

Jefferson County Industrial Development Agency
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915
www.jcida.com

Notice of Board Meeting

Date: October 22, 2020

To: John Jennings
Robert Aliasso
W. Edward Walldroff
Paul Warneck
William Johnson
Lisa L'Huillier

From: Chairman David Converse

Re: Notice of Board of Directors' Meeting

The Jefferson County Industrial Development Agency will hold their Board Meeting on **Thursday, November 5, 2020 at 8:30 a.m.** in the board room at 146 Arsenal Street, Watertown, NY. The live stream link will be available at www.jcida.com.

Please confirm your attendance with Peggy Sampson pssampson@jcida.com at your earliest convenience.

pss

c: David Zembiec
Lyle Eaton
Joseph Russell, Esq.
Christine Powers
Greg Gardner
Kent Burto
Rob Aiken
Media

Jefferson County Industrial Development Agency

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BOARD MEETING AGENDA

Thursday, November 5, 2020 - 8:30 a.m.

146 Arsenal Street, Watertown, NY

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Annual Minutes – October 1, 2020**
Special Minutes – October 15, 2020
- V. Treasurer's Report – October 31, 2020**
- VI. Committee Reports**
 - a. Audit**
 - i. Consider Resolution No. 11.05.2020.01 to Engage Auditors for Annual Audit**
 - b. Loan Review**
 - i. Consider Resolution No. 11.05.2020.02 for RBM Manufacturing Corp.**
 - ii. Consider Resolution No. 11.05.2020.03 for Above Reality Virtual Sports Complex**
- VII. Unfinished Business**
 - 1. 146 Arsenal Street Building**
 - 2. YMCA Project**
 - 3. NYS REDI Program**
- VIII. New Business**
 - 1. Presentation (9 a.m.) – Jennifer T. Maniette of NYSERDA regarding Build Ready Program**
 - 2. Consider Resolution No. 11.05.2020.04 to Adopt Retention and Disposition Schedule LGS-1**
- IX. Counsel**
- X. Adjournment**

**Jefferson County Industrial Development Agency
Annual Board Meeting Minutes
October 1, 2020**

DRAFT

The Jefferson County Industrial Development Agency held their annual board meeting on Thursday, October 1, 2020 in the board room at 146 Arsenal Street, Watertown, NY.

Present: David Converse, Chair, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson, Lisa L'Huillier, John Jennings

Also Present: Joseph Russell, Esq., Gregory Gardner, Christine Powers, Kevin McAuliffe, Esq., Genevieve Trigg, Esq. (9:32 a.m.), Matthew Moses, Esq., Ed Valentine, Katie Benoit from 7 News, and Craig Fox from the Watertown Daily Times

Staff Present: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir

Excused: None

Absent: None

- I. Call to Order:** Chairman Converse called the meeting to order at 8:50 a.m.
- II. Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the regular meeting held September 10, 2020 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Jennings. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending September 30, 2020. After discussion, a motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Warneck. All in favor. Carried.
- V. Committee Reports:**
 - a. Nominating Committee**
 - i. Resolution No. 10.01.2020.01 for Election of Officers** – After review and discussion, a motion was made by Ms. L'Huillier to approve the attached resolution, seconded by Mr. Warneck. All in favor. Carried.
 - b. Governance Committee**
 - i. Resolution No. 10.01.2020.02 for Annual Internal Policy and Procedure Review** – During review of the Performance Measurements, Mr. Walldroff asked if a separate section should be added for solar project job creation. Mr. Zembiec said that it could. Mr. Warneck pointed out that they are mostly construction jobs and not all of them are local. Mr. Alexander said that general contractors try to use local labor unless they are unavailable. After review and discussion, a motion was made by Mr. Walldroff to approve the attached resolution, seconded by Mr. Aliasso. All in favor. Carried.

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VI. Unfinished Business:

1. **146 Arsenal Street Building** – Mr. Alexander said the YMCA received the \$9 million grant. Mr. Jennings asked if the grant helps close the gap on financing. Mr. Zembiec said the Y will still have to finance and fundraise.

Mr. Alexander said there are ongoing discussions with a possible tenant to lease the remaining IDA space, which he feels will be a compatible tenant with the Y. Mr. Warneck asked if the Y was notified of the possible tenant and if they agree they will be compatible. Mr. Alexander said yes.

VII. Counsel: (Matthew Moses, Esq., SwartzMoses)

Attorney Moses explained the tax exemption resolutions. He said he met with the JCLDC Energy Committee. He said that they were trying to determine if declining annual PILOT payments cause a deviation from the UTEP. He said it was determined that it does not since the property tax abatement does not exceed 50% over the 15-year PILOT period. He said the IDA will provide the sales tax exemption at 100%; however, the developer will be required to pay the 4% share to the County following completion of construction. Mr. Walldroff asked if it will be an honor system where the developer will write a check to the County. Mr. Alexander said that Energy Committee agreed that the obligation is on the developer to pay the County directly. Mr. Warneck asked if the fee has to be paid all at once or over a number of years. Attorney Moses said that the payment terms are up to the IDA and the developer.

Attorney Moses explained next steps. He said that consent of the taxing jurisdictions is not necessary. He said that the Nexamp Projects (Adams Renewables and Black River Solar) will need an authorizing resolution and the Omni Projects (ASA, GSPP North and GSPP South) need public hearings scheduled then authorizing resolutions. Board members agreed to hold a special meeting during the month.

Genevieve Trigg joined the meeting via zoom.

Mr. Walldroff asked if it is challengeable. Attorney Moses said that the UTEP is not crystal clear. Attorney Russell said taking action clarifies the board's action.

1. **Tax Exemption Resolution No. 10.01.2020.03 for ASA Clayton NY Solar I LLC** – Mr. Converse asked for a motion to approve the attached resolution. A motion was made by Mr. Warneck, seconded by Mr. Aliasso. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
2. **Tax Exemption Resolution No. 10.01.2020.04 for GSPP 24658 County Route 47 North, LLC** – Mr. Converse asked for a motion to approve the attached resolution. A motion was made by Mr. Aliasso, seconded by Mr. Warneck. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

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3. **Tax Exemption Resolution No. 10.01.2020.05 for GSPP 24658 County Route 47 South, LLC** – Mr. Converse asked for a motion to approve the attached resolution. A motion was made by Mr. Aliasso, seconded by Mr. Warneck. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea. Carried.
4. **Tax Exemption Resolution No. 10.01.2020.06 for Adams Renewables, LLC** – Mr. Converse asked for a motion to approve the attached resolution. A motion was made by Mr. Warneck, seconded by Mr. Jennings. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea. Carried.
5. **Tax Exemption Resolution No. 10.01.2020.07 for Black River Solar, LLC** – Mr. Converse asked for a motion to discuss the attached resolution. A motion was made by Mr. Warneck, seconded by Mr. Jennings. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea. Carried.

VIII. New Business:

1. **Presentation by Robert E. Aliasso, Jr. (Stebbins Engineering)** – Mr. Aliasso shared history of Stebbins Engineering. He said it was founded in 1884 by two engineers, one of which was from Jefferson County. He said the company has been in its current location for over 100 years and the Watertown office houses administration and engineering. He said they manufacture and fabricate and have offices in Antarctica and Europe and other various sister agencies worldwide. He said they are a civil designer, corrosion consultant, work with paper, chemical processing and power plants. They have 65 employees at the Watertown office, 250 employees worldwide and over 10,000 subcontractors per year.
2. **Executive Session** – At 10:02 a.m., a motion was made by Mr. Warneck to enter into executive session to discuss the potential acquisition/sale of real property, seconded by Mr. Johnson. All in favor. Board Members, Staff and Counsel remained.

At 10:49 a.m., a motion was made by Mr. Aliasso to leave executive session and resume the annual meeting, seconded by Mr. Warneck. All in favor.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Mr. Warneck. All in favor. The meeting adjourned at 10:51 a.m.

Respectfully submitted,

Peggy Sampson

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution Number 10.01.2020.01

For Election of Officers

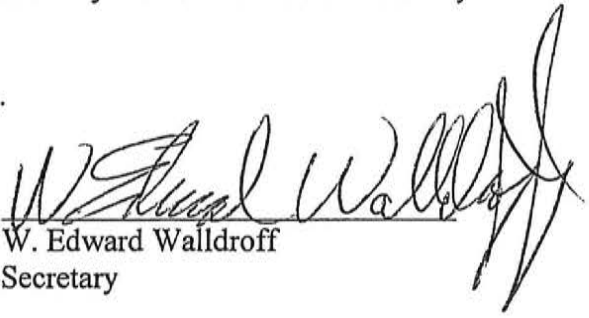
WHEREAS, the Nominating Committee met on September 3, 2020 and recommended the current slate of officers for the 2020-2021 fiscal year:

Chairman	David J. Converse
Vice Chairman	John Jennings
Treasurer	Robert E. Aliasso, Jr.
Secretary	W. Edward Walldroff, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approves the slate of officers as set forth in this Resolution, and be it further,

RESOLVED, that the Chairman, Vice Chairman, Secretary, and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.

This resolution shall take effect immediately.


W. Edward Walldroff
Secretary

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 10.01.2020.02
For Annual Internal Policy and Procedure Review


WHEREAS, on September 3, 2020 the JCIDA Governance Committee met to review the current policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- Bylaws
- Proposed Mission Statement & Performance Measurements
- Adaptive Reuse Determination
- Audit and Finance Committee Charter
- CEO and CFO Annual Report Certification
- Certification of No Conflict of Interest & Jeff Co Financial Disclosure Form
- Code of Ethics
- Compensation, Reimbursement and Attendance Policy
- Defense and Indemnification Policy
- Discretionary Funds Policy
- Disposition of Real Property Guidelines
- Equal Employment Opportunity Policy
- Evaluative Criteria Project Type Listing and Matrix
- Extension of Credit to Board Members and Officers
- Fixed Asset Policy
- Governance Committee Charter
- Independent Director Certification
- Investment Policy with Internal Controls
- Lending/Collection Policy and Procedures
- Policy Regarding Possession and Use of Electronic Devices
- Post Issuance Compliance Procedures
- Procurement Policy
- Real Property Acquisition Guidelines
- Recapture Policy and flow chart
- Records Retention and Disposition Schedule MI-1
- Rules for Public Hearings Conducted by the Agency
- Travel Policy
- Uniform Guidance – Internal Controls
- Uniform Tax Exemption Policy
- Whistleblower Policy

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approves the above internal policies and procedures as set forth in this Resolution, and be it further,

RESOLVED, that the Chairman, Vice Chairman, Secretary, and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.

This resolution shall take effect immediately.



Donald C. Alexander, CEO

TAX EXEMPTION RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 146 Arsenal Street in the City of Watertown, Jefferson County, New York on October 1, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., W. Edward Walldroff, Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Gregory Gardner, Christine Powers, Joseph Russell, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Matthew Moses, Esq., Ed Valentine, Katie Benoit from 7 News and Craig Fox from the Watertown Daily Times

The following resolution was offered by Mr. Warneck, seconded by Mr. Aliasso, to wit:

Resolution No. 10.01.2020.03

RESOLUTION DETERMINING CONFORMITY OF PLANNED FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR ASA CLAYTON NY SOLAR LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about July 7, 2020, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Clayton, to wit: tax parcel 41.00-2-5.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 1.25 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its Uniform Tax Exemption Policy ("UTEP"), taking into account both the payment in-lieu of

tax ("PILOT") agreement's planned declining payment schedule and recognizing the County of Jefferson's request that the Agency not provide local share sales tax exemption benefit for community solar projects in a context where the UTEP makes reference to provision of full sales tax exemption benefit.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP and the County's request, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>YEA</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 1, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of October, 2020.


W. Edward Walldroff, Secretary

TAX EXEMPTION RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 146 Arsenal Street in the City of Watertown, Jefferson County, New York on October 1, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., W. Edward Walldroff, Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Gregory Gardner, Christine Powers, Joseph Russell, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Matthew Moses, Esq., Ed Valentine, Katie Benoit from 7 News and Craig Fox from the Watertown Daily Times

The following resolution was offered by Mr. Aliasso, seconded by Mr. Warneck, to wit:

Resolution No. 10.01.2020.04

RESOLUTION DETERMINING CONFORMITY OF PLANNED FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR GSPP 24658 COUNTY ROUTE 47 NORTH, LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about May 6, 2020, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.06-1-38.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.875 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

Uniform Tax Exemption Policy ("UTEP"), taking into account both the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule and recognizing the County of Jefferson's request that the Agency not provide local share sales tax exemption benefit for community solar projects in a context where the UTEP makes reference to provision of full sales tax exemption benefit.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP and the County's request, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>YEA</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 1, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of October, 2020.


W. Edward Walldroff, Secretary

TAX EXEMPTION RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 146 Arsenal Street in the City of Watertown, Jefferson County, New York on October 1, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., W. Edward Walldroff, Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Gregory Gardner, Christine Powers, Joseph Russell, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Matthew Moses, Esq., Ed Valentine, Katie Benoit from 7 News and Craig Fox from the Watertown Daily Times

The following resolution was offered by Mr. Aliasso, seconded by Mr. Warneck, to wit:

Resolution No. 10.01.2020.05

RESOLUTION DETERMINING CONFORMITY OF PLANNED FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR GSPP 24658 COUNTY ROUTE 47 SOUTH, LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about May 6, 2020, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.06-1-38.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.875 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

Uniform Tax Exemption Policy ("UTEP"), taking into account both the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule and recognizing the County of Jefferson's request that the Agency not provide local share sales tax exemption benefit for community solar projects in a context where the UTEP makes reference to provision of full sales tax exemption benefit.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP and the County's request, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>YEA</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

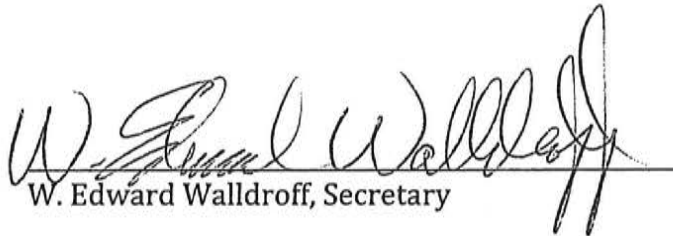
STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 1, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of October, 2020.


W. Edward Walldroff, Secretary

TAX EXEMPTION RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 146 Arsenal Street in the City of Watertown, Jefferson County, New York on October 1, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., W. Edward Walldroff, Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Gregory Gardner, Christine Powers, Joseph Russell, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Matthew Moses, Esq., Ed Valentine, Katie Benoit from 7 News and Craig Fox from the Watertown Daily Times

The following resolution was offered by Mr. Warneck, seconded by Mr. Jennings, to wit:

Resolution No. 10.01.2020.06

RESOLUTION DETERMINING CONFORMITY OF PLANNED FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR ADAMS RENEWABLES, LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about April 27, 2020, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Adams, to wit: tax parcel 107.00-1-53.5, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.33 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes, mortgage recording taxes, and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

Uniform Tax Exemption Policy ("UTEP"), taking into account both the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule and recognizing the County of Jefferson's request that the Agency not provide local share sales tax exemption benefit for community solar projects in a context where the UTEP makes reference to provision of full sales tax exemption benefit.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP and the County's request, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>YEA</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

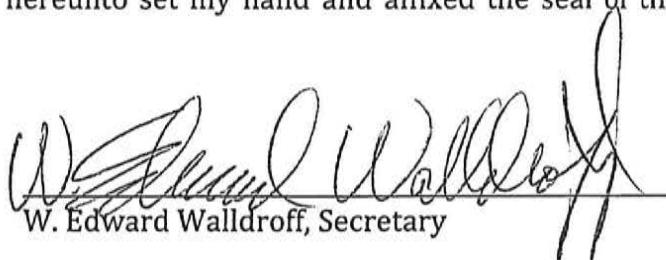
STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 1, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of October, 2020.


W. Edward Walldroff, Secretary

TAX EXEMPTION RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 146 Arsenal Street in the City of Watertown, Jefferson County, New York on October 1, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., W. Edward Walldroff, Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Gregory Gardner, Christine Powers, Joseph Russell, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Matthew Moses, Esq., Ed Valentine, Katie Benoit from 7 News and Craig Fox from the Watertown Daily Times

The following resolution was offered by Mr. Warneck, seconded by Mr. Jennings, to wit:

Resolution No. 10.01.2020.07

RESOLUTION DETERMINING CONFORMITY OF PLANNED FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR BLACK RIVER SOLAR, LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about April 27, 2020, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of LeRay, to wit: tax parcel 75.17-1-23.41, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.93 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes, mortgage recording taxes, and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

Uniform Tax Exemption Policy ("UTEP"), taking into account both the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule and recognizing the County of Jefferson's request that the Agency not provide local share sales tax exemption benefit for community solar projects in a context where the UTEP makes reference to provision of full sales tax exemption benefit.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP and the County's request, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>YEA</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

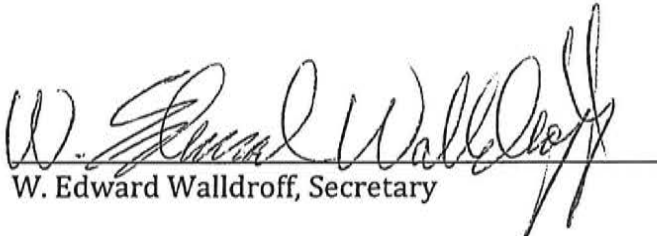
STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 1, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of October, 2020.


W. Edward Walldroff, Secretary

**Jefferson County Industrial Development Agency
Special Board Meeting Minutes
October 15, 2020**

DRAFT

The Jefferson County Industrial Development Agency held a special board meeting on Thursday, October 15, 2020 in the board room at 800 Starbuck Avenue, Watertown, NY and via zoom.

Present: David Converse, Chair, Robert E. Aliasso, Jr., Paul Warneck

Zoom: Lisa L'Huillier, John Jennings, William Johnson

Excused: None

Absent: W. Edward Walldroff

Also Present: Donald Alexander, Lyle Eaton, Joseph Russell, Esq., and Abbey Buttacavoli from 7News

Zoom: David Zembiec, Peggy Sampson, Marshall Weir, Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Dallas Manson, Christine Powers, Rob Aiken, PJ Simao, Roxanne Burns, and Joseph Fiori (8:49 a.m.)

I. Call to Order: Chairman Converse called the meeting to order at 8:31 a.m.

II. Pledge of Allegiance

III. Special Business:

- 1. Authorizing Resolution No. 10.15.2020.01 for Adams Renewables, LLC – Chairman**
Converse asked for a motion to discuss the resolution. A motion was made by Mr. Aliasso, seconded by Mr. Warneck. Discussion ensued. Mr. Aliasso said that there is a public benefit for the project. He said he reviewed the project summary and cost benefit analysis for each project that were sent out. He asked the LDC Energy Committee Members about the 50% tax abatement because the PILOT calculations are not 50%. Mr. Warneck said that there have been changes since Mr. Eaton's analysis was done. He said they used the appraised assessment to do the analysis and said that we are projecting a higher taxation. He did point out that the analysis does not show any value for special district taxes which increases the value. Mr. Warneck said that he is comfortable to defend based on the information we have. Mr. Eaton said that as we go forward and he gets a good handle on the numbers, he will go back and firm up the reports. Mr. Converse suggested sharing the updated information with board members.

Mr. Warneck shared the Executive Summary page from the cost benefit analysis pointing out the benefit is only in year one and has no local employment for the remainder of the project period. Mr. Eaton said the spinoff benefits are in the beginning according to the cost benefit analysis program. Mr. Alexander said the project increases the tax base and reduces fossil fuel.

Roll call vote was taken to approve the attached resolution. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

DRAFT

2. **Authorizing Resolution No. 10.15.2020.02 for Black River Solar, LLC** – Mr. Converse asked for a motion to discuss the resolution. A motion was made by Mr. Aliasso, seconded by Mr. Warneck. Discussion ensued. Mr. Johnson said the LDC Energy Committee used the appraisal from the original OYA projects which was 5 megawatts and said the spreadsheets come out to 50% or better.

Roll call vote was taken to approve the attached resolution. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

3. **Authorizing Resolution No. 10.15.2020.03 for ASA Clayton NY Solar I LLC** – Mr. Converse asked for a motion to discuss the resolution. A motion was made by Mr. Warneck, seconded by Mr. Aliasso. Discussion ensued. Mr. Aliasso pointed out that the construction hours provided in the application didn't agree to the full-time equivalent jobs in the cost benefit analysis. Mr. Johnson asked for confirmation that the output capacity of 1.25 megawatts is correct because he thought it was supposed to be 1.285. Attorney McAuliffe confirmed that his file indicates 1.25.

Roll call vote was taken to approve the attached resolution. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

4. **Authorizing Resolution No. 10.15.2020.04 for GSPP 24658 County Route 47 North, LLC** – Mr. Converse asked for a motion to discuss the resolution. A motion was made by Mr. Aliasso, seconded by Mr. Warneck. Discussion ensued. Mr. Aliasso had the same comment as the previous resolution about the full-time equivalent construction jobs.

Mr. Alexander said that Bruce Ferguson, Town of Champion Supervisor, brought up the assignment of the North and South projects to another company at the public hearing the other day. Mr. Alexander said that Attorney Moses indicated that the assignment should not hinder the board's approval of the project and said that it can move forward.

Roll call vote was taken to approve the attached resolution. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

5. **Authorizing Resolution No. 10.15.2020.05 for GSPP 24658 County Route 47 South, LLC** – After review and discussion, a motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Warneck. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

Attorney McAuliffe thanked board members and staff for all of their help on the Nexamp and Omni Navitas projects. Attorney McAuliffe, Genevieve Trigg, Attorney Moses, Dallas Manson, Joseph Fiori, and Roxanne Burns left the meeting.

DRAFT

6. **PJ Simao's Corporate Park Entrance Proposal** – Chairman Converse asked for a motion to enter into executive session. At 9:03 a.m., a motion was made by Mr. Warneck to enter into executive session for the potential acquisition of real property, seconded by Mr. Aliasso. All in favor. At 9:04 a.m., Mr. Warneck amended his motion to include Counsel, Staff and LDC Board Members to remain during the executive session, seconded by Mr. Aliasso. All in favor. Carried.

At 9:47 a.m. Mr. Warneck made a motion to leave executive session and reconvene the regular board meeting, seconded by Mr. Aliasso. All in favor. Carried.

Chairman Converse said the board discussed possible Corporate Park enhancements. He said the board directed Counsel to prepare a Purchase Option with Onondaga Development. A motion was made by Mr. Aliasso, seconded by Mr. Warneck. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

Executive Session – A motion was made by Mr. Warneck to enter into executive session to discuss the financial history of a particular corporation, seconded by Mr. Aliasso. All in favor. Carried.

At 10:25 a.m. Mr. Warneck made a motion to leave executive session and reconvene the regular board meeting, seconded by Mr. Aliasso. All in favor. Carried.

- IV. **Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Aliasso. The special meeting adjourned at 10:26 a.m.

Respectfully submitted,

Peggy Sampson

AUTHORIZING RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on October 15, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: W. Edward Walldroff

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Dallas Manson, Christine Powers, Rob Aiken, PJ Simao, Roxanne Burns, Joseph Fiori, and Abbey Buttacavoli from 7News

The following resolution was offered by Mr. Aliasso, seconded by Mr. Warneck, to wit:

Resolution No. 10.15.2020.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH ADAMS RENEWABLES, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF ADAMS.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about April 27, 2020, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Adams, to wit: tax parcel 107.00-1-53.5, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.33 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes, mortgage recording taxes, and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on August 6, 2020 (the "Environmental Resolution") by which

the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B) that the Town of Adams Planning Board conducted a coordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that, although the Agency was not included as an involved agency in the review conducted by the Town of Adams Planning Board, the members of the Agency reviewed the record of proceedings before the Town of Adams Planning Board and the full environmental assessment form and concurred with the Town of Adams Planning Board's determination, (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on August 6, 2020, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on August 15, 2020 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on August 15, 2020, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on August 28, 2020 at 10:30 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on October 1, 2020 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP") and the County of Jefferson's request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;
- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.
- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>ABSENT</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 15, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 15th day of October, 2020.



Donald C. Alexander, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	24,166.25
2	23,692.41
3	23,227.85
4	22,772.40
5	22,325.88
6	21,888.12
7	21,458.94
8	21,038.18
9	20,625.66
10	20,221.24
11	19,824.75
12	19,436.02
13	19,054.93
14	18,681.30
15	18,315.00

AUTHORIZING RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on October 15, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: W. Edward Walldroff

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Dallas Manson, Christine Powers, Rob Aiken, PJ Simao, Roxanne Burns, Joseph Fiori, and Abbey Buttacavoli from 7News

The following resolution was offered by Mr. Aliasso, seconded by Mr. Warneck, to wit:

Resolution No. 10.15.2020.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH BLACK RIVER SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF LERAY.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about April 27, 2020, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of LeRay, to wit: tax parcel 75.17-1-23.41, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.93 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes, mortgage recording taxes, and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on August 6, 2020 (the "Environmental Resolution") by which

the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B) that the Town of LeRay Planning Board conducted a coordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of LeRay Planning Board and the full environmental assessment form and concurred with the Town of LeRay Planning Board's determination, (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on August 6, 2020, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on August 15, 2020 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on August 15, 2020, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on August 28, 2020 at 10:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on October 1, 2020 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP") and the County of Jefferson's request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;
- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.
- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>ABSENT</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 15, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 15th day of October, 2020.



Donald C. Alexander, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	28,520.53
2	27,961.31
3	27,413.05
4	26,875.54
5	26,348.56
6	25,831.93
7	25,325.42
8	24,828.84
9	24,342.00
10	23,864.71
11	23,396.77
12	22,938.01
13	22,488.25
14	22,047.30
15	21,615.00

AUTHORIZING RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on October 15, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: W. Edward Walldroff

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Dallas Manson, Christine Powers, Rob Aiken, PJ Simao, Roxanne Burns, Joseph Fiori, and Abbey Buttacavoli from 7News

The following resolution was offered by Mr. Warneck, seconded by Mr. Aliasso, to wit:

Resolution No. 10.15.2020.03

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH ASA CLAYTON NY SOLAR I LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF CLAYTON.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about July 7, 2020, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Clayton, to wit: tax parcel 41.00-2-5.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 1.25 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on September 10, 2020 (the "Environmental Resolution") by

which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B) that the Town of Clayton Planning Board, acting as lead agency, conducted a coordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that, although the Agency was not included as an involved agency in the review conducted by the Town of Clayton Planning Board, the members of the Agency reviewed the record of proceedings before the Town of Clayton Planning Board and the full environmental assessment form and concurred with the Town of Clayton Planning Board's determination, (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on September 10, 2020, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on October 2, 2020 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on October 2, 2020, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on October 13, 2020 at 10:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on October 1, 2020 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP") and the County of Jefferson's request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT

Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;

- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;
- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.
- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>ABSENT</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 15, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 15th day of October, 2020.



Donald C. Alexander, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	9,071.42
2	8,893.55
3	8,719.16
4	8,548.20
5	8,380.59
6	8,216.26
7	8,055.16
8	7,897.21
9	7,742.37
10	7,590.56
11	7,441.72
12	7,295.81
13	7,152.75
14	7,012.50
15	6,875.00

AUTHORIZING RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on October 15, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., Paul Warneck,
William Johnson, Lisa L'Huillier

ABSENT: W. Edward Walldroff

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Dallas Manson, Christine Powers, Rob Aiken, PJ Simao, Roxanne Burns, Joseph Fiori, and Abbey Buttacavoli from 7News

The following resolution was offered by Mr. Aliasso, seconded by Mr. Warneck, to wit:

Resolution No. 10.15.2020.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH GSPP 24658 COUNTY ROUTE 47 NORTH, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF CHAMPION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about May 6, 2020, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.06-1-38.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.875 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on September 10, 2020 (the "Environmental Resolution") by

which the Agency determined (A) that the Project constitutes an "Unlisted Action" pursuant to SEQRA, (B) that the Town of Champion Planning Board, acting as lead agency, conducted an uncoordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Champion Planning Board and the full environmental assessment form and concurred with the Town of Champion Planning Board's determination, (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on September 10, 2020, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on October 2, 2020 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on October 2, 2020, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on October 13, 2020 at 10:30 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on October 1, 2020 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP") and the County of Jefferson's request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;
- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.
- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>ABSENT</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 15, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 15th day of October, 2020.



Donald C. Alexander, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	6,349.99
2	6,225.48
3	6,103.41
4	5,983.74
5	5,866.41
6	5,751.38
7	5,638.61
8	5,528.05
9	5,419.66
10	5,313.39
11	5,209.20
12	5,107.06
13	5,006.93
14	4,908.75
15	4,812.50

AUTHORIZING RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on October 15, 2020 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., Paul Warneck, William Johnson, Lisa L'Huillier

ABSENT: W. Edward Walldroff

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Dallas Manson, Christine Powers, Rob Aiken, PJ Simao, Roxanne Burns, Joseph Fiori, and Abbey Buttacavoli from 7News

The following resolution was offered by Mr. Warneck, seconded by Mr. Aliasso, to wit:

Resolution No. 10.15.2020.05

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH GSPP 24658 COUNTY ROUTE 47 SOUTH, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF CHAMPION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the "Application") to the Agency on or about May 6, 2020, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.06-1-38.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.875 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on September 10, 2020 (the "Environmental Resolution") by

which the Agency determined (A) that the Project constitutes an "Unlisted Action" pursuant to SEQRA, (B) that the Town of Champion Planning Board, acting as lead agency, conducted an uncoordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Champion Planning Board and the full environmental assessment form and concurred with the Town of Champion Planning Board's determination, (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on September 10, 2020, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on October 2, 2020 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on October 2, 2020, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on October 13, 2020 at 11:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on October 1, 2020 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP") and the County of Jefferson's request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is contemplating with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, hereby finds and determines that:

- (A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;
- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.
- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	<u>YEA</u>
<u>John Jennings</u>	VOTING	<u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING	<u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING	<u>ABSENT</u>
<u>Paul Warneck</u>	VOTING	<u>YEA</u>
<u>William Johnson</u>	VOTING	<u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING	<u>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 15, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 15th day of October, 2020.



Donald C. Alexander, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	6,349.99
2	6,225.48
3	6,103.41
4	5,983.74
5	5,866.41
6	5,751.38
7	5,638.61
8	5,528.05
9	5,419.66
10	5,313.39
11	5,209.20
12	5,107.06
13	5,006.93
14	4,908.75
15	4,812.50

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Income Statement for the One Month Period Ending October 31, 2020

Prepared by Lyle Eaton, October 28, 2020

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
Revenues					
Application & Process Fees	\$ 3,000.00	0.00	\$ 0.00	0.00	3,000.00
RCI Annual CD Fund	279,427.00	0.00	0.00	0.00	279,427.00
Bond Admin Fee	3,000.00	0.00	0.00	0.00	3,000.00
PILOT/Sale Leaseback Fees	914,174.00	0.00	0.00	0.00	914,174.00
Fee Income - RLF Program	43,424.00	3,618.66	3,618.66	3,618.56	39,805.34
Fee Income - Micro Program	26,137.00	2,178.08	2,178.08	2,097.28	23,958.92
Interest Income	3,500.00	151.73	151.73	193.87	3,348.27
Interest Income - RLF Program	25,000.00	2,017.43	2,017.43	2,303.53	22,982.57
Interest Income - City Fund	6,000.00	695.93	695.93	349.96	5,304.07
Interest Income - Micro Prog.	9,000.00	702.75	702.75	675.29	8,297.25
Late Payment Penalty - Micro	100.00	0.00	0.00	0.00	100.00
Miscellaneous Income	1,500.00	163.18	163.18	175.81	1,336.82
Total Revenues	1,314,262.00	9,527.76	9,527.76	9,414.30	1,304,734.24
Operations					
Office Expense	1,000.00	127.86	127.86	0.00	872.14
RCI Fee Sharing	139,714.00	0.00	0.00	0.00	139,714.00
Admin Services Exp	662,665.00	55,222.08	55,222.08	50,031.41	607,442.92
D&O Insurance	14,000.00	1,214.33	1,214.33	1,087.75	12,785.67
Commercial Insurance	10,000.00	643.92	643.92	621.79	9,356.08
FTZ Expense	1,250.00	1,250.00	1,250.00	0.00	0.00
Legal - Unrestricted	18,000.00	1,293.00	1,293.00	1,000.00	16,707.00
Accounting & Auditing	11,000.00	0.00	0.00	0.00	11,000.00
CEDS Update	7,500.00	0.00	0.00	0.00	7,500.00
Coffeen Park Taxes	1,700.00	0.00	0.00	0.00	1,700.00
Airport Park Taxes	1,000.00	0.00	0.00	0.00	1,000.00
Fees Expense	2,000.00	0.00	0.00	0.00	2,000.00
Bad Debt--RLF	190,000.00	0.00	0.00	(85,325.05)	190,000.00
Bad Debt--Micro	30,642.00	0.00	0.00	0.00	30,642.00
RLF Program Expense	43,424.00	3,618.66	3,618.66	3,618.56	39,805.34
Microenterprise Program Exp	26,167.00	2,178.08	2,178.08	2,097.28	23,988.92
RLF Audit Expense	800.00	0.00	0.00	0.00	800.00
146 Arsenal Bldg Maintenance	0.00	0.00	0.00	1,673.77	0.00
Plowing 146 Arsenal	20,000.00	0.00	0.00	0.00	20,000.00
IDA 146 Arsenal Bldg Expense	25,000.00	1,490.41	1,490.41	1,902.38	23,509.59
City/County Parking Lot Fund	20,000.00	20,000.00	20,000.00	0.00	0.00
Insurance	13,000.00	2,155.75	2,155.75	2,081.63	10,844.25
Building Depreciation	33,000.00	6,091.82	6,091.82	6,091.82	26,908.18
146 Arsenal Equip. Depreciation	3,000.00	397.72	397.72	397.72	2,602.28
146 Arsenal Electric	20,000.00	366.09	366.09	4,131.12	19,633.91
146 Arsenal Water	2,200.00	0.00	0.00	312.27	2,200.00
Salary Expense	17,000.00	3,972.28	3,972.28	2,583.60	13,027.72
Miscellaneous - Unrestricted	200.00	0.00	0.00	0.00	200.00
Total Operations	1,314,262.00	100,022.00	100,022.00	(7,693.95)	1,214,240.00
Total Revenue	1,314,262.00	9,527.76	9,527.76	9,414.30	1,304,734.24
Total Expenses	1,314,262.00	100,022.00	100,022.00	(7,693.95)	1,214,240.00
Net Income Over Expenditures	\$ 0.00	(90,494.24)	\$ (90,494.24)	17,108.25	90,494.24

Jeff Co Industrial Development Agency
Balance Sheet
October 31, 2020

ASSETS

Current Assets		
General Checking	\$	26,885.83
Savings Account		837,034.98
PILOT Checking Account		287,241.08
Microenterprise Account		131,200.87
City Loan Account		200,905.64
Revolving Loan Fund Account		3,863,167.59
Acct Receivable - Rogers		19,755.42
RLF Loans Receivable		561,592.61
Microenterprise Loans Rec.		208,305.50
Watn. Economic Growth Fund Rec		83,028.54
Allowance for Bad Debt-RLF		(190,000.00)
Allow. for Bad Debts-MICRO		(30,641.75)
Prepaid Expense		44,604.15
		<hr/>
Total Current Assets		6,043,080.46
Property and Equipment		
Accum Depr - Building	(1,212,599.85)	
Accum Depr. Equipment	(191,295.36)	
		<hr/>
Total Property and Equipment		(1,403,895.21)
Other Assets		
IT Server	6,050.00	
Galaxy Tablets	13,366.00	
Corp. Park Improvements	209,995.14	
Airport Property	884,326.02	
WIP Airport	121,215.06	
Woolworth Building	505,000.00	
146 Ars Building Improvements	1,233,689.56	
WIP Arsenal Deck & Sidewalks	11,000.00	
		<hr/>
Total Other Assets		2,984,641.78
		<hr/>
Total Assets	\$	<u><u>7,623,827.03</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
PILOT Monies Payable	\$	287,241.08
Maintenance Reserve Convergys		14,445.48
Maintenance Expense Convergys		25,927.57
Car Freshner Signage		11,000.00
		<hr/>
Total Current Liabilities		338,614.13
Long-Term Liabilities		
Due NYS/IAP L.T.	180,159.78	
Deferred Revenue - Rogers	20,070.98	
		<hr/>
Total Long-Term Liabilities		200,230.76
		<hr/>
Total Liabilities		538,844.89
Capital		
General Fund Bal - Unrestrict.	1,099,266.80	

Unaudited - For Mar-72 - ent Purposes Only

Jeff Co Industrial Development Agency
Balance Sheet
October 31, 2020

Fund Bal - RLF Restricted	4,419,309.27	
Fund Bal - Micro Restricted	414,850.76	
Fund Bal - City Restricted	262,489.22	
Cap. Impr. Convergys	979,560.33	
Net Income	(90,494.24)	
	<hr/>	
Total Capital		<hr/> 7,084,982.14
Total Liabilities & Capital	\$	<hr/> <hr/> 7,623,827.03

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
146 Arsenal Expenses for the One Month Period Ending October 31, 2020
Prepared by Lyle Eaton

	Current Year Budget	Year-to-Date Total	Current Month	Previous Month	% YTD of Budget
Expenses					
146 Arsenal Bldg Maintenance	\$ 0.00	0.00	\$ 0.00	1,673.77	0.00
Plowing 146 Arsenal	20,000.00	0.00	0.00	0.00	0.00
IDA 146 Arsenal Bldg Expenses	25,000.00	1,490.41	1,490.41	1,902.38	5.96
City/County Parking Lot Fund	20,000.00	20,000.00	20,000.00	0.00	100.00
Insurance	13,000.00	2,155.75	2,155.75	2,081.63	16.58
Building Depreciation	33,000.00	6,091.82	6,091.82	6,091.82	18.46
146 Arsenal Equip. Depreciation	3,000.00	397.72	397.72	397.72	13.26
146 Arsenal Electric	20,000.00	366.09	366.09	4,131.12	1.83
146 Arsenal Water	2,200.00	0.00	0.00	312.27	0.00
Salary Expense	17,000.00	3,972.28	3,972.28	2,583.60	23.37
Total Expenses	\$ 153,200.00	34,474.07	\$ 34,474.07	19,174.31	22.50

Jeff Co Industrial Development Agency

General Checking Cash Receipts Journal

For the Period From Oct 1, 2020 to Oct 31, 2020

Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

Date	Account ID	Transaction	Line Description	Debit Amnt	Credit Amnt
10/1/20	125001 100001	1221	Invoice: MICRO MONTHLY FEE JEFFERSON COUNTY INDUSTRIAL	2,178.08	2,178.08
10/1/20	125001 100001	2175	Invoice: RLF MONTHLY FEE JEFFERSON COUNTY INDUSTRIAL	3,618.66	3,618.66
10/1/20	125501 412501 100001	3030	9/20 PRINCIPAL 9/20 INTEREST KENNETH F. ROGERS	314.91	163.18 151.73
10/8/20	207005 205602 100001	1344	DUE MICRO DUE SHLDC MAIN STREET CRAFTS & DRAFTS	269.03	134.51 134.52
10/19/20	121001 100001	ACH-10/20	Invoice: 3535 NEW YORK AIR BRAKE COMPANY	2,594.90	2,594.90
10/22/20	207005 205602 100001	19087	10/20 DUE MICRO 10/20 DUE SHLDC PAINFULL ACRES	989.37	565.35 424.02
10/29/20	207005 205602 100001	387	DUE MICRO DUE SHLDC THE SANDWICH BAR	717.00	358.50 358.50
				<u>10,681.95</u>	<u>10,681.95</u>

Jeff Co Industrial Development Agency
Revolving Loan Fund Receivables
As of Oct 31, 2020

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Summary Format.

Customer	Amount Due
MEADOWBROOK TERRACE	70,810.02
MLR,LLC	102,738.49
RBM MANUFACTURING CORP	200,000.00
WRIGHT BROS. LLC	188,044.10
	<u>561,592.61</u>

Jeff Co Industrial Development Agency
Micro Loans Receivable
As of Oct 31, 2020

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Summary Format.

Customer	Amount Due
ABOVE REALITY SPORTS COMPLEX	33,393.49
COLLEEN'S CHERRY TREE INN	34,950.54
R.L.GOULD & SON, LLC	30,728.76
THOUSAND ISLANDS AREA HABITAT FOR HUMA	23,883.52
MAIN STREET CRAFTS & DRAFTS	4,831.80
PAINFULL ACRES	28,626.03
THE SANDWICH BAR	8,114.72
SARAH'S BARBER SHOP	9,406.85
THE SCRUB HUB	10,198.57
SERV-PRO	4,618.35
SACKETS HARBOR TRADING CO.	528.38
TASTE OF DESIGN	19,024.49
	<u>208,305.50</u>

Jeff Co Industrial Development Agency
Watn. Economic Growth Fund
As of Oct 31, 2020

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Summary Format.

Customer	Amount Due
CURRENT APPLICATIONS	83,028.54
	<u>83,028.54</u>

Jeff Co Industrial Development Agency
Cash Disbursements Journal
For the Period From Oct 1, 2020 to Oct 31, 2020

Filter Criteria includes: Report order is by Date. Report is printed in Detail Format.

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
10/1/20	7351	200001 100001	Invoice: 20-940 BERNIER, CARR & ASSOCIATES, P.C.	565.00	565.00
10/1/20	7352	200001 100001	Invoice: 10-1-2020 CITY COMPTROLLER	20,000.00	20,000.00
10/1/20	7353	200001 200001 100001	Invoice: MONTHLY ADMIN FEE Invoice: 2293 JEFF COUNTY LDC	55,222.08 1,291.80	56,513.88
10/1/20	7354	200001 200001 200001 200001 100001	Invoice: 9212020A Invoice: 092120 Invoice: 92120 Invoice: 92320 NATIONAL GRID	23.57 352.94 23.57 3,731.04	4,131.12
10/1/20	7355	200001 100001	Invoice: RETAINER 20-21-1 BARCLAY DAMON LLP	1,000.00	1,000.00
10/1/20	7356	200001 100001	Invoice: AGREEMENT 20-21-1 WATERTOWN INDUSTRIAL CENTER	1,250.00	1,250.00
10/8/20	7357	200001 100001	Invoice: 92022070 ABJ FIRE PROTECTION CO	359.00	359.00
10/8/20	7358	200001 200001 100001	Invoice: 93020 Invoice: 09-30-2020 CITY COMPTROLLER	43.38 268.89	312.27
10/8/20	7359	200001 100001	Invoice: 10/20 MAIN ST JEFFERSON COUNTY INDUSTRIAL	134.51	134.51
10/8/20	7360	200001 100001	Invoice: 10/20 MAIN ST SACKETS HARBOR LDC	134.52	134.52
10/8/20	7361	200001 100001	Invoice: 3353358-0448-0 WASTE MANAGEMENT	68.85	68.85
10/22/20	7362	200001 100001	Invoice: D&O FYE 9-30-21 GREAT AMERICAN INSURANCE CO	14,572.00	14,572.00
10/22/20	7363	200001 100001	Invoice: 10/20 PAINFULL JEFFERSON COUNTY INDUSTRIAL	565.35	565.35
10/22/20	7364	200001 100001	Invoice: 2296 JEFF COUNTY LDC	1,302.56	1,302.56
10/22/20	7365	200001 100001	Invoice: 139360 NATIONAL ASSOCIATION OF	1,250.00	1,250.00
10/22/20	7366	200001 100001	Invoice: 101320 SELECTIVE INSURANCE CO	33,596.03	33,596.03
10/22/20	7367	200001 100001	Invoice: 10/20 PAINFULL SACKETS HARBOR LDC	424.02	424.02
10/22/20	7368	200001 200001 200001 100001	Invoice: 20445391 Invoice: 20445390 Invoice: 20445392 JOHNSON NEWSPAPER CORPORATION	98.00 97.00 98.00	293.00
10/22/20	7369	200001 100001	Invoice: 102520 WESTELCOM	171.56	171.56
10/29/20	7370	200001 100001	Invoice: 20-1051 BERNIER, CARR & ASSOCIATES, P.C.	2,550.00	2,550.00
10/29/20	7371	200001 100001	Invoice: 7-154-56488 FEDERAL EXPRESS CORP	127.86	127.86

Jeff Co Industrial Development Agency
Cash Disbursements Journal
For the Period From Oct 1, 2020 to Oct 31, 2020

Filter Criteria includes: Report order is by Date. Report is printed in Detail Format.

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
10/29/20	7372	200001 100001	Invoice: 10/20 SANDWICH JEFFERSON COUNTY INDUSTRIAL	358.50	358.50
10/29/20	7373	200001 100001	Invoice: 2297 JEFF COUNTY LDC	1,377.92	1,377.92
10/29/20	7374	200001 200001 200001 100001	Invoice: 10212020 Invoice: 102120 Invoice: 1021202 NATIONAL GRID	318.95 23.57 23.57	366.09
10/29/20	7375	200001 100001	Invoice: 10/20 SANDWICH SACKETS HARBOR LDC	358.50	358.50
Total				141,782.54	141,782.54

October 31, 2020

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Jefferson County Industrial Development Agency
Revolving Loan Fund Receivables
October 31, 2020

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	RBM Manufacturing	November-19	200,000.00	200,000.00	Current	Working Capital
2	Meadowbrook Terrace	August-12	250,000.00	70,810.02	Current	Working Cap During Construction
3	MLR, LLC	July-07	250,000.00	102,738.49	Current	Expand Warehouse
4	Wright Bros, LLC	June-12	241,743.00	188,044.10	Current	Purchase Building
Total RLF Receivables			941,743.00	561,592.61	-	

Jefferson County Industrial Development Agency
City Loan Fund Receivables
October 31, 2020

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Current Applications	Apr-15	101,403.00	83,028.54	Current	Manufacturing Plant Expansion
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
	Total CITY FUNDReceivables		101,403.00	83,028.54	-	

**Jefferson County Industrial Development Agency
(Jefferson County Civic Facility Development Corporation)
Audit Committee Meeting Minutes
October 6, 2020**

The Jefferson County Industrial Development Agency (Jefferson County Civic Facility Development Corporation) held an audit committee meeting on Tuesday, October 6, 2020 in the board room, 800 Starbuck Avenue, Watertown, NY.

Present: John Jennings, Chair, Robert Aliasso

Also Present: Donald Alexander, Lyle Eaton, Peggy Sampson, Joy Nuffer, Liz Bush and Andrew Swords from Bowers & Company

Excused: Paul Warneck

I. Call to Order: The meeting was called to order at 8:24 a.m.

II. Engage Audit Firm:

A pre-audit meeting to engage Bowers & Company to complete the 2019-2020 audit.

Ms. Bush asked if there was any litigation; Mr. Alexander said he will provide her with information for lawsuits that are happening within the Corporate Park.

Ms. Bush asked if there has been any activity at the Airport Park project. Mr. Eaton said the grant extensions have been approved but said that no money has been expended. Ms. Bush said to keep in mind that the threshold for a single audit is \$750,000.

Ms. Bush asked if there were any questionable/problem loans. Mr. Eaton said no. Mr. Aliasso said that several moratoriums were issued earlier in the year due to the pandemic.

Ms. Bush asked if any new loans were issued. Mr. Eaton said there was one new RLF and one new MICRO loan.

The audit has been scheduled to start during the week of November 2, 2020. Liz Bush will be the lead partner (third year). Ms. Bush said that they will complete part of the audit virtually, but will look at loan files in the office.

Ms. Bush presented the engagement letter. The fee is \$10,300 plus \$400 for information returns. It was noted that the JCIDA audit will include the JCCFDC. Mr. Eaton will provide Ms. Bush with a list of the loan balances and will present her with a trial balance soon.

A motion was made by Mr. Aliasso to recommend approval of the engagement letter to the full board of directors, seconded by Mr. Jennings. All in favor.

III. Adjournment: With no further business before the committee, a motion to adjourn was made by Mr. Jennings, seconded by Mr. Aliasso. The meeting adjourned at 8:26 a.m.

Respectfully submitted,

Peggy Sampson

DRAFT

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**Resolution Number 11.05.2020.01
to Engage Auditors for Annual Audit**

WHEREAS, the Audit Committee met on October 6, 2020 to meet with Bowers & Company CPAs PLLC, and

WHEREAS, Bowers & Company presented an engagement letter to audit the financial statements for the year ended September 30, 2020. The fee will be \$10,300 for the audit and \$400 for the preparation of information returns, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approves the recommendation as set forth in this Resolution, and be it further,

RESOLVED, that the Chairman, Vice Chairman, Secretary, and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.

This resolution shall take effect immediately.

W. Edward Walldroff
Secretary

**Jefferson County Industrial Development Agency
Loan Review Committee Meetings Minutes
October 27, 2020**

Present: Robert Aliasso, Chair, David Converse, John Jennings

Absent: None

Also Present: Don Alexander, Lyle Eaton, Peggy Sampson, Calvin & Rhonda McNeely, and Kent Burto (8:48 a.m.)

- I. Call to Order:** Chair Aliasso called the meeting to order at 8:03 a.m.
- II. Pledge of Allegiance**
- III. RBM Manufacturing Corp.** – A request for additional working capital in the amount of \$200,000. In November 2019 the IDA Board approved the original loan in the amount of \$200,000, at interest only for six months; due to the COVID-19 pandemic the interest only was extended through December 2020. Staff is recommended combining the two loans for one loan of \$400,000, interest only for twelve months, then 3% for five years (exception to normal terms). Collateral will be a second position lien on the assets of the Corporation and personal guarantees of Richard C. McNeely and Rhonda McNeely. There are currently 13 jobs and they are projecting to create 21 additional jobs over three years.

Mr. Aliasso asked the McNeely's about their salary projections. He said he did some quick calculations and noted that they didn't add up. Mrs. McNeely said that not all of the jobs reported were full time equivalents. She said that she will adjust the projections and send them to Mr. Eaton.

Mr. McNeely said that he sold two of the franchises earlier this year when the pandemic started. He has since signed two more commitments and is having several conversations with prospects.

Mr. Converse asked what they see in different areas in regard to local zoning laws. Mr. McNeely said that they have to follow local traffic laws.

Mr. Converse said that the IDA is subordinate to Watertown Savings Bank for the first loan and asked if they have notified the bank that they are seeking additional money. Mr. McNeely said no. Mr. McNeely indicated that his WSB loan documents did not prohibit additional debt.

Mr. Jennings asked how many franchises have to be sold each year to break even. Mr. McNeely said 10. He said that they now own their own software and it's a big part of the package. He said the franchise agreements are for 10 years and anticipate the trucks lasting 5 years.

**Jefferson County Industrial Development Agency
Loan Review Committee Meetings Minutes
October 27, 2020**

After review and discussion, a motion was made by Mr. Converse, seconded by Mr. Aliasso to move the request (exception to normal terms) to the full board at the next monthly meeting. All in favor.

Mr. and Mrs. McNeely left the meeting.

- IV. Above Reality Virtual Sports Complex** – Mr. Eaton said that the business has been unable to open during the pandemic because they are considered a theatre. He said that the Watertown Local Development Corporation is the lead agency and is also writing off the loan and noted that bankruptcy proceedings have begun. He said the loan will be written off effective September 30, 2020.

After review and discussion, a motion was made by Mr. Jennings, seconded by Mr. Converse to move the request to the full board at the next monthly meeting. All in favor.

V. Other/Unfinished Business:

- 1. NYS REDI Grant Program** – Mr. Aliasso said that he sent an email to the full board and indicated that he spoke with County Legislator Chairman Scott Gray to see if the County is still on board with using county sales tax exemptions for these projects. Mr. Aliasso said that there are over 60 projects in Jefferson County, and he is wondering how the 5% local contribution is accounted for. Mr. Eaton said that the paperwork he saw indicated that the State will deduct the 5% from the applicant's total award.

Mr. Alexander pointed out the following:

- 64 projects qualified in Jefferson County
- \$8.2M in state grants represents \$410,000; IDA would give up \$160,000 in application fees
- Question on legal fees and the cost to the IDA for the projects
- How will the IDA be able to process these projects in time and get approvals from all of the affected taxing jurisdictions?

Mr. Aliasso suggested a resolution forgoing an application but develop a program to follow for the projects. He said that we first need to legally determine if the IDA can accomplish certain things related to these projects.

Mr. Alexander said there are three possible options:

1. Issue a PILOT to forgo property taxes
2. Lend money (to be processed in-house and forgo the application fee)
3. Sales tax abatement (if the project has not started)

**Jefferson County Industrial Development Agency
Loan Review Committee Meetings Minutes
October 27, 2020**

Mr. Aliasso said that he would coordinate with each Town instead of the 64 applicants individually. Mr. Converse said that we need more information from the State.

- VI. Adjournment:** With no further business before the committee, Mr. Converse made a motion to adjourn the meeting, seconded by Mr. Jennings. The meeting adjourned at 9:05 a.m.

Respectfully submitted,
Peggy Sampson

**Jefferson County Industrial Development Agency
Loan Review Committee**

Date: 10/27/2020

Borrower: RBM Manufacturing

Amount: 200,000.00

Terms: Interest Only for twelve months, then 3% for 5 years
(Exception to normal terms.)

Project: Working Capital

RBM Manufacturing Corp is a "C" Corporation owned by Richard C. McNeely and Rhonda McNeely. A complete description of the company and the Business Plan is included with the Application.

This is a request for additional working capital. In November 2019 the Board approved the original loan in the amount of \$200,000, at interest only for six months; due to Covid interest only was extended. Interest only payments will now be made through December 2020.

I would propose we combine the two loans and do interest only for 12 months and then term the loan out at 3% for five years.

	Projected 2020	Proforma 2021	Proforma 2022	Proforma 2023
Sales	558,658	1,459,500	2,284,800	3,513,951
CGS	281,773	734,566	1,149,940	1,768,572
Gross Profit	276,885	724,934	1,134,860	1,745,379
Total Expenses	691,220	740,077	881,123	1,152,884
Net from Operations	-414,335	-15,143	253,737	592,495
Other Income- Exp	0	89,814	94,305	103,735
Net Income	-414,335	74,671	348,042	696,230

Detail proforma Balance Sheets and Income Statements attached.

Employment Plan:

	Salary Level	Current	Created Year 1	Created Year 2	Created Year 3	Total Jobs Created
Management & Ops	70,000	2	0	1	0	1
Fabricator	57,000	1	0	1	1	2
Sales	50,000	1	0	1	0	1
Marketing	50,000	1	0	0	1	1
Uplifter/Tester	29,000	1	1	2	4	7
Staff Accountant	31,000	0	0	1	0	1
Ops Support	29,000	2	1	0	1	2
Driver	26,000	5	1	2	2	5
Production Manager	40,000	0	0	1	0	1
	<u>\$382,000</u>	13	3	9	9	21

Collateral:

Second position lien on the assets of the Corporation, and Personal Guarantees of Richard C. and Rhonda McNeely.

Recommendation:

Staff recommends an exception to normal terms. We recommend twelve months interest only and a 60 month amortization at 3% interest.

We would also recommend combining the two loans for one loan of \$400,000.00

DRAFT

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 11.05.2020.02**

**RESOLUTION FOR AUTHORIZING A REVOLVING LOAN TO
RBM MANUFACTURING CORP.**

WHEREAS, RBM Manufacturing Corp. is a "C" Corporation owned by Richard C. McNeely and Rhonda McNeely, and

WHEREAS, this is a request for additional working capital in the amount of \$200,000, and

WHEREAS, in November 2019 the JCIDA Board approved the original loan in the amount of \$200,000, at interest only for six months; due to the COVID-19 pandemic the interest only was extended through December 2020, and

WHEREAS, Staff recommends combining the two loans for one loan of \$400,000, interest only for twelve months, then 3% for five years (exception to normal terms). Collateral will be a second position lien on the assets of the Corporation and personal guarantees of Richard C. McNeely and Rhonda McNeely. There are currently 12 jobs and they are projecting to create 12 additional jobs over three years, and

WHEREAS, on October 27, 2020 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and recommended approval to the full Board of Directors, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approved the request for a Four Hundred Thousand Dollar (\$400,000.00) loan to RBM Manufacturing Corp. with all terms and conditions as set forth in this Resolution, and be it further,

RESOLVED, that the Chairman, Vice Chairman, Secretary and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.

This resolution shall take effect immediately.

W. Edward Walldroff
Secretary

DRAFT

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 11.05.2020.03**

**RESOLUTION FOR AUTHORIZING A WRITE OFF TO THE MICRO ENTERPRISE
LOAN FUND TO
Above Reality Virtual Sports Complex**

WHEREAS, Above Reality Virtual Sports Complex is going out of business since they are considered a theatre and cannot open during the COVID-19 pandemic, and

WHEREAS, the Watertown Local Development Corporation as lead agency is planning to write off their portion of the loan at their October board meeting, and

WHEREAS, Staff recommends approval to write off the MICRO loan with an outstanding principal balance of \$33,393.49 effective September 30, 2020, and

WHEREAS, on October 27, 2020 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and recommended approval to the full Board of Directors, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approves the request to write off this account, and be it further,

RESOLVED, that the Chairman, Vice Chairman, Secretary and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.

This resolution shall take effect immediately.

W. Edward Walldroff
Secretary

DRAFT

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 11.05.2020.04

RESOLUTION TO ADOPT RETENTION AND DISPOSITION SCHEDULE LGS-1

RESOLVED, By the Board of Directors of the Jefferson County Industrial Development Agency that *Retention and Disposition Schedule for New York Local Government Records*, issued pursuant to Article 57-A of the Arts and Cultural Affairs Law, and containing legal minimum retention periods for local government records, is hereby adopted for use by all officers in legally disposing of valueless records listed therein.

FURTHER RESOLVED, that in accordance with Article 57-A:

- a) Only those records will be disposed of that are described in *Retention and Disposition Schedule for New York Local Government Records* after they have met the minimum retention periods described therein;
- b) Only those records will be disposed of that do not have sufficient administrative, fiscal, legal, or historical value to merit retention beyond established legal minimum periods.

David J. Converse
Chairman

Jefferson County Industrial Development Agency
 800 Starbuck Avenue, Suite 800
 Watertown, NY 13601
 (315) 782-5865

2020-2021 Board Attendance

Name	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep
Aliasso, Robert	P											
Converse, David	P											
Jennings, John	P											
Johnson, William	P											
L'Huillier, Lisa	P											
Walldroff, W. Edward	P											
Warneck, Paul	P											
Totals:	7											
P - Present												
- Excused												
- Absent												