

**Jefferson County Industrial Development Agency  
Zoom Video Call – Board Meeting Minutes  
June 4, 2020**

Due to the COVID-19 pandemic, the Jefferson County Industrial Development Agency held their board meeting via zoom video call. The meeting was recorded for posting to the website.

**I. Call to Order:** Chairman Converse called the meeting to order at 9:35 a.m.

**II. Roll call for attendance**

**Board Members** – David Converse, Chair, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, Lisa L’Huillier, William Johnson

**Excused** – John Jennings

**Counsel** – Joseph Russell, Esq.

**Staff** – Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson

**Others** – Christine Powers, Ed Valentine, Daniel Samann, Robert Ferris

**Media** – Craig Fox from the Watertown Daily Times

**III. Public Comment –**

- 1. Ed Valentine’s (Opal Development) comment from the JCLDC board meeting minutes of 6/4/2020** – Mr. Valentine said that he sent an email to IDA board members and Mr. Alexander last evening of history detailing the park covenants. He said that he has had regular communications with Mr. Alexander for the last year about having better communication for any projects in the park and providing as much information as possible in advance and said now the same thing happened again with two new projects. He said that what he hears is that everyone was shocked by these projects and he just found out about them last Friday. It is his understanding that the Town of Watertown Supervisor was not aware, nor the IDA; which he said sounds unbelievable, so he said he did some online research trying to figure out what was going on. He said the Town of Watertown website indicates that they are closed until further notice and noted that agendas are not updated and there is no mention of meetings. He said a meeting was held on May 4<sup>th</sup>, but nothing was posted. He said the County Planning Board website shows nothing and has no agenda listed since January 2020. He said that he received a bootlegged site plan that he was working from and said that it didn’t make sense because the parking was located in front of the building, which doesn’t meet town code because it’s supposed to be on the side or the rear. He said he eventually saw the County comments for the two projects, and he agreed about their parking comments. He said he discussed his issues during a public hearing held on Monday. He said he sent an email around asking for an IDA representative at the meeting, but noted there wasn’t one. He said he has no problem with the proposed businesses from what he knows of them because he has not seen the application. He said there is a minor issue with a sub-division of 2A and 2B for a parking issue that has been going on for a few

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years. He said that Penske doesn't have enough room for parking and some of their trucks park in front of the building all the way out to the road line. He said that he sent a friendly email to Pam Desormo about tweaking the sub-division line for Penske trucks to continue parking on the side. Otherwise, if the lot is going to sub-divided, they are going to be forced to park out of compliance in front of the building and they are going to be over 50% coverage, and not be compliant with the town code. He said they completely dismissed his concerns and said it's an enforcement issue. He said the other issue is with Lot 10, but not with the warehouse. He said it violates town code and park covenants because parking should be in the rear or side. He said when they closed the public hearing and opened up the site plan review, they didn't even acknowledge his concerns nor the County's comments. He said they didn't even address the parking. He said Monday's public hearing by the Town Planning Board demonstrated why the park covenants are needed. He said the current board failed to address his concerns and the County's comments and disregarded their own town codes. He said that he still hasn't seen final plans and they haven't been shared with the public and according to the covenants there is a 90-day review period. He asked the IDA to talk with the park tenants and the town about their codes.

2. **Jefferson County Legislator Robert Ferris** – Mr. Ferris said that he has had numerous conversations with Mr. Alexander in regards to the Industrial Park in the Town of Watertown and would like to see if we could work out the covenants or remove the covenants in the park now that we have the Town Planning Board and let them do their job and help the IDA with it – solidify some of the covenants or get rid of another layer of restrictions. He said he wasn't sure he said that correctly and asked Mr. Alexander to reiterate it in a more politically correct way.

Mr. Alexander said that when those covenants were originally placed on the park years ago there were no planning boards or zoning kinds of considerations that there are today. He thinks what Bob is suggesting is that the Board has begun to rely on the planning boards and the zoning and the County Planning to take on the role of ensuring that anyone in the parks comply with their community zoning and regulations. He said that Mr. Ferris indicated to him before that he believes the covenants are superfluous at this point and simply add another level of containment for our ability to expand.

Mr. Ferris said he didn't use the word superfluous, but said that when the original covenants were in there, they were in there to protect the people in the park and he agrees that there has to be a level of protection. He said there are properties in the park that are not in compliance with those original covenants. He said why not remove the ones that need to be removed and figure out where we are going to go with the Industrial Park and how we want to state it. He said things have changed since the original covenants in 1971 and the new one in 2000. He said he's sure building materials/construction has changed. He thinks some of the covenants and some of the restrictions has limited some of the projects that could have come into the park. He said there are also some protections that need to be stated better. He would like to see the board remove or reinvent what's going to go on in the park. He thinks it's in the best interest of the park and the Town and the businesses in the Park.

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3. **Ed Valentine (Opal Development)** – Mr. Valentine said that he just wanted to point out that the covenants for the new addition to the park were adopted in 2001 he believes, long after planning boards had existed. He said this isn't a case of outdated covenants; he said they are needed and noted that projects that are controversial do not involve the old park.
  4. **Board Member Robert Aliasso** – Mr. Aliasso said he sat through a meeting about a year ago with several of the park owners and there was a plan to go through for the types of uses allowed and the covenants. He said if the park owners can control their own destiny, they are essentially the board of the rules for the businesses that fit in the park. He thinks the super majority of all the park owners should guide us, not the IDA and not the planning board. He said he takes opposition to the word superfluous; superfluous is only to the new developers – the existing developers follow the rules – the new developers should follow the rules. "Everyone has a set of rules, follow them". He said that he is beyond disappointed with these new plans that came in with very informed and involved people to basically not follow the rules. He said there were numerous discussions with the same developer, and they put crap in front of us again. Rules are meant for all to follow and for all to be protected.
- IV. **Minutes:** Minutes of the zoom video call held on May 7, 2020 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Warneck. All in favor. Carried.
- V. **Treasurer's Reports:** Mr. Aliasso reviewed the financials for the period ending May 31, 2020. After discussion, a motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.
- VI. **Committee Reports:** None.
- VII. **Unfinished Business:**
1. **146 Arsenal Street Building** – Mr. Alexander provided an update during the JCLDC board meeting earlier this morning. He said that we are keeping a very close eye on the building and it remains in good condition. He said that he bought Jerry a lawn mower to mow the lawn in front of the building. Mr. Aliasso thanked staff for listening to the Board and reacting to reduce expenses.
- Corporate Park (Covenants)** – Mr. Warneck said that he participated in the Town's Planning Board meeting that Mr. Valentine referenced. He said that he learned about the plans when he was talking with Ms. L'Huillier about a couple of other projects and she mentioned that the County Planning Board for which she sits on had reviewed those plans, so he took it upon himself to call Mr. Valentine to ask him if he knew they were going on which he believes started his investigation into the project. He's been aware of the project for about a week. When the plans were emailed, he saw the very issues that created hard feelings with the tenants on First Student were still unaddressed on the Lot 10 development as it relates to setbacks and parking and wondered how that happened a second time after it was so contentious a year ago. He said to Mr. Ferris's suggestion of removing the covenants he said that a year and a half ago he suggested getting the park owners together and discuss the

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possibility of amending it but that got reported that he wanted to do away with the covenants but that wasn't the case. He said that he agrees wholly with Mr. Aliasso that the covenant issue belongs to those people who have purchased property and accepted those covenants over the years. He said if they were to come to us in unison wanting changes to the covenants, he believes we would support them, but he doesn't believe that's the case. It was noted that there are two sets of covenants one for the original park and one for the new park. The issues are in the new park.

Mr. Warneck said the issue is that Mr. Lundy leased a portion of his land for parking and they instituted the use, and the Town Planning Board never had a chance to review it to see if there would be impacts. He thinks that is one of Mr. Valentine's concerns is that if they divide this lot into two and the parking lease isn't terminated or reviewed, then the lot isn't going to meet the use or meet the size requirement under the deed covenants. He thought it was odd there was no concern about screening and thought the Town could have done a better job. He understands the concerns by Mr. Valentine as it relates to some of the review by the Town Planning Board. He said the other issue is that when the board sent Mr. Aliasso and Mr. Alexander out to meet with the park owners he wondered if it included the Town Supervisors because he thought the goal was to get the Town to do an overlay zoning district where the deed covenants and the zoning would match up. He thinks there are a lot of issues that still need to be worked on to protect the park owners.

Attorney Russell wanted to clarify a couple of things from a legal prospective. He said there are two sets of covenants, those that apply to the original park have a provision within the covenants that permit the IDA to modify or remove them tied to whether Fisher Gauge is in the Park. The covenants for the newer section of the park, the way those are written they have a 30 year duration from when they were filed in 2001 during that 30 year duration the only way they can be modified or removed would be by unanimous consent of all the property owners in the new section. At the end of the 30 years they can be extended for another 10 years unless 75% of the property owners determined that they will be amended or removed. The IDA does not have the unilateral authority to take legal action to remove those covenants.

Mr. Walldroff asked if the issues can be fixed with a design change. Mr. Warneck said that it is his understanding that the Planning Board approval for the Lot 10 project had in it that Mr. Lundy could build it as designed unless the IDA had a desire to push it back to 75 feet, which is his recollection of their meeting. He said that we don't have the ability to do anything but to insist upon it being 75 feet back, as it is for any other park owner. Mr. Aliasso said the fact that there are covenants, the board doesn't need to do anything because the rules are already written. Mr. Warneck agrees with what Mr. Aliasso just said – they have to move it back to 75 feet and move the parking behind the front line of the building. Mr. Walldroff wanted to know if this conversation is taking place with Mr. Lundy so he can accommodate the design change. Mr. Alexander said that he had a conversation with Mr. Lundy along with a board member and he is willing to modify to accommodate the concerns being expressed for the setback and buffer. Ms. L'Huillier added that she agrees with Mr. Aliasso and Mr. Warneck. She said the comments that the County had specifically addressed the parking and that the parking had to be on the side or in the rear so they voted for that project assuming those comments going towards the Town, that the Town would have accepted that. So, it's her



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understanding that they did not accept that and she has concerns with that because her understanding is that when the County is sending out their comments and requests to make these changes – they assume that the various Towns will do that and it sounds like it did not happen in this case.

Mr. Warneck went back to Mr. Valentine's comment on the sub-division. He said Mr. Valentine has filed a complaint with the zoning enforcement office to look at the parking issue. He said he thinks we are going to have to get some clarification on the leased land for parking that goes into the new sub-divided Lot 2B to ensure that if he's going to lease additional land to Penske for parking that it's in compliance with anything we have the right to review. Other than that, that building met the use requirement and setback requirement, screening requirement and everything from what he saw on the plans. He said it is Lot 10 that is more problematic. He said in all fairness that Mr. Alexander and Mr. Zembiec tried to join the Town zoom meeting, but the link listed was incorrect on the Town's website.

Ms. L'Huillier left the meeting at 10:02 a.m.

Mr. Walldroff said hopefully this thing can resolve itself. Mr. Alexander said we are doing our best to get this resolved. He said it is going to take some discussion and time to get resolved. He said he hopes the board will allow staff to continue to proceed to try to resolve it. Mr. Warneck said he agrees that we have to make it work. He asked that if the IDA gets an application from Mr. Lundy for review if it can be sent out within a certain timeframe in advance of a meeting and the submitted plans can be sent out to Mr. Valentine and others that may be interested so there is plenty of time for those that have concerns to review and make comments in advance.

Mr. Converse said that one of the issues that Mr. Lundy has is that he feels that he is held to other standards from others in the park. He said for example the parking; there are several businesses with out-front parking – so are the park owners going to force those businesses to move the parking to the side or rear? Mr. Converse asked how we become enforcement agencies. Mr. Warneck said he has a different take – we are the ones that wrote the covenants and enticed businesses to the park, if we are not the enforcement agency then at least we should be assisting those that believe the covenants are not being adhered to. Mr. Walldroff said this should be an agenda item for the future.

**VIII. New Business:**

- 1. YMCA Funding** – Mr. Zembiec said he sent an email to board members about an opportunity to pursue some funding for the YMCA project at the 146 Arsenal Street building. He said the IDA has to be the applicant and will partner with the YMCA. The YMCA will be looking to apply for up to \$12M. He said the initial proposals are due by 6/26. During 6/29 – 9/15 selected finalist will be asked to prepare final, formal proposals. Grants will be awarded September 15<sup>th</sup>. He said this would help move the project along a lot quicker and can benefit us. He said he will be looking to Attorney Russell for some advice because we will need to maintain ownership until the completion of the project, so any agreement will need to be in place to protect the IDA so we don't bear any additional costs in pursuing these funds on behalf of the YMCA. Attorney Russell said we don't have a purchase contract from them yet

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and depending on this grant program it's going to determine how that agreement is going to be structured. He said we will have to tweak the agreement that we have already tentatively agreed upon since we will have to maintain ownership. Mr. Warneck wondered if there will be a problem with their own funding/grant funding if the IDA has to own the building until the construction is completed. Mr. Zembiec said we can work through that, and maybe an agreement for them to own it at completion would suffice.

After discussion, a motion was made by Mr. Warneck to authorize approval for the IDA to submit a grant application to the Department of Defense's Office of Economic Adjustment on behalf of the YMCA for 146 Arsenal Street for an amount up to \$12M, seconded by Mr. Aliasso. All in favor. Mr. Walldroff said he would like to see the IDA made whole on the IDA out-of-pocket expenses for maintaining ownership of the building when the purchase contract is redone to accommodate this. Attorney Russell said this would be to their advantage and the request should be on the table. He believes that they should be responsible for our out-of-pocket expenses and closing costs and thinks the discussion with them should start now. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L'Huillier – Absent. Carried.

2. **Clayton Harbor Hotel PILOT** – Mr. Alexander said that an email request from David Hart was received requesting a 90-day deferral of the PILOT payment with no penalty or interest that is owed to the Village of Clayton. The email indicated that his portfolio has been harmed immeasurably by the pandemic suffering a 95% loss of revenue year over year since mid-March. Mr. Alexander said he had Attorney Russell look into it. Attorney Russell said that he thinks that the IDA Board has the authority to defer it but subject to the consent of the taxing jurisdiction. Mr. Alexander said he was considering telling Mr. Hart to not pay the tax but pay the penalty which would be 5% for the first 30 days (approximately \$1,500) thereafter 1% (approximately \$310) or offer him a bridge loan to make the PILOT payment. Mr. Converse said that he likes the idea of the bridge loan because it gets them back in business and gets the money to the municipality which will need it. Mr. Walldroff agreed saying that you have to keep the taxing jurisdiction whole. Mr. Warneck asked why we wouldn't ask the taxing jurisdiction if they would consider the 90-day deferral. Mr. Warneck said he would be inclined to make a motion to authorize the 90-day moratorium with consent from the taxing jurisdiction and absent from that the bridge loan. Attorney Russell said they will still get the payment within the same fiscal year. Mr. Alexander said he hasn't relayed his options to Mr. Hart as of yet. Attorney Russell said that he would encourage him to default. Mr. Alexander said he will call Norma Zimmer (Mayor) to discuss the situation and discuss options.

After discussion, a motion was made by Mr. Warneck to authorize a 90-day moratorium on payment of the Village tax PILOT with consent of the taxing entity and in the absence of that authorize a bridge loan, seconded by Mr. Johnson. All in favor. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L'Huillier – Absent. Carried.

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**IX. Counsel**

- 1. Environmental Resolution Number 06.04.2020.01 for OYA Robinson Road LLC** – After review and discussion a motion was made by Mr. Warneck to approve the resolution as presented, seconded by Mr. Johnson. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Absent. Carried.
- 2. Preliminary Inducement Resolution Number 06.04.2020.02 for OYA Robinson Road LLC** – Mr. Warneck asked if the public hearing will be scheduled. Attorney Russell said the resolution authorizes Mr. Alexander to schedule it. Mr. Warneck asked how the public hearing will be conducted. Attorney Russell said that it will be held in a zoom meeting which will be published in the legal notice. After review and discussion, a motion was made by Mr. Johnson to approve the resolution as presented, seconded by Mr. Aliasso. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Absent. Carried.
- 3. Preliminary Agreement for OYA Robinson Road LLC** – After review and discussion a motion was made by Mr. Aliasso to approve the agreement as presented, seconded by Mr. Johnson. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Absent. Carried.
- 4. Environmental Resolution Number 06.04.2020.03 for OYA Wayside Drive LLC** – Mr. Aliasso said that there were two parcels listed in the site plan permit. Attorney Russell said he used the parcel that was listed in the application. Mr. Warneck said that one of the parcels was an easement. After review and discussion, a motion was made by Mr. Warneck to approve the resolution as presented, seconded by Mr. Johnson. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Absent. Carried.
- 5. Preliminary Inducement Resolution Number 06.04.2020.04 for OYA Wayside Drive LLC** – After review and discussion a motion was made by Mr. Aliasso to approve the resolution as presented, seconded by Mr. Johnson. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Absent. Carried.
- 6. Preliminary Agreement for OYA Wayside Drive LLC** – After review and discussion a motion was made by Mr. Johnson to approve the agreement as presented, seconded by Mr. Walldroff. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Absent. Carried.

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**Corporate Park (Covenants)** – Mr. Ferris said that he spent a portion of the meeting on the phone with the Town of Watertown Planning Board and Supervisor who have indicated their willingness to work with the IDA to centralize the process and put everything in line.

Mr. Converse sent condolences to former board member Rich Duvall for his wife's recent passing. Mr. Alexander said that a donation has been made in her honor to the Northern New York Community Foundation.

- X. Adjournment:** With no further business before the board, a motion was made by Mr. Warneck to adjourn the zoom video call, seconded by Mr. Johnson. All in favor. The video call adjourned at 10:41 a.m.

## ENVIRONMENTAL 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 June 4, 2020, at 9:00 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson

ABSENT: John Jennings, Lisa L'Huillier

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Jay Matteson, Marshall Weir, Christine Powers, Ed Valentine, Daniel Samann, Robert Farris and Craig Fox from the Watertown Daily Times

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

Resolution No. 06.04.2020.01

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND LEASING OF A CERTAIN COMMERCIAL PROJECT FOR OYA ROBINSON ROAD LLC ("OYA") WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

**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**, OYA has presented an application (the “Application”) to the Agency, 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 an interest in certain parcels of land located in the Town of Orleans, to wit: tax parcels 13.00-2-47.1 and 13.00-2-32.1, Jefferson County, New York (the “Land”), and (2) construction on the Land of a 5 megawatt solar photo-voltaic community distribution generation facility (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 exemption from certain real estate taxes (the “Financial Assistance”); and (C) the lease with an obligation to purchase or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

**WHEREAS**, the Agency is a local agency pursuant to the New York State Environmental Quality Review Act (“SEQRA”), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the “Regulations”); and

**WHEREAS**, undertaking the Project is an Action as defined by SEQRA; and

**WHEREAS**, the Town of Orleans conducted a coordinated review of the Project, and although the Agency was not included as an involved agency in the review conducted by the Town of Orleans, a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town of Orleans (the “EAF”) has been filed with the Agency and has been provided to the members of the Agency; and

**WHEREAS**, the Agency has considered the Project and the EAF, together with the Agency’s knowledge of the area surrounding the Project, and such further information as is available to the Agency; and

**WHEREAS**, the Agency has reviewed the classifications of actions contained in the Regulations; and

**WHEREAS**, the Agency has determined that the Action is a Type I Action, as that term is defined in the Regulations, and that although the Agency was not included as an involved agency in the coordinated review conducted by the Town of Orleans, the Agency has reviewed the proceedings conducted by the Town of Orleans and the EAF and concurs



with the findings of the Town of Orleans that the Project will not result in a significant environmental impact.

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

Section 1. The Project is a Type I Action pursuant to SEQRA.

Section 2. The Agency has reviewed the environmental review conducted by the Town of Orleans and concurs with the findings of the Town of Orleans.

Section 3. The Project will not result in a significant adverse environmental impact.

Section 4. Preparation of an Environmental Impact Statement is not required.

Section 5. The basis for this determination is set forth in Part 2 of the Environmental Assessment Form, attached as Attachment A hereto and incorporated by reference herein.

Section 6. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, distributed and published in accord with 6 NYCRR shall be filed at the Agency as required by 6 NYCRR Section 617.12(b)(2).

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:

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

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned Chief Executive Officer of the 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 June 4, 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 12<sup>th</sup> day of June, 2020.

  
\_\_\_\_\_  
Donald C. Alexander  
Chief Executive Officer

## **PRELIMINARY INDUCEMENT RESOLUTION**

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ABSENT: John Jennings, Lisa L'Huillier

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Jay Matteson, Marshall Weir, Christine Powers, Ed Valentine, Daniel Samann, Robert Farris and Craig Fox from the Watertown Daily Times

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

Resolution No. 06.04.2020.02

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND LEASING OF A CERTAIN COMMERCIAL PROJECT FOR OYA ROBINSON ROAD LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

**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**, OYA Robinson Road LLC (the "Company") has presented an application (the "Application") to the Agency, 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 an interest in certain parcels of land located in the Town of Orleans, to wit: tax parcels 13.00-2-47.1 and 13.00-2-32.1, Jefferson County, New York (the "Land"), and (2) construction on the Land of a 5 megawatt solar photo-voltaic community distribution generation facility (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 exemption from certain real estate taxes (the "Financial Assistance"); and (C) the lease with an obligation to purchase or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on June 4, 2020 (the "SEQR Resolution"), the Agency has determined that the Project will not have a significant effect

on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; 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**, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

**Section 1.** The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(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 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

(C) The Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(D) of this Resolution, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the

inhabitants of Jefferson County, New York and the State of New York and improve their standard of living.

**Section 2.** If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire an interest in the Project Facility from the Company pursuant to a deed, lease agreement or other documentation to be negotiated between the Agency and the Company (the "Acquisition Agreement"); (B) renovate the Facility and acquire and install the Equipment in the Facility or elsewhere on the Land; (C) lease with the obligation to purchase or sell the Project Facility to the Company pursuant to a lease agreement or an installment sale agreement (hereinafter the "Project Agreement") between the Agency and the Company whereby the Company will be obligated, among other things, (1) to make payments to the Agency in amounts and at times so that such payments will be adequate to enable the Agency to timely pay all amounts due on the Acquisition Agreement and (2) to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (D) provide the Financial Assistance with respect to the Project, in accordance with the Agency's uniform tax exemption policy, including exemption from real estate taxes (but not including special assessments and special ad valorem levies) relating to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility, all as contemplated by the Preliminary Agreement and the Future Resolution.

**Section 3.** If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the conveyance of the Land to the Agency; (D) agreement between the Company and the Agency as to payment by the Company of payments in lieu of taxes with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect



to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance; and (G) the following additional condition(s): None.

**Section 4.** The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and the First Chairman or Vice Chairman, Executive Director or Deputy Executive Director of the Agency is hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

**Section 5.** From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

**Section 6.** Joseph W. Russell, of the law firm of Barclay Damon LLP of Watertown, New York is hereby appointed Counsel to the Agency with respect to all matters in connection with the Project. Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

**Section 7.** The Agency hereby authorizes the Executive Director of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

**Section 8.** 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 9.** 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>ABSENT</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>ABSENT</u>

The foregoing Resolution was thereupon declared duly adopted.

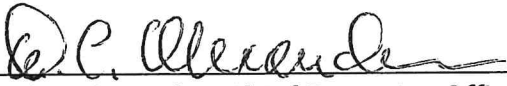
STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss.:

I, the undersigned Chief Executive Officer of the 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 June 4, 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 12<sup>th</sup> day of June 2020.

  
\_\_\_\_\_  
Donald C. Alexander, Chief Executive Officer

## ENVIRONMENTAL 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 June 4, 2020, at 9:00 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson

ABSENT: John Jennings, Lisa L'Huillier

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Jay Matteson, Marshall Weir, Christine Powers, Ed Valentine, Daniel Samann, Robert Farris and Craig Fox from the Watertown Daily Times

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

Resolution No. 06.04.2020.03

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND LEASING OF A CERTAIN COMMERCIAL PROJECT FOR OYA WAYSIDE DRIVE LLC ("OYA") WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

**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**, OYA has presented an application (the "Application") to the Agency, 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 an interest in certain parcels of land located in the Town of Pamela, to wit: tax parcel 74.09-1-6, Jefferson County, New York (the "Land"), and (2) construction on the Land of a 5 megawatt solar photo-voltaic community distribution generation facility (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 exemption from certain real estate taxes (the "Financial Assistance"); and (C) the lease with an obligation to purchase or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

**WHEREAS**, the Agency is a local agency pursuant to the New York State Environmental Quality Review Act ("SEQRA"), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the "Regulations"); and

**WHEREAS**, undertaking the Project is an Action as defined by SEQRA; and

**WHEREAS**, the Town of Pamela conducted a review of the Project pursuant to the State Environmental Quality Review Act ("SEQR") and although the Agency was not included as an involved agency in the review conducted by the Town of Pamela, a complete copy of the Full Environmental Assessment Form reviewed by the Town (the "EAF") has been filed with the Agency and has been provided to the members of the Agency; and

**WHEREAS**, the Agency has considered the Project and the EAF, together with the Agency's knowledge of the area surrounding the Project, and such further information as is available to the Agency; and

**WHEREAS**, the Agency has reviewed the classifications of actions contained in the Regulations; and

**WHEREAS**, the Agency has determined that the Action is a Type I Action, as that term is defined in the Regulations, and that although the Agency was not included as an involved agency in the coordinated review conducted by the Town of Pamela, the Agency has reviewed the EAF and concurs with the findings of the Town of Pamela that the Project will not result in a significant environmental impact.

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

Section 1. The Project is a Type I Action pursuant to SEQRA.

Section 2. The Agency has reviewed the environmental review conducted by the Town of Pamela and concurs with the findings of the Town of Pamela.

Section 3. The Project will not result in a significant adverse environmental impact.

Section 4. Preparation of an Environmental Impact Statement is not required.

Section 5. The basis for this determination is set forth in Part 2 of the Environmental Assessment Form, attached as Attachment A hereto and incorporated by reference herein.

Section 6. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, distributed and published in accord with 6 NYCRR shall be filed at the Agency as required by 6 NYCRR Section 617.12(b)(2).

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:

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

The foregoing Resolution was thereupon declared duly adopted.



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

I, the undersigned Chief Executive Officer of the 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 June 4, 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 12<sup>th</sup> day of June, 2020.

  
\_\_\_\_\_  
Donald C. Alexander  
Chief Executive Officer

## **PRELIMINARY INDUCEMENT 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 June 4, 2020 at 9:00 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson

ABSENT: John Jennings, Lisa L'Huillier

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Jay Matteson, Marshall Weir, Christine Powers, Ed Valentine, Daniel Samann, Robert Farris and Craig Fox from the Watertown Daily Times

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

Resolution No. 06.04.2020.04

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND LEASING OF A CERTAIN COMMERCIAL PROJECT FOR OYA WAYSIDE DRIVE LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

**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**, OYA Wayside Drive LLC (the "Company") has presented an application (the "Application") to the Agency, 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 an interest in a certain parcel of land located in the Town of Pamela, to wit: tax parcel 74.09-1-6, Jefferson County, New York (the "Land"), and (2) construction on the Land of a 5 megawatt solar photo-voltaic community distribution generation facility (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 exemption from certain real estate taxes (the "Financial Assistance"); and (C) the lease with an obligation to purchase or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), by resolution adopted by the members of the Agency on June 4, 2020 (the "SEQR Resolution"), the Agency has determined that the Project will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; 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**, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

**Section 1.** The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(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 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

(C) The Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(D) of this Resolution, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York and improve their standard of living.

**Section 2.** If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire an interest in the Project Facility from the Company pursuant to a deed, lease agreement or other documentation to be negotiated between the Agency and the Company (the "Acquisition Agreement"); (B) renovate the Facility and acquire and install the Equipment in the Facility or elsewhere on the Land; (C) lease with the obligation to purchase or sell the Project Facility to the Company pursuant to a lease agreement or an installment sale agreement (hereinafter the "Project Agreement") between the Agency and the Company whereby the Company will be obligated, among other things, (1) to make payments to the Agency in amounts and at times so that such payments will be adequate to enable the Agency to timely pay all amounts due on the Acquisition Agreement and (2) to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (D) provide the Financial Assistance with respect to the Project, in accordance with the Agency's uniform tax exemption policy, including exemption from real estate taxes (but not including special assessments and special ad valorem levies) relating to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility, all as contemplated by the Preliminary Agreement and the Future Resolution.

**Section 3.** If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the conveyance of the Land to the Agency; (D) agreement between the Company and the Agency as to payment by the Company of payments in lieu of taxes with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the



Act prior to granting such portion of the Financial Assistance; and (G) the following additional condition(s): None.

**Section 4.** The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and the First Chairman or Vice Chairman, Executive Director or Deputy Executive Director of the Agency is hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

**Section 5.** From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

**Section 6.** Joseph W. Russell, of the law firm of Barclay Damon LLP of Watertown, New York is hereby appointed Counsel to the Agency with respect to all matters in connection with the Project. Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

**Section 7.** The Agency hereby authorizes the Executive Director of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

**Section 8.** 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 9.** 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>ABSENT</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>ABSENT</u>

The foregoing Resolution was thereupon declared duly adopted.



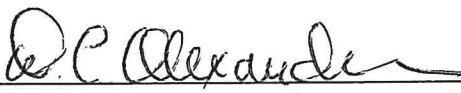
STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss.:

I, the undersigned Chief Executive Officer of the 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 June 4, 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 12<sup>th</sup> day of June, 2020.

  
\_\_\_\_\_  
Donald C. Alexander, Chief Executive Officer