identify the next need for attention.

A Facilities Agreement added to FGLK's current PILOT provides offsets to the six-county municipalities for annual rental fees for new facilities occupying railroad property. For the year 2023, annual rental offsets totaled $306,718, of which Onondaga County municipalities received $198,764.

The reinvestments through 2023 by FGLK to the railroad infrastructure in Onondaga between FGLK's Milepost 2.88 in Solvay and Milepost 18.36 (Onondaga/Cayuga border) include capitalized improvements totaling $5.8-million.

Section II: Project and Site Information

Project	City/Town	Project Cost Total	Material Total	Labor Total	Equipment Total	Engineering Total	Sales Tax
Bridge rehabilitation - Route 174	Camillus	$ 1,800,000	$ 720,000	$ 720,000	$ -	$ 360,000	$ 93,600
Signal Upgrade - Boyd Avenue	Solvay	$ 375,000	$ 202,500	$ 155,625	$ -	$ 16,875	$ 19,500
Tie Replacement - 2 to 4.5	Solvay	$ 918,063	$ 485,655	$ 432,408	$ -	$ -	$ 47,739
Tie Replacement - 4.5 to 7	Camillus	$ 891,323	$ 471,510	$ 419,813	$ -	$ -	$ 46,349
Tie Replacement - 7 to 9.5	Camillus	$ 840,158	$ 444,444	$ 395,714	$ -	$ -	$ 43,688
Tie Replacement - 9.5 to 12	Camillus	$ 865,363	$ 457,777	$ 407,586	$ -	$ -	$ 44,999
Tie Replacement - 12 to 14.5	Elbridge	$ 409,341	$ 217,360	$ 172,333	$ -	$ -	$ 21,286
Tie Replacement - 14.5 to 17	Elbridge	$ 421,621	$ 223,881	$ 177,502	$ -	$ -	$ 21,924
Tie Replacement - 17 to 18	Elbridge	$ 86,654	$ 46,013	$ 36,481	$ -	$ -	$ 4,506
Xing replacement - Boyd Avenue	Solvay	$ 62,850	$ 22,815	$ 37,647	$ 2,388	$ -	$ 3,268
Xing replacement - Horan Road	Solvay	$ 79,433	$ 36,380	$ 39,240	$ 3,813	$ -	$ 4,131
Xing replacement - Milton Avenue	Camillus	$ 140,000	$ 59,780	$ 73,500	$ 6,720	$ -	$ 7,280
		$ 6,889,806	$ 3,388,115	$ 3,067,850	$ 12,921	$ 376,875	$ 358,270

The current taxable value assessments by Onondaga County are shown below under Property Tax ID#, and based on the final assessment rolls for both AV and latest EQ rates, totals $181,976.

Property Tax ID#

SWIS	**Tax Map. No.**	Prop_Cls_Cd	County	Town_Villag	Village_	Taxable_AV	Equal_Rat	EqulzdTaxA	School_District	Sch_Lib_T	Cnty_Tx_Rt	Town_Tax_	Vill_Tax_Rt	Tot_Tax_Rts	Tot.Tax_Pmt	SpecDist_	SpDist_Txs
312889	**041.-02-14.0**	843_NonCeilRR	Onondaga	Elbridge_No		120000	0.810	148148	312801_Jordan Elb	17.5306	4.4844	5.141	0.0000	27.1560	3258.72	1.3782	165.38
312889	**041.-03-07.0**	843_NonCeilRR	Onondaga	Elbridge_No		275000	0.810	339506	312801_Jordan Elb	17.5306	4.4844	5.141	0.0000	27.1560	7467.90	1.3782	379.01
312889	**042.-02-10.0**	843_NonCeilRR	Onondaga	Elbridge_No		215000	0.810	265432	312801_Jordan Elb	17.5306	4.4844	5.141	0.0000	27.1560	5838.54	1.3782	296.31
312889	**043.-02-03.0**	843_NonCeilRR	Onondaga	Elbridge_No		250000	0.810	308642	312801_Jordan Elb	17.5306	4.4844	5.141	0.0000	27.1560	6789.00	1.3782	344.55
312889	**044.-03-15.0**	843_NonCeilRR	Onondaga	Elbridge_No		150000	0.810	185185	312801_Jordan Elb	17.5306	4.4844	5.141	0.0000	27.1560	4073.40	1.3782	206.73
312889	**045.-01-29.0**	843_NonCeilRR	Onondaga	Elbridge_No		525000	0.810	648148	312801_Jordan Elb	17.5306	4.4844	5.141	0.0000	27.1560	14256.91	1.3782	723.56
312889	**045.-02-10.0**	843_NonCeilRR	Onondaga	Elbridge_No		105000	0.810	129630	312801_Jordan Elb	17.5306	4.4844	5.141	0.0000	27.1560	2851.38	1.3782	144.71
312889	**044.-04-06.0**	843_NonCeilRR	Onondaga	Elbridge_No		175000	0.810	216049	312801_Jordan Elb	17.5306	4.4844	5.141	0.0000	27.1560	4752.30	1.3782	241.19
313201	**001.-01-08.1**	843_NonCeilRR	Onondaga	Geddes_Villa	Solvay	136800	0.625	218880	313202_Solvay	34.9638	5.8467	2.1014	14.4107	57.3226	7841.74	1.3476	184.36
313201	**002.-01-03.4**	340_IndVacLnd	Onondaga	Geddes_Villa	Solvay	19500	0.625	31200	313202_Solvay	34.9638	5.8467	2.1014	14.4107	57.3226	1117.79	1.3476	26.28
312001	**002.-06-13.0**	843_NonCeilRR	Onondaga	Camillus_Vil	Camillu	150920	0.890	169573	_West Genesee	22.1352	4.1036	3.4636	6.3800	36.0824	5445.55	0.2815	42.48
312001	**003.-05-26.0**	843_NonCeilRR	Onondaga	Camillus_Vil	Camillu	134250	0.890	150843	_West Genesee	22.1352	4.1036	3.4636	6.3800	36.0824	4844.06	0.2815	37.79
312001	**004-03.16.0**	843_NonCeilRR	Onondaga	Camillus_Vil	Camillu	311299	0.890	349774	_West Genesee	22.1352	4.1036	3.4636	6.3800	36.0824	11232.40	0.2815	87.63
312089	**015.-04-08.0**	843_NonCeilRR	Onondaga	Camillus_No		363353	0.890	408262	313202_Solvay	26.0076	4.1036	6.3193	0.0000	36.4305	13237.11	1.3820	502.15
312089	**015.-04-.08.0/**	431_AutoDeale	Onondaga	Camillus_No		26000	0.890	29213	313202_Solvay	26.0076	4.1036	6.3193	0.0000	36.4305	947.19	1.3820	35.93
312089	**016.-09-16.0**	843_NonCeilRR	Onondaga	Camillus_No		135843	0.890	152633	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	4422.78	1.3820	187.74
312089	**017.-04-01.0**	843_NonCeilRR	Onondaga	Camillus_No		126366	0.890	141984	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	4114.23	1.3820	174.64
312089	**017.-05-63.0**	843_NonCeilRR	Onondaga	Camillus_No		222895	0.890	250444	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	7257.03	1.3820	308.04
312089	**020.-05-21.0**	843_NonCeilRR	Onondaga	Camillus_No		471767	0.890	530075	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	15359.82	1.0815	510.22
312089	**024.-01-03.0**	843_NonCeilRR	Onondaga	Camillus_No		146383	0.890	164475	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	4765.95	1.0815	158.31
312089	**024.-01-13.0**	843_NonCeilRR	Onondaga	Camillus_No		48090	0.890	54034	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	1565.72	1.0815	52.01
312089	**024.-02-39.0**	843_NonCeilRR	Onondaga	Camillus_No		772588	0.890	868076	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	25153.96	1.0815	835.55
312089	**025.-02-28.0**	843_NonCeilRR	Onondaga	Camillus_No		679919	0.890	763954	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	22136.84	1.0815	735.33
312089	**027.-01-27.0**	843_NonCeilRR	Onondaga	Camillus_No		99689	0.890	112010	_West Genesee	22.1352	4.1036	6.3193	0.0000	32.5581	3245.68	1.0815	107.81
														Total Taxes	**181976.00**		**6487.71**

FGLK's rail corridor property is its asset, but is limited by its dimensions and adjacent non-industry zoning. Like most small railways, FGLK spends 26% of its freight revenues on track maintenance and as a five-year average, capital projects have run an additional $2.66-million per year. In total for the past five years, FGLK has spent $16.8-million for track maintenance and $13.3-million in capital improvements. New York State Sales Taxes paid for these improvements totaled $841,743 for year 2023; $858,680 for year 2022; $725,370 for year 2021; and $460,180 for year 2020.

The entire cluster of rail corridors consists of 130 miles of track, including switching yards and sidings, 85 bridges, five buildings, 117 public highway and 132 private grade crossings. Municipal facilities occupy railroad right-of-way in Solvay/Geddes, Camillus and Elbridge for roadway and curbing, poles and overhead electric wiring, and underground pipelines for water, sewer and storm drainage. A Facilities Agreement added to FGLK's current PILOT provides offsets to the municipalities for annual rental fees for new facilities occupying railroad property. For the year 2023, offsets totaled $306,718, of which Onondaga County municipalities received $198,764.

Also, FGLK provides under an access agreement to Onondaga County use of railroad property and roadway off Marisco Road for a designated turnaround for school bus and for Onondaga DOT to perform necessary snow maintenance.

See attached letter of support from Commissioner Voss, Onondaga County DOT.

Considered a distressed community by New York State, the Village of Solvay has drainage infrastructure in poor condition that warrants full replacement. Federal aid was granted toward Solvay's Milton Avenue Paving and Drainage Project, including four new proposed outlets to be installed that require permanent non-exclusive easements from FGLK of its rail corridor property. FGLK received a formal request in August 2024 for assistance to prevent loss of project funding – that FGLK donate portions of its rail corridor for four drainage pipeline locations. Based on the nominal size of each pipe and other data provided to FGLK, the estimated market value for the occupations provided by ReLTEK, LLC (professional railroad right of way real estate services) for non-exclusive property easements for three 30" pipelines and one 36" pipeline is $40,000 each, totaling $160,000.

See attached letter of support from Mayor Baichi, Village of Solvay.

D) Project Narrative: Statement of Project advancement

If the Applicant is unable to obtain Financial Assistance for the Project, what will be the impact on the Applicant and County/City/Town/Village?

If PILOT financial assistance (real estate/sales tax abatement) is not authorized by the IDA, the project as represented would not move forward.

Section III: Financial and Employment Information
B) Employment and Payroll Information (Salary & Fringe Benefits/Jobs to be Retained/Created)

FGLK employs system wide 45 full-time employees; 13 of whom reside in the Labor Market Area of **Onondaga (5), Cayuga (1), Oneida (1), Wayne (5) and Oswego (1)**. <u>The daily average onsite in Onondaga County are 4 FTE's: (3) Transportation and (1) Maintenance of Equipment</u>. FGLK estimates all those positions will be retained and anticipates hiring up to six additional personnel system wide over the next three years. Of the present roster, 13 are classified as management, 30 are in production, and 2 fall in the administrative classification.

FGLK's available job positions are safety-sensitive and *federally* regulated. Applicants who receive conditional offers of employment must complete successful background investigations, job-function testing, medical examinations, and drug/alcohol screens.

FGLK's current 45-person employment roster averages 12 years of service, of which nine have been with FGLK for over 20 years. FGLK's average annual wage with fringe benefits is $96,739. Full-time hourly employees are paid for overtime. Qualified hourly and salaried employees receive paid time off for illness, vacation and holidays, as well as other paid time off. In addition, FGLK provides an annual $1,500 IRA match to all personnel. Railroad workers' unemployment benefits, sickness benefits, and retirement benefits are administered by the Railroad Retirement Board. Employers and employees pay higher retirement taxes than those covered by the Social Security Act. Railroad retirement benefits are higher than social security benefits, especially for career employees. The Railroad Retirement Act also provides supplemental railroad retirement annuities, which are payable to employees who retire directly from the rail industry. Railroad Retirement taxes at 20.75% are paid by FGLK, totaling $650,951.

FGLK's contribution for all employee medical premiums (88%), HRA medical deductible (100%), and vision, dental and life insurance premiums (100%) totaled $1,025,696 in 2023, $917,602 in 2022, $783,752 in 2021, $688,569 in 2020, and $702,403 in 2019.

NYS Withholding Taxes for year 2023 totaled $186,599; for year 2022, $175,727; for year 2021, $160,252; and for year 2020, $150,815.

Local Labor Policy

The New York State Rail Plan for investment strategies was developed in cooperation with New York's freight railroads. The plan stresses the commitment to the State's rail transportation infrastructure that serves businesses and industries, that it creates jobs for New Yorkers, and also transports many of the goods that we use each day.

FGLK makes every effort to use local contractors, suppliers, and its own railroad forces for projects, maintenance, inspections and upgrading. State and federal funding assistance includes requirements for bidding, certifications for MWBE/DBE, Buy America certifications, and other requirements under U.S. Department of Labor and the Railroad Retirement Board.

Supplemental Materials Attached

1. Letters from FGLK customers of the significance of the rail to their industries/businesses.
2. Letters from FGLK suppliers/vendors of the significance of the rail to their businesses.
3. Letter from Jay Yennock, 147 Croly
4. Letter from Onondaga County DOT
5. Letter from Mayor Biachi, Solvay

ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

DEFENSE AND INDEMNIFICATION POLICY

This Defense and Indemnification Policy is adopted in accordance with Section 2824 of the Public Authorities Act and applies to all members, officers and employees of the Onondaga County Industrial Development Agency (the “Agency”).

The Agency shall indemnify all members and each officer and employee, and each other person authorized to act for it on its behalf, against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them as a consequence of theirs being made a party to or being threatened to be made a party to any threatened, pending or contemplated civil or administrative action, suit or proceeding, by reason of their being or having been a member or officer of the Agency and in the performance of their duties to the extent authorized by the Board.

The Agency shall not indemnify any member, officer, employee, or any other person authorized to act for it on its behalf, in such cases where they are adjudged guilty of willful and wanton misconduct or gross negligence in the performance of his or her duties or adjudged to have not acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Agency and its members.

If a member or officer claims reimbursement or indemnification hereunder based upon settlement of a matter, they shall be indemnified only if the Board (with any member seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interests of the Agency and, if a majority of the members request it, such approval is based on an opinion of independent counsel supporting the propriety of such indemnification and reimbursement.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights such member or officer may have. The Board shall notify all members that it has approved an indemnification payment at least ten (10) days prior to making such payment.

The Agency shall maintain full Directors and Officers liability insurance coverage toward that end.

WHISTLEBLOWER POLICY

It is the responsibility of all Onondaga County Industrial Development Agency (the "Agency") members, officers and employees to comply with the Agency's Code of Ethics and to report violations or suspected violations in accordance with this Whistleblower Policy. It is the policy of the Agency to afford certain protections to individuals who in Good Faith report violations of the Agency's Code of Ethics or other instances of potential Wrongdoing within the Agency. This Policy is set forth to encourage and enable members, officers and employees to raise concerns in Good Faith within the Agency and without fear of retaliation or adverse employment action.

Definitions

"Good Faith": Information concerning potential Wrongdoing is disclosed in "Good Faith" when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential Wrongdoing.

"Agency Employee": All board members, and officers and staff employed at the Agency whether full-time, part-time, employed pursuant to contract, employees on probation and temporary employees.

"Whistleblower": Any Agency Employee who in Good Faith discloses information concerning Wrongdoing by another Agency Employee, or concerning the business of the Agency itself.

"Wrongdoing": Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by a Agency Employee that relates to the Agency.

"Personnel Action": Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

Section I: **Reporting Wrongdoing**

All Agency Employees who discover or have knowledge of potential Wrongdoing concerning board members, officers, or employees of the Agency; or a person having business dealings with the Agency; or concerning the Agency itself, shall report such activity in accordance with the following procedures:

a) The Agency Employee shall disclose any information concerning Wrongdoing either orally or in a written report to the Agency's ethics officer or general counsel.

b) All Agency Employees who discover or have knowledge of Wrongdoing shall report such Wrongdoing in a prompt and timely manner.

c) The identity of the Whistleblower and the substance of their allegations will be kept confidential to the best extent possible.

d) The individual to whom the potential Wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency where applicable.

e) Should an Agency Employee believe in Good Faith that disclosing information within the Agency pursuant to Section 1(a) above would likely subject them to adverse Personnel Action or be wholly ineffective, the Agency Employee may instead disclose the information to State entity.

Section II: **No Retaliation or Interference**

No Agency Employee shall retaliate against any Whistleblower for the disclosure of potential Wrongdoing, whether through threat, coercion, or abuse of authority; and, no Agency Employee shall interfere with the right of any other Agency Employee by any improper means aimed at deterring disclosure of potential Wrongdoing. Any attempts at retaliation or interference are strictly prohibited and:

a) No Agency Employee who in Good Faith discloses potential violations of the Agency's Code of Ethics or other instances of potential Wrongdoing, shall suffer harassment, retaliation or adverse Personnel Action.

b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential Wrongdoing will be thoroughly investigated by this Agency.

c) Any Agency Employee who retaliates against or had attempted to interfere with any individual for having in Good Faith disclosed potential violations of this Agency's Code of Ethics or other instances of potential Wrongdoing is subject to discipline, which may include termination of employment.

d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

POLICY PROHIBITING EXTENSION OF CREDIT TO BOARD MEMBERS, OFFICERS AND EMPLOYEES

Pursuant to Section 2824(5) of the New York State Public Authorities Law, the Board of the Onondaga County Industrial Development Agency (the "Agency") shall not directly or indirectly, including through any subsidiary, extend or maintain credit, arrange for the extension of credit or renew an extension of credit, in the form of a personal loan to or for any officer, board member or employee (or equivalent thereof) of the Agency. No officer, director or employee of the Agency shall accept or arrange for any loan or extension of credit from the Agency or any affiliate of the Agency.

Adopted: [__________], 2025

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ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

ARTICLE I. PURPOSE AND CONSTRUCTION

The Citizens of Onondaga County expect the highest degree of conduct from the Onondaga County Industrial Development Agency officers, staff and members. The members of the Agency recognize that there must be rules of ethical conduct for its officers, employees and appointed officials to observe if a high degree of moral conduct is to be obtained and if public confidence is to be maintained in the Agency. It is the purpose of this Code of Ethics and Conflict of Interest Policy to promulgate these rules of ethical conduct for the officers, employees and members of the Agency. These rules shall serve as a guide for official conduct of such officers, employees and members.

ARTICLE II. DEFINITIONS

Section 2.1.

Unless otherwise specifically indicated, for purposes of this Code of Ethics, the following terms shall have the following meanings:

a. "Agency" means the Onondaga County Industrial Development Agency.

b. "Appropriate body" pursuant to Article 18 of General Municipal Law means the Board of Ethics of the County.

c. "Child" means any son, daughter, step-son or step-daughter of an Agency officer, employee or member if such child is under 18 or is a dependent of the officer, employee or member as defined in the Internal Revenue Code Section 152(a)(1) and (2) and any amendments thereto.

d. "Conflict of Interest" means a situation in which the financial, familial, or personal interests of an officer, employee or member come into actual or perceived conflict with their duties and responsibilities with the Agency. Perceived conflicts of interest are situations where there is the appearance that an officer, employee or member can personally benefit from actions or decisions made in their official capacity, or where an officer, employee or member may be influenced to act in a manner that does not represent the best interests of the Agency. The perception of a conflict may occur if circumstances would suggest to a reasonable person that an officer, employee or member may have a conflict.

e. "County" means the County of Onondaga.

f. "Interest" means a direct or indirect pecuniary or material benefit accruing to an Agency officer, employee or member, his or her spouse, or child whether as the result of a contract with the Agency or otherwise. For the purpose of this Code of Ethics, an Agency officer, employee or member shall be deemed to have an interest in the contract of (i) his/her spouse and children, except a contract of employment with the Agency; (ii) a firm, partnership or association of which such officer, employee or member or his/her spouse or child is a member or employee; (iii) a corporation of which such officer, employee or member, or his/her spouse or child is an officer or director; and (iv) a corporation of which more than 5% of the outstanding capital stock is owned by an officer, employee or member, or his/her spouse or child.

g. "Relative" means a spouse or child of an Agency officer, employee or member.

h. "Spouse" means the husband or wife of an officer, employee or member subject to the provisions of this Code of Ethics unless legally separated from such officer, employee or member.

ARTICLE III. CODE OF ETHICS

There is hereby established and adopted a code of ethics containing the following standards of conduct for officers, employees and members of the Agency.

Section 3.1.

A. Conflict of Interest. No officer, employee or member of the Agency should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity or incur any obligation of any nature, that may reasonably conflict with the proper discharge of their duties in the public interest.

B. Impressions. No officer, employee or member of the Agency should by their conduct give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official duties, or that they are affected by the kinship, rank, position or influence of any party or person. An officer or employee or member of the Agency should endeavor to pursue a course of conduct, which will not raise suspicion among the public that they are likely to be engaged in acts that are in violation of their trust.

C. Receipt or Benefit. No officer, employee, or member of the Agency shall use or attempt to use their official position to secure unwarranted privileges or exemptions for themself or others, including directly or indirectly soliciting, accepting or agreeing to accept any benefit from another person upon an agreement that their vote, opinion, judgment, action, decision or exercise of discretion as an Agency officer, employee or member will thereby be influenced. A donation to a person seeking public or party office or to a committee supporting the efforts of such person shall not be considered such a benefit hereunder.

D. Confidential Information. No officer or employee or member of the Agency shall disclose information which is lawfully confidential and acquired by them in the course of their official duties or use such information to further their personal interests.

E. Representation before the Agency. An officer, employee or member of the Agency shall not receive or enter into any agreement, express or implied, for compensation or benefit to themself or a relative, directly or indirectly, for services to be rendered in relation to any matter before the Agency.

F. Disclosure of interest in any Agency Contract. To the extent that they know thereof, any officer, employee or member of the Agency who has any interest in any contract or agreement of the Agency shall make prior disclosure in writing to the Chairman of the Agency and to the Agency's Counsel and shall withdraw from participation in any Agency process with respect thereto, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.

G. Partnership, unincorporated association or corporation. No partnership or unincorporated association of which an Agency officer, employee or member is a member or employee or in which he or she has a proprietary interest, nor any corporation of which an Agency officer, employee or member is an officer or director or legally or beneficially owns or controls more than five percent (5%) of the outstanding stock, shall appear before the Agency without full disclosure to the members, subject to Section 801 of the General Municipal Law relating to prohibited conflicts of interest.

H. Investments in conflict with official duties. (i) An officer, employee or member shall not invest or hold any investment directly or indirectly in any financial, business, commercial or other private endeavor or entity, based upon information available through their official position that could create a conflict between their Agency duties and interests and their private interests; (ii) No officer or employee or member of the Agency shall engage in any transaction as representative or agent of the Agency with any business entity in which they have a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of their official duties.

I. Private employment or services. An officer, employee or member shall not engage in, solicit, negotiate for or promise to accept employment or render services for private interests when such employment or service creates a conflict of interest with or impairs the proper discharge of official Agency duties. In the event such a conflict arises with respect to a member, they shall notify the Chairman of the Agency of same and withdraw from participation in any Agency process with respect thereto.

J. Future employment. For a period of two (2) years after the termination of service or employment with the Agency, no former Directors or employees, on his or her own behalf, or as an employee, agent or representative of another may apply to or appear before or conduct business with respect to the Agency.

K. Outside Employment. No employee may engage in outside employment if such employment interferes with their ability to properly exercise their official duties with the Agency. An officer, employee or member shall disclose in writing to the members any offer of employment received from any person, firm or corporation which, to the knowledge of such officer, employee or member, is furnishing or seeking to furnish goods or services to the Agency, if such officer, employee or member has substantial involvement or responsibility for policy making in securing such goods or services and if such officer, employee or member enters into negotiations for such employment. Such disclosure must be made whether or not such offer and negotiations are verbal or written and whether or not the offer is accepted.

L. Sale of Goods or Services. No officer or employee or member of the Agency employed on a full-time basis nor any firm or association of which such Agency member, officer or employee is a member nor corporation, a substantial portion of the stock of which is owned or controlled directly or indirectly by such member, officer or employee, should sell goods or services to any person, firm, corporation or association which is licensed or whose rates are fixed by the Agency.

M. Gifts. Officers, employees and members shall not accept or receive any gifts or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business; or (b) the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Agency.

N. Professional Responsibility. Officers, employees and members shall manage all matters within the scope of the Agency's mission independent of any other affiliations or employment. Officers, employees and members employed by more than one government shall strive to fulfill their professional responsibility to the Agency without bias and shall support the Agency's mission to the fullest.

ARTICLE IV. IMPLEMENTATION OF CODE OF ETHICS

Section 4.1: Ethics Officer

The board may designate an Ethics Officer, who shall report to the board and have the following duties:

a. Counsel in confidence Agency directors and employees who seek advice about ethical behavior.

b. Receive and investigate complaints about possible ethics violations.

c. Dismiss complaints found to be without substance.

d. Prepare an investigative report of their findings for action by the Executive Director or the board.

e. Record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Officer within 48 hours of receipt of such gifts or gratuities.

Section 4.2: Conflict of Interest Procedures

A. Duty to Disclose: All material facts related to the Conflict of Interest shall be disclosed in good faith and in writing to the Governance Committee and/or the Ethics Officer. Such written disclosure shall be made part of the official record of the proceedings of the Agency.

B. Determining Whether a Conflict of Interest Exists: The Governance Committee and/or Ethics Officer shall advise the individual who appears to have a Conflict of Interest how to proceed.

C. Recusal and Abstention: No board member or employee may participate in any decision or take any official action with respect to any matter requiring the exercise of discretion, including discussing the matter and voting, when they know or have reason to know that the action could confer a direct or indirect financial or material benefit on themself, a relative, or any organization in which there is an interest. Board members and employees must recuse themselves from deliberations, votes, or internal discussion on matters relating to any organization, entity or individual where their impartiality in the deliberation or vote might be reasonably questioned, and are prohibited from attempting to influence other board members or employees in the deliberation and voting on the matter.

D. Records of Conflicts of Interest: The minutes of the Agency's meetings during which a perceived or actual Conflict of Interest is disclosed or discussed shall reflect the name of the interested person, the nature of the conflict, and a description of how the Conflict of Interest was resolved.

ARTICLE V. PENALTIES

In addition to any penalty contained in any other provision of law, an Agency officer, employee or member who knowingly and intentionally violates any of the provisions of this code may be removed in the manner provided for in law, rules or regulations.

Amended: [_______], 2025

ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

COMPENSATION, REIMBURSEMENT AND ATTENDANCE POLICY

The Onondaga County Industrial Development Agency (the "Agency") shall contract with the County of Onondaga for the Agency's staff, including its Executive Director upon terms and conditions mutually agreeable between the Agency and the County of Onondaga

The Executive Director shall attend all meetings of the members of the Agency and be available as required to perform the operations of the Agency and as set forth within the By-Laws, as may be amended, restated or revised from time to time by the Members of the Agency. The Members and Officers of the Agency shall put forth their best efforts to perform their respective duties as set forth within the By-Laws and Committee Charters, as each may be amended, restated or revised from time to time by the Members of the Agency.

The Agency's staff shall be reimbursed for expenses incurred for the benefit of the Agency as approved by the Agency.

Members of the Agency shall receive no compensation for their services to the Agency, but shall be entitled to the necessary expenses, including traveling expenses, incurred in the discharge of their duties.

All reimbursements for expenses shall be reviewed and approved by the Executive Director. However, if the Executive Director is seeking reimbursement allowed herein, such reimbursement shall be reviewed and approved by the Treasurer.

ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

LOCAL ACCESS POLICY

In absence of a waiver permitting otherwise, every project seeking the assistance of the Onondaga County Industrial Development Agency (Agency) must use local general contractors, sub-contractors and labor for one-hundred percent (100%) of the construction of new, expanded, or renovated facilities. The project's construction or project manager need not be a local company.

All projects of the Agency will be subject to monitoring by the Agency. Noncompliance may result in the revoking and/or recapture of all benefits extended to the project by the Agency.

Definitions

Local Labor is defined as laborers permanently residing in the State of New York counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins and Wayne.

Local (Sub) Contractor is defined as a contractor operating a permanent office in the State of New York counties of Cayuga, Cortland, Herkimer, Jefferson, Madison, Oneida, Onondaga, Oswego, Tompkins and Wayne.

Waivers

The Agency may determine on a case-by-case basis to waive the local access policy for a project or for a portion of a project where consideration of warranty issues, necessity of specialized skills, significant cost differentials between local and non-local services or other compelling circumstances exist. Should a company require a waiver of the local access policy, the Board requests that the company make good faith efforts to use New York based companies prior to reaching outside the state for services.

Waiver Process

The project Applicant will submit in writing a request for a waiver to the Executive Director of the Agency. Said request will clearly and comprehensively explain and reliably verify the need for the waiver. The company shall then provide proof to the Executive Director of diligent efforts to secure labor within the local labor area. The company must provide proof directly from local companies that the labor is not available in the local labor area. The Executive Director will submit the verified waiver request to the Board Chair and the agency attorney for review and shall approve or disapprove waivers.

ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

INVESTMENT POLICY

I. Purpose

1. The purpose of establishing this investment policy is to develop comprehensive investment guidelines which detail the Agency's operative policy and instructions to officers regarding the investing, monitoring, and reporting of funds.

2. Funds include all moneys and financial resources available for investment. The officers will be guided by this Investment Policy in managing the short and long-term investments of the Agency's available cash.

II. Objectives

The Agency's primary investment objectives are:

Legal. To conform to all applicable federal, state and other legal requirements. This relates both to the types of eligible investments and the requirements for adequate collateral to provide insurance for all investments.

Preservation. To preserve principal. Safety considerations include: 1) FDIC coverage, 2) written third party collateral agreements with local Banking Depositories and 3) statutory guidelines which govern the types of investments allowed by public benefit corporations.

Liquidity. To provide sufficient cash to meet all operating and debt service requirements.

Yield. To select investments, which will generate the highest return.

III. Standard of Prudence

The officers of the Agency shall seek to act responsibly as a custodian of the public trust and shall avoid any transaction that might impair public confidence to govern effectively. The officers of the Agency shall act in accordance with written procedures and policies and exercise due diligence as investment officials~~.~~

IV. Internal Controls

The officers are responsible for establishing and maintaining an internal control structure to provide reasonable assurance that:

a. deposits and investments are safeguarded against loss from unauthorized use or disposition;

b. transactions are executed in accordance with management's authorization;

c. transactions are recorded properly;

d. transactions are managed in compliance with applicable laws and regulations governing public funds.

e. quarterly financial reports shall be shared with the Members regarding financial assets, investments held by the Agency and the selection of investment bankers, brokers, agents, dealers or auditors; and

f. Investment Report: Within 90 days of the end of each fiscal year an audit of the agency will be performed. The audit documents will include an analysis of the assets of the Agency, including an investment report, investment guidelines and amendments thereto, investment income record and list of total fees, commissions or other charges paid to each investment banker, broker, agent, dealer and adviser rendering investment associated services to the Agency.

V. Designation of Depository and Custodian

1. The Agency shall authorize one or more bank or trust company for deposit of Agency funds (each an "Authorized Depository").

2. Each Authorized Depository shall follow New York State GML regarding all cash and financial assets of the Agency.

3. The Agency may turn over the physical custody and safekeeping of the evidences of investments made pursuant to Section 11(4) of the General Municipal Law, Generally, Section 11(4) of the General Municipal Law allows the following types of entities to act as custodians of Agency investments:

a. any bank or trust company incorporated in the State of New York;

b. any national bank located in the State of New York; and

c. any private banker duly authorized by the New York State Superintendent of Banks to engage in business in New York State which maintains a permanent capital of not less than one million dollars in New York State.

VI. Collateralizing Deposits

All deposits of the Agency in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured by eligible collateral. Eligible collateral consists of any one, or combination, of the following:

a. "eligible securities" with an aggregate market value as provided by GML § 10, equal to the aggregate amount of deposits;

b. eligible surety bond for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by a qualified insurance company; and

c. eligible letter of credit as security for the payment of 140% of the aggregate amount of deposits.

d. irrevocable letter of credit issued by a qualified federal home loan bank.

All securities pledged to secure deposits shall be held by a third-party bank or trust company and shall be held pursuant to a written Custodial Agreement. In order to provide the Agency with a perfected security interest the Custodial Agreement must contain all the necessary provisions, including the following,

a. a security provision providing that the collateral is being pledged by the bank or trust company as security for the public deposits. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events that will enable the Agency to exercise its rights against the pledged securities;

b. that the securities held by the authorized bank or trust company, as agent of and custodian for the Agency, shall be placed separate and apart from the general assets of the custodial bank or trust company. They will not, in any circumstances, be commingled with or become part of the security for any other deposit or obligations;

c. that the custodian shall confirm the receipt, substitution or release of the securities held on behalf of the Agency;

d. that the types of collateral used to secure Agency deposits must be in accordance with the most current legislation authorizing various types of collateral and approved by the Agency;

e. that the Agency requires an annual update on third party collateral security;

f. that the Agency prohibits use of a sub-custodian and

g. that the Custodian Bank must be a member of the Federal Reserve Bank.

VII. Purchase of Investments

1. The officers are authorized to contract for the purchase of investments to achieve the objectives of the investment policy. The officers are authorized to contract for the purchase of all securities and execute contracts for Repurchase Agreements and Certificates of Deposit on behalf of the Agency.

2. All investments will be purchased through, delivered to, and held in the custody of an authorized depository. In determining the qualification of any investment banker, broker, agent, dealer or other investment advisor and agent, the Agency shall take into consideration, among any other relevant factors, the quality, reliability, experience, capitalization and size of such entity.

3. Diversification of Investments: It is the policy of the Agency to diversify its investments with regard to maturity schedule, types of investment and entities with which the Agency transacts business.

4. The Agency may invest in accordance with the General Municipal Law. Generally, the General Municipal Law authorizes the following types of investments:

a. Special time deposit accounts in an authorized banking depository or trust company secured in the same manner prescribed by General Municipal Law ("GML") § 10;

b. Certificates of Deposit;

c. Obligations of the United States of America;

d. Obligations guaranteed by agencies of the United States of America, where the payment of principal and interest is guaranteed by the United States of America; and

e. Obligations of the State of New York.

VIII. INVESTMENT CONTRACTS

The Agency shall enter into written contracts pursuant to which investments are made.

A written contract is not required if the Agency shall by resolution determine that a written contract is not practical or that there is not a regular business practice of written contracts with respect to a specific investment or transaction, in which case the Agency shall adopt procedures covering such investment or transaction.

Such contracts and procedures shall include provisions:

a. deemed necessary and sufficient to secure in a satisfactory manner the Agency's financial interest in each investment;

b. covering the use, type and amount of collateral or insurance for each investment;

c. establishing a method for valuation of collateral, and procedures for monitoring the valuation of such collateral on a regular basis; and

d. for the monitoring, control, deposit and retention of investments and collateral which shall include, in the case of a repurchase agreement, a requirement that the obligations purchased be physically delivered for retention to the corporation or its agent (which shall not be an agent of the party with whom the corporation enters into such repurchase agreement), unless such obligations are issued in book-entry form, in which case the corporation shall take such other action as may be necessary to obtain title to or a perfected security interest in such obligations.

TRAVEL POLICY

The Executive Director reviews and authorizes all travel regarding Agency business. Officers of the Agency may conduct travel to support the mission of the Agency.

Allowable Expenses

1. Agency officers are authorized to procure travel as needed to conduct Agency business.
2. Conference registrations, trainings, meetings, awards at recognition ceremonies and associated refreshments and lodging.
3. When advancing the mission of the Agency, allowable expenses include meals and refreshments, catering services, facility rental, transportation, lodging, and entertainment.

For any allowable expense, an officer of the Agency may be reimbursed if their private funds were utilized.

1. Privately owned vehicle mileage will be at the rate allowed by the IRS.

PROCUREMENT POLICY

The Onondaga County Industrial Development Agency is required to adopt internal policies and procedures governing all procurement of goods and services which are not required to be made pursuant to the competitive bidding requirements of Section 103 of the General Municipal Law or of any other general, special or local law and which are paid for by the Agency for its own use and account.

I.METHODS FOR PROCUREMENT

A. For the procurement of goods and services with value of less than $5,000, the Agency shall seek a verbal quotation from the provider or providers of the good or service that best meet the standards of efficiency, timeliness, practicality, and convenience. Given these objectives, a price quote from a single vendor may be sufficient.

B. For the procurement of goods and services with value greater than $5,000, the Agency shall seek quotations from not less than three vendors, if available, and shall select the least expensive qualified vendor (qualifications to be determined by the Agency) from those who respond to the request for quotations.

C. Notwithstanding anything contained herein to the contrary, procurements made pursuant to (i) General Municipal Law, Section 103(3) (through county contracts); (ii) General Municipal Law, Section 104 (through state contracts); (iii) State Finance Law, Section 175-b (from agencies for the blind or severely handicapped); and (iv) Correction Law, Section 186 (articles manufactured in correctional institutions) shall be exempt from the procurement procedures herein.

D. Agency joint funding: Where the Agency is a partial contributor to the acquisition of a good or service, the Agency shall work in consultation with the other funding parties. Procurement methods satisfactory to all involved parties shall be agreed to and implemented.

E. In accordance with the General Municipal Law, the Agency may award a contract to a single source if there are urgent needs or unforeseen circumstances that make it impractical to seek multiple quotes. Additionally, if a vendor's extensive experience with a specific project is considered highly beneficial for the Agency, that vendor may be chosen exclusively. Factors justifying the selection of a vendor other than the lowest bidder can include expertise, delivery timelines, quantity requirements, and previous performance.

F. Documentation is required of each action taken in connection with each procurement.

II. PROFESSIONAL SERVICES

A. For professional services exclusive to the Agency, the form of procurement will be a written statement of requirements provided by the Agency, distributed in the form of a request for professional services with responses to be in the form of a written proposal including the acknowledgement of each Agency requirement and the means by which that requirement will be fulfilled. The award of the purchase of professional services will be in the form of a resolution of the Agency designating a specific provider for professional services.

B. It is policy of the Agency to permit the sole source of legal services contracts for bond counsel and special counsel in the event of conflicts of interest by general counsel.

III. LOCAL PREFERENCE

A. It is the policy of the Agency that to the extent practicable to use suppliers of goods and services within Onondaga County as the provider of services to the Agency. Every effort will be made to include vendors within the County on any contact list in any procurement process.

IV. EXCEPTIONS TO METHODS OF PROCUREMENT:

A. When exceptions are made to the general methods of procurement it shall be indicated in writing and approved by the Board.

V. APPOINTMENT OF A PURCHASING OFFICER

A. It is the policy of the Agency to appoint a Purchasing Officer. The Purchasing Officer will be responsible for sourcing equipment, goods and services and managing the vendors of the Agency. In the event the Purchasing Officer is unable to fulfill their duties, the Executive Director of the Agency has the authority to appoint a Purchasing Officer.

ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

PROPERTY DISPOSITION GUIDELINES

ARTICLE 1. DEFINITIONS

For the purposes of these Guidelines, unless a different meaning is required by the context:

Section 1.1 "Contracting Officer" shall mean an officer of the Agency who is responsible for the disposition of property.

Section 1.2 "Dispose" or "disposal" shall mean transfer of title or any other beneficial interest in personal or real property in accordance with Section 2897 of the Public Authorities Law.

Section 1.3 "Property" shall mean personal property in excess of $5,000 in value, real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

ARTICLE 2. DUTIES

Section 2.1 The Agency shall:

(a) maintain adequate inventory controls and accountability systems for all property under its control;

(b) periodically inventory such property to determine which property shall be disposed of;

(c) publish, not less frequently than annually, a report listing all real property of the Agency. Such report shall include a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Agency and the name of the purchaser for all such property sold by the Agency during such period;

(d) transfer or dispose of such property in accordance with Section 2897 of the Public Authorities Law.

(e) review and approve these guidelines annually and file with the Comptroller, the director of the budget, the commissioner of general services, the legislature and the authorities budget office a copy of the most recently reviewed and approved guidelines by March 31 of each year.

ARTICLE 3 DISPOSITION OF PROPERTY

Section 3.1 Supervision and Direction. Except as otherwise provided herein, the Contracting Officer shall have supervision and direction over the disposition of property of the Agency. The Agency shall have the right to dispose of its property for any valid corporate purpose.

Section 3.2 Custody and Control. The custody and control of the property of the Agency, pending its disposition, and the disposal of such property, shall be performed by the Agency or by the Commissioner of General Services when so authorized under this section.

Section 3.3 Method of Disposition. Subject to Section 2896 of the Public Authorities Law, the Agency may dispose of its property for not less than the fair market value of such property by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Contracting Officer deems proper, and it may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, that no disposition of real property or any interest in real property, shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction, and, provided further, that no disposition of any other property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal.

Section 3.4 Sales by the Commissioner of General Services. When it shall be deemed advantageous to the State of New York, the Agency may enter into an agreement with the Commissioner of General Services where under such Commissioner may dispose of property of the Agency under terms and conditions agreed to by the Agency and the Commissioner of General Services. In disposing of any such property of the Agency, the Commissioner of General Services shall be bound by the terms of this section and references to the Contracting Officer shall be deemed to refer to such Commissioner.

Section 3.5 Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Agency, purporting to transfer title or any other interest in property of the Agency under these Guidelines shall be conclusive evidence of compliance with the provisions hereof insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

Section 3.6 Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

(a) All disposals or contracts for disposal of property of the Agency made or authorized by the Contracting Officer shall be made after publicly advertising for bids except as provided in Section 3.6(c) and (f).

(b) Whenever public advertising for bids is required under Section 3.6(a):

(i) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property.

(ii) all bids shall be publicly disclosed at the time and place stated in the advertisement; and

(iii) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the state, price and other factors considered; provided, that all bids may be rejected when it is in the public interest to do so.

(c) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to Section 3.6(a) and (b) but subject to obtaining such competition as is feasible under the circumstances, if:

(i) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significance, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of under Section 3.6(a) and (b), would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;

(ii) the fair market value of the property does not exceed fifteen thousand dollars ($15,000.00);

(iii) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;

(iv) the disposal will be to the state or any political subdivision, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation;

(v) under those circumstances permitted by Section 3.7 hereof; or

(vi) such action is otherwise authorized by law.

(d) (i) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:

(A) any personal property which has an estimated fair market value in excess of $15,000;

(B) any real property that has an estimated fair market value in excess of $100,000, except that any real property disposed of by lease or exchange shall only be subject to clauses (C) and (D) of this subparagraph;

(C) any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of $15,000; or

(D) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.

(ii) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under Section 2896 of the Public Authorities Law not less than 90 days in advance of such disposal and a copy thereof shall be preserved in the files of the Agency.

Section 3.7. Disposal of property for less than fair market value.

(a) No asset owned, leased or otherwise in the control of the Agency may be sold, leased, or otherwise alienated for less than its fair market value except if:

(i) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;

(ii) the purpose of the transfer is within the purpose, mission or governing statute of the Agency; or

(iii) in the event the Agency seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the Agency's mission, purpose or governing statutes, the Agency shall provide written notification thereof to the governor, the speaker of the assembly, and the temporary president of the senate, and such proposed transfer shall be subject to denial by the governor, the senate, or the assembly.

(b) In the event a below fair market value asset transfer is proposed, the following information must be provided to the Agency board and the public:

(i) a full description of the asset;

(ii) an appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the board;

(iii) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the transfer;

(iv) a statement of the value to be received compared to the fair market value;

(v) the names of any private parties participating in the transfer, and if different than the statement required by subparagraph (iv) of this paragraph, a statement of the value to the private party; and

(vi) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.

(c) Before approving the disposal of any property for less than fair market value, the Agency board shall consider the information described in paragraph b of this Section 3.7 and make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

OCIDA
ONONDAGA COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

REAL PROPERTY ACQUISITION POLICY

I. Purpose and Execution

Pursuant to Section 2824 of the Public Authorities Law the following policy ("Policy") shall be applicable with respect to the acquisition of real property and any interests therein ("Real Property") by the Agency.

II. Acquisition of Real Property

Real Property may be acquired by purchase, lease or otherwise by the Agency for use, development, resale, leasing or other uses designated by the Agency. The purpose of each acquisition of Real Property by the Agency shall be to further one or more purposes of the Agency or for a purpose otherwise permitted under applicable state law.

III. Review and Approval of Real Property Acquisitions

A. Prior to each acquisition of Real Property, Agency staff will conduct such due diligence as is appropriate in accordance with the particular circumstances of the proposed acquisition. Such due diligence may include, but is not limited to, Real Property appraisals and review and investigation of environmental, structural, title, pricing and other applicable matters.

B. Proposed acquisitions along with Agency staff due diligence shall be presented to the Members of the Agency for approval or other appropriate action.

C. Members of the Agency will evaluate proposed acquisitions of Real Property based upon the strategic fit of the property to the Agency's goals.

D. A deed, bill of sale, lease, or other instrument executed by or on behalf of the seller of the Real Property and accepted by the Agency, purporting to transfer title or any other interest in property of the seller to the Agency in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantor or transferor who has received valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to closing.

and the power to affix such seal to all agreements, contracts, deeds, bonds or other evidences of indebtedness and all other instruments of the Agency authorized by the Agency to be executed and the power to attest (by manual or facsimile signature) such seal. The Secretary may, in her discretion, delegate some or all of the Secretary's duties to the Assistant Secretary.

Section 6. **Treasurer**. The Treasurer shall not be a member of the Agency. The Treasurer shall be the Chief Financial Officer of the Agency. He shall have the care and custody of all funds of the Agency and shall deposit all such funds in the name of the Agency as the Agency may designate. Except as otherwise authorized by resolution of the Agency, the Treasurer shall sign all checks for the payment of money by the Agency pursuant to the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such checks shall be countersigned by the Chairman, the Vice-Chairman or the Executive Director. The Treasurer shall keep regular books of accounts showing receipts and expenditures. The Treasurer shall render to the Agency at each regular meeting an account of the financial transactions and the current financial condition of the Agency.

Section 7A. **Executive Director.** The Executive Director shall be appointed by the County Executive. The Executive Director shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Agency. The Executive Director shall be charged with the management of all projects of the Agency. The Executive Director shall sign (manually or by facsimile signature) all agreements, contracts, deeds, bonds or other evidence of indebtedness and any other instruments of the Agency on behalf of the Agency, except as otherwise authorized or directed by resolution of the Agency.

Section 8. **Additional Duties**. In the absence or incapacity of the Treasurer, the other officers of the Agency shall have the care and custody of all funds of the Agency and the power to deposit the same in the name of the Agency in such bank or banks as the Agency may designate, and shall have the power to sign all checks of the Agency for the payment of money and the power to pay out and disburse such moneys under the direction of the Agency. In addition, all officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by its bylaws, or by its rules and regulations.

Section 9. **Appointment of Officers**. All officers of the Agency shall be appointed at the Annual Meeting of the Agency or at such other time as is necessary due to a vacancy. All officers shall hold offices for one year or until their successors are appointed. If the term of an Agency member should terminate, his term of office as an officer shall also terminate. The Chief Executive Officer and the Chief Financial Officer shall not be members of the Agency.