

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

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 all continents except 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**

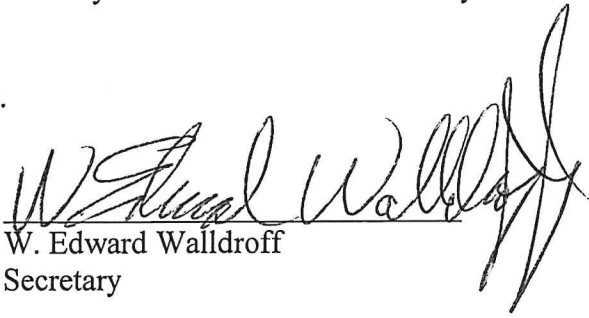
**WHEREAS**, the Nominating Committee met on September 3, 2020 and recommended the current slate of officers for the 2020-2021 fiscal year:

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.

  
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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 1<sup>st</sup> 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.



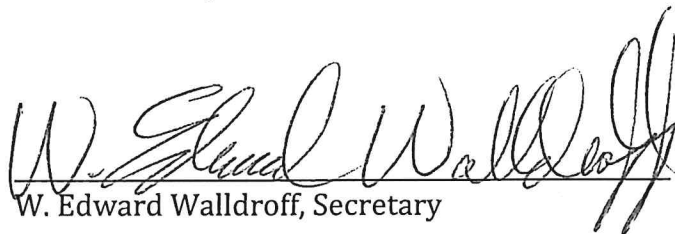
STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss.:

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 1<sup>st</sup> day of October, 2020.

  
W. Edward Walldroff, Secretary

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**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.

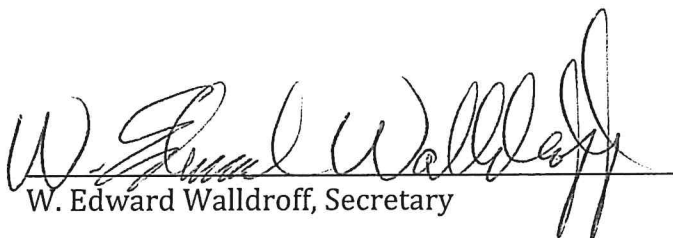
STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss.:

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.



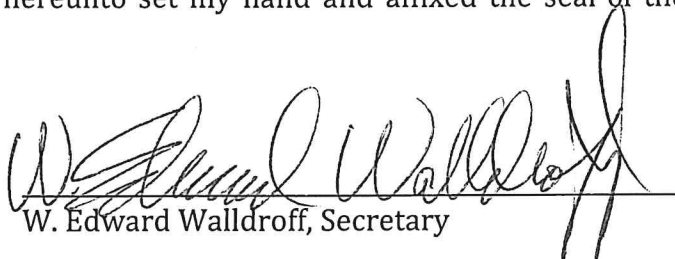
STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss.:

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 1<sup>st</sup> 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.

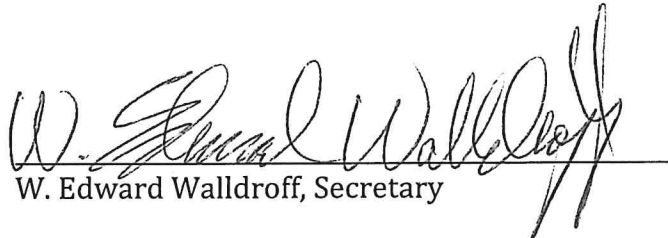
STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss.:

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 1<sup>st</sup> day of October, 2020.

  
W. Edward Walldroff, Secretary