

**Jefferson County Industrial Development Agency
Board Meeting Minutes
October 4, 2018**

The Jefferson County Industrial Development Agency held their annual board meeting on Thursday, October 4, 2018 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

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

Also Present: Joseph Russell, Esq., Connie Cahill, Esq., Kent Burto, Joel LaLone and Larry Danforth from JCC's Center for Community Studies, Donald Rutherford, Rich Hart, Susan VanBenschoten, Allen Peters, Bob Aschodian, Pete Price, John Culkin, Gail Smith, Claudia Maurer, John Mrowka, Mark Bosco, Erin Bishoff from 7 News, and Marcus Wolf of the Watertown Daily Times

Excused: None

Absent: None

I. Call to Order: Mr. Converse called the meeting to order at 9:16 a.m.

II. Privilege of the Floor: Mr. Converse invited guests to speak. The following guests spoke:

1. John Culkin, Henderson Town Supervisor – Comments attached.
2. Claudia Maurer, Resident from Henderson, NY – Comments attached.
3. Dean Whitmore, Resident from Henderson, NY and President of the Henderson Business Community Council. He asked that the board carefully consider any PILOT Agreement for Galloo Island. He talked about studies for waterfront property values and how they will drop and the loss of income to the towns and the golden crescent will have to be made up by tax increase. He said that any incentives to build this project come from our tax dollars, both state and federal, and now you are going to be asked to consider a PILOT Agreement that will further reduce the tax liabilities for this project and reduce the tax income to Jefferson County. So, please consider these items when considering the PILOT Agreement.
4. Pete Price, Business Owner and Resident from Henderson, NY. Pointed out Galloo Island and the Golden Crescent on the map located on the board room wall. He said that "Apex put out an informational map that displays the line of sight to Galloo which is quite deceiving in the way they do it because the color contrasts between the area that Galloo can be seen and can't be seen are such similar shades that the definition you can't really tell. The Galloo Island transformation into an industrial wind factory would be a travesty on so many levels; one of which is a negative economic future for the entire region including Hounsfield at some point. The US shore communities of eastern Lake Ontario and Canada would suffer greatly from revenue losses. Just one result in the Galloo assault is lower assessments on taxable identities within the viewshed of the island. This forecast is substantiated by the recent Clarkson property value study. Our communities on eastern Lake Ontario have struggled financially for generations to maintain even the basic needs our taxpayers require. Our water systems are inadequate, available only to condensed population areas, our sewer systems are also lacking in availability to areas on the shores of Lake Ontario including Henderson which

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(Pete Price continued)

has no sewers. After taking a look at our lake communities and evaluating liabilities and assets it is easy to see we are walking a fine line financially. Our biggest asset is the pristine view of Lake Ontario generating tourists, fishing and property value revenue. It is very easy to see what our biggest liability would be. The development of Galloo Island as an industrial wind factory will be devastating to all of the eastern Lake Ontario communities in her viewshed. I have remained informed on the Galloo Island status for the past ten years and am amazed at the misleading and deceitful tactics of the most recent developer, Apex Energy. If the island could speak, she would plead with you to not approve a PILOT agreement for this potential travesty that scared me for eternity. Thank you.”

5. Susan VanBenschoten, Resident of Henderson. “The Apex Energy Program is at present not in violation of the zoning laws in the Town of Henderson. Proximities to the right of ways and should some of these towers be placed where they are saying and they tip over – they will be in the lake and they will be in violation of Hounsfield zoning laws. The other visual I want to create for you is this – the Washington Monument. These towers are 36 feet taller than the Washington Monument. So please think about that when you are thinking about putting this on this beautiful pristine area. Thank you.”
6. Mark Bosco, Summer Resident of Stony Point. “I just have a couple of quick comments. If the role of the IDA is to create permanent employment opportunities and economic expansion, it’s hard to reconcile that with the extension of a PILOT with the promise of a few jobs at Galloo Island. It’s more difficult when considering the negative related affects of the project. It’s hard to imagine not losing jobs in construction, tourism, fishing, realty, hospitality jobs and even town employees in Henderson and Lyme. It’s hard to imagine the people in this room can’t create a few jobs without a \$40M tax abatement. A reversal on the PILOT would give the appearance of an attempt to use the onetime fee to improve the IDA’s position. A PILOT agreement contrasts sharply with the long term goals of the County that service the taxpayers, and the bottom line is the project is going with or without those funds, and you should use that full taxation to offset those negative consequences. Thank you.”
7. Gale Smith, Vice President of the Henderson Business Community Council. “I grew up on the Galloos with the wildlife. Migratory birds dump right over Galloo Island. You put those blades out there; you’re going to slice them up. There’s eagles out there. There have always been eagles on Stony and Galloo Island, it’s a wildlife preserve. We have three secretaries of state that have written about the wildlife out there. Please, please don’t give the Apex any money. Put the money into fishing and into our tourism. Thank you so much.”
8. Bob Aschodian, Resident of Henderson Harbor. “I would just like to address the issue of payment in lieu of taxes. I understand the concept that was originally intended with this idea of a PILOT. The idea of a PILOT is to create a tax incentive for industry to come into the state of New York because taxes are high, because this is a very unfriendly business environment for anybody who wants to come here. The original concept as I understand it, I’ve always understood it, is a municipality is willing to give up a portion of the taxes that they would otherwise be entitled to from the physical assets of that business because long term employment will generate sales taxes, long term employment will increase the economic growth of the community and a whole list of multiplier affects take place when a community

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(Bob Aschodian continued)

is able to bring into their community new jobs, factory jobs, well paying jobs. You can argue for or against how states are competing against each other creating tax incentives and whether that's a harmful or hurtful or benefit to the local community. That's a job for the legislators of those municipalities, but going over rules and regulations are manipulated and worked into something entirely different than what was originally intended when you start looking at PILOTs. If the principal is a PILOT exists to bring multiple long term jobs and the economic benefits of those jobs to the community, that process has been totally reverted by wind developers who want to obtain PILOTs from the local municipality for several reasons. Yes, there will be temporary construction jobs, good paying jobs, union jobs, but my understanding is that those companies that build those wind towers, they don't hire a great deal of local community members. They bring in their own experts. They bring in their own construction people from elsewhere. The new benefit for those construction jobs during the period of construction is minimal, they are not our people, they are other people from someplace else. So the municipality will argue that those are still construction jobs and we'll still get the multiplier affect only during the period of construction. After the developer has destroyed the land, destroyed the community, they and all of their employees go away and we are left with two or three permanent jobs. Is that the purpose of a PILOT? To forgive taxes and make a tax break for an industrial company that will be in effect for decades because they added two or three permanent jobs and destroy fishing and recreation and property values. That's a total perversion of the PILOT process and we tend to overlook that. The government makes rules for one purpose, the people who make the rules are no way near as clever as the MBA's and financial people who sit in higher offices far away from the communities that they invade and figure out a way to pervert that process. Granting a PILOT to wind towers, granting a PILOT to Apex Energy is a perversion – a total perversion – of the very intent of what a PILOT is for and should not be even considered. Thank you very much."

John Culkin – Regarding the perversion of the wind industry, the big wind farm down in Lowville basically got whatever they asked for and then they turned around and are suing to have their property assessment reduced 97%, so they hosed them once and now they are going to hose them again. That's what this industry does, you have to understand that.

9. John Mrowka, Resident of Cape Vincent who lives across the street from the Wolfe Island Wind Farm. "In just what Mr. Price said about the viewshed, I did my assessment and simple math and there's formulas out there – you can actually see those wind turbines for 30 miles on the horizon. I don't envy the board/the agency. You are going to be making a decision whether it's economic or from the heart or whatever it is, it's going to affect people within a 30 mile radius. On Google map you'll be allowing people from Sodus Point to see the wind mills and also up to Canada on the lake too. So from that perspective, again I don't envy your responsibility here, you guys have a big job just like the siting board too; you have to make a decision that's going to affect many people. It's just not the Golden Crescent, it's not just people on Stony Point, Point Peninsula, it's really a large shoreline you're talking about and a ton of people. So look at the bigger picture here is what I would request the board to do. Thank you."

Mr. Walldroff made a comment to have the guests take some comfort in. "I don't think you'll find a more knowledgeable board anywhere with our group of people in New York State that routinely for 30 years has informed itself and debated pros and cons of PILOTs whether its industry manufacturing and now wind than this body right here. I'll pat them all

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(Mr. Walldroff continued)

on the shoulder. My comfort point to you is, I'm not sure if you are aware of our policy in regards to granting PILOTs...yes we have statute authority to do it, but when I got on this board and its board policy is and always has been 'we will not inflict a PILOT upon any taxing jurisdiction that doesn't want it'. So if one of the three taxing jurisdictions in this case does not support the PILOT, we are not going to override them. So, take your cause to your town boards, the school districts, and Jefferson County. They are the ones that are going to make that decision, not us in that sense."

Mr. Converse reiterated that he's been on this board over 20 years and in that time we have never gone against the communities. "The County has; as far as wind goes; come out and said what they want and our directive to our staff is if the County wants this, it's up to the County and the Town and the School District to come up with what they decided they want and we become the conduit to do what they want. That's all we are on this board. We have state statute and we are the conduit that this can happen through. We only do it if the municipalities ask us to. So that's where I agree with Ed if you really want to push it, go to your town boards, and go to your school and to the County. They are the ones that ultimately make the decision."

Mr. Walldroff said we are even faced with you may have strong support from two of those entities that want it desperately, but one of the three entities doesn't support it, we still stand by our agreement that every entity be in unison and want the PILOT.

III. Minutes: Minutes of the regular meeting held September 6, 2018 and special meeting held September 25, 2018 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Ms. L'Huillier. All in favor. Carried.

IV. Treasurer's Report: Mr. Aliasso reviewed the financials for the period ending September 30, 2018 along with the delinquent loans. Mr. Aliasso pointed out that 2 PILOT payments are still due for Metro Paper. Mr. Eaton indicated that the building may be sold shortly. Mr. Eaton reported that Wright Brothers has made several payments lately and is almost caught up. The Board advised Mr. Eaton to provide information to Attorney Russell since RC Spot is three months behind and it was confirmed that equipment was moved from the Mall location to Syracuse with no notification. After discussion, a motion was made by Mr. Aliasso to accept the financial report of September 30, 2018 as presented, seconded by Mr. Johnson. All in favor. Carried.

V. Counsel

- 1. Environmental Resolution Number 10.04.2018.04 for Long Falls Paperboard** – Attorney Russell said that the short form Part 1 was filled out by the applicant and that Parts 2 and 3 were prepared for the IDA. He said the resolution adopts a negative resolution for the project. After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution, 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, and Ms. L'Huillier – Yea. Carried.

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2. **Preliminary Inducement Resolution Number 10.04.2018.05 for Long Falls Paperboard** – Attorney Cahill explained the resolution. She said the inducement resolution starts the process for the \$25M Bond in addition to the PILOT and Sales Tax Exemption process. She also said that one Public Hearing will be scheduled for same. After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution, 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, and Ms. L’Huillier – Yea. Carried.

3. **Galloo Island Wind LLC – Interrogatory/Document Review** – Attorney Russell said that the board approved a draft response letter that was prepared by board member Aliasso to send to the siting board stating facts regarding the project in response to a letter to the siting board by Apex. However, after the board meeting, it was discovered that the letter from Apex was a draft that was released only to six people and was not sent to the siting board; therefore, Attorney Russell said the decision was based on an incorrect assumption. Mr. Converse made the decision to hold the letter after speaking with Attorney Russell.

Mr. Aliasso said that he got the information from John Culkin, Town of Henderson Supervisor, and said that the County responded to the same letter and wondered why the IDA board is being singled out when the County did it too. Mr. Johnson indicated that he didn’t think it was approved by the legislators and must have been done directly by Scott Gray. Mr. Warneck said he received three different letters. Attorney Russell said the board could consider submitting something to the siting board to let them know where we are in the process. Mr. Warneck made a suggestion to FOIL the Public Service Commission (PSC) to see if the letter was sent to them, but then asked Attorney Russell if he could just ask the PSC for the letter.

VI. Committee Reports:

a. Governance Committee

- i. **Resolution Number 10.04.2018.01 for Annual Internal Policy and Procedure Review** – After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Jennings. All in favor. Carried.

b. Nominating Committee

- i. **Resolution Number 10.04.2018.02 for Election of Officers for 2018-2018 FY** – After review and discussion, a motion was made by Ms. L’Huillier to approve the attached resolution, seconded by Mr. Johnson. All in favor. Carried.
- ii. **Resolution Number 10.04.2018.03 to Appoint Christine Powers to JCLDC Board of Directors** – After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Aliasso. All in favor. Carried.

- c. **Loan Review Committee** – Minutes were included in the packet for review.

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VII. Unfinished Business:

Traffic Study – Mr. Aliasso wondered if a traffic study was to be done at one of the parks. Mr. Alexander said that he had prepared an RFP for a traffic study for the Corporate Park, but the board felt the timing was not right; therefore, no action was taken.

Ag Park – Mr. Warneck asked about the status of the sale of land for the proposed Ag Park since he has been seeing posted signs every 50 feet at the location. Mr. Alexander said he didn't know for sure, but thinks that Michael Lundy had exercised his option on the land.

VIII. New Business:

- 1. Presentation by Joel LaLone from JCC's Center for Community Studies** – Mr. LaLone made his presentation during the JCLDC Board Meeting.
- 2. Charge Off Administrative Services Billing to In-Kind Services** – Mr. Eaton recommended charging off \$569,304 for the administrative services billing to in-kind services ending 9/30/18. A motion was made by Mr. Aliasso to approve the charge off, seconded by Mr. Burto. All in favor. Carried.

Executive Session – At 10:20 a.m., a motion was made by Mr. Warneck to enter into executive session to discuss pending litigation, seconded by Mr. Johnson. Board Members and Staff remained. Attorney Russell left due to a conflict.

At 10:30 a.m., a motion was made by Mr. Aliasso to leave executive session and resume the annual board meeting, seconded by Mr. Warneck. All in favor. Carried.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Ms. L'Huillier. All in favor. The meeting adjourned at 10:31 a.m.

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 10.04.2018.01
For Annual Internal Policy and Procedure Review

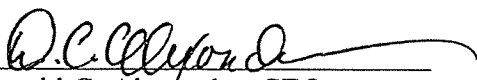
WHEREAS, on September 13, 2018 the JCIDA Governance Committee met to review the current policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- Bylaws
- Proposed Mission Statement & Performance Measurements
- 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
- 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

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 10.04.2018.02
For Election of Officers

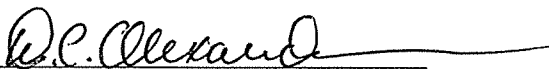
WHEREAS, the Nominating Committee met on September 13, 2018 and recommended the current slate of officers for the 2018-2019 fiscal year:

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.



Donald C. Alexander
CEO

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution Number 10.04.2018.03

Appointing JCLDC Board Member Christine Powers

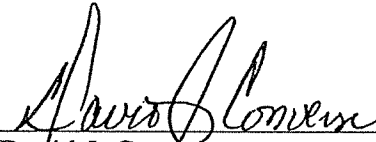
WHEREAS, as initial member of the Corporation, the JCIDA shall appoint additional Directors to the JCLDC Board, and

WHEREAS, the Nominating Committee met on September 13, 2018 and recommended appointment of Christine Powers to fill the vacancy of Donald DiMonda with the term effective immediately and ending on 12/31/22, and

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

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

This resolution shall take effect immediately.



David J. Converse
Chairman

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 October 4, 2018 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, William Johnson, Paul Warneck, Lisa L'Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Joseph Russell, Esq., and Connie Cahill, Esq.

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

Resolution No. 10.04.2018.04

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND LEASING OF A CERTAIN COMMERCIAL PROJECT FOR **LONG FALLS PAPERBOARD LLC** (the "COMPANY") 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, Long Falls Paperboard 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 approximately 18.5 acres of land located at 30 Champion Street, Carthage, New York (the “Land”) and the existing approximately 128,000 square foot building thereon (the “Existing Facility”), the renovation and reconstruction of the Existing Facility and the construction on the Land of an approximately sixteen thousand (16,000) square foot maintenance building (the “New Facility”) (the Land, the Existing Facility, the New Facility and the Equipment being collectively referred to as the “Project Facility”), such Project Facility to be used as manufacturing facility for paper products made from solid waste within the meaning of Section 142(a)(6) of the Internal Revenue Code of 1986, as amended (the “Code”); (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and taxable revenue bonds of the Agency, in one or more issues or series, in an aggregate principal amount not to exceed \$25,000,000 (the “Bonds”); (C) 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 sales and use taxes, real estate transfer taxes, mortgage recording taxes (except as limited by Section 874 of the Act) and real property taxes (collectively with the Bonds, the “Financial Assistance”); (D) 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 (E) the granting of a loan to the Company in the amount of \$300,000.00; 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, a short-form Environmental Assessment Form (“EAF”), dated October 1, 2018, was submitted to the Agency to facilitate a review of the potential environmental impacts of the Project; 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 an Unlisted Action, as that term is defined in the Regulations, and that coordinated environmental review is not required under SEQRA; and

WHEREAS, the Agency has applied the criteria for determining significance contained in 6 NYCRR Part 617 in order to determine whether the Project may result in a significant environmental impact; and

WHEREAS, the Agency has determined 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 an Unlisted Action pursuant to SEQRA.

Section 2. The Agency assumed responsibility as Lead Agency for its own uncoordinated environmental review of the Project.

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>YEA</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>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Chief Executive Officer of 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 October 4, 2018 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 5th day of October, 2018.



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 October 4, 2018 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, William Johnson, Paul Warneck, Lisa L'Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Joseph Russell, Esq., and Connie Cahill, Esq.

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

Resolution No. 10.04.2018.05

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND LEASING OF A CERTAIN COMMERCIAL PROJECT FOR LONG FALLS PAPERBOARD 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 industrial, manufacturing, warehousing and 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, Long Falls Paperboard 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 approximately 18.5 acres of land located at 30 Champion Street, Carthage, New York (the “Land”) and the existing approximately 128,000 square foot building thereon (the “Existing Facility”), the renovation and reconstruction of the Existing Facility and the construction on the Land of an approximately sixteen thousand (16,000) square foot maintenance building (the “New Facility”) (the Land, the Existing Facility, the New Facility and the Equipment being collectively referred to as the “Project Facility”), such Project Facility to be used as manufacturing facility for paper products made from solid waste within the meaning of Section 142(a)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) and related uses; (B) the financing of all or a portion of the costs of the foregoing by the issuance of tax-exempt and taxable revenue bonds of the Agency, in one or more issues or series, in an aggregate principal amount not to exceed \$25,000,000 (the “Bonds”); (C) 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 sales and use taxes, real estate transfer taxes, mortgage recording taxes (except as limited by Section 874 of the Act) and real property taxes (collectively with the Bonds, the “Financial Assistance”); and (D) 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 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; 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 October 4, 2018 (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, with respect to any portion of the Bonds intended to be issued as federally tax-exempt obligations (the “Tax-Exempt Bonds”), interest on such portion of the Bonds will not be excluded from gross income for federal income tax purposes unless (A) pursuant to Section 147(f) of the Code and the regulations of the United States Treasury Department thereunder (the “Treasury Regulations”), the Agency provides notice of and conducts a TEFRA hearing and the issuance of such Tax-Exempt Bonds is approved by the County Legislature of the County of Jefferson, New York; (B) all of the requirements of Section 142 of the Code and Section 1.142-(a)(6) of the Treasury Regulations are satisfied; and (C) the Agency obtains an allocation of volume cap prior to the issuance of such Tax-Exempt Bonds pursuant to the requirements of Section 146 of the Code; 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; 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 issuance of the Bonds and 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 and the Code, 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; and

(F) It is desirable and in the public interest to issue the Bonds in a principal amount sufficient to pay the cost of undertaking the Project, together with necessary incidental expenses in connection therewith (collectively, the "Project Costs"), which Project Costs are presently estimated to be approximately \$25,000,000.

Section 2. If, following full compliance with the requirements of the Act and the Code, including the public hearing requirements set forth in Section 859-a of the Act and Section 147(f) of the Code, 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 Existing Facility, construct the New 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, to make payments to the Agency in amounts and at times so that such payments will be adequate to enable the Agency to (1) timely pay all amounts due on the Acquisition Agreement, including, but not limited to, amounts required to pay the principal of, premium, if any, and interest on the Bonds and (2) 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; (D) authorize the issuance of the Bonds in such principal amount and with such maturities, interest rate or rates, redemption terms and other terms and provisions as shall be determined by a further resolution of the Agency, (E) secure the Bonds in such manner as the Agency, the Company and the underwriter of the Bonds shall mutually deem appropriate; and (F) provide the Financial Assistance with respect to the Project, in accordance with the Agency's uniform tax exemption policy, including (1) exemption from mortgage recording taxes with respect to any documents recorded by the Agency with respect to the Project in the Office of the County Clerk of Jefferson County, New York or elsewhere, (2) exemption from sales and use taxes relating to the acquisition, construction, renovation and

installation of the Project Facility, (3) exemption from deed transfer taxes and real estate transfer gains taxes on real estate transfers to and from the Agency with respect to the Project, and (4) 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. If the proceeds from the sale of the Bonds are insufficient to finance the entire cost of the acquisition, construction, reconstruction, and installation of the Project Facility, the Agency will, upon request of the Company and subject to the provisions of the Preliminary Agreement and Section 3 hereof, use its best efforts to effect the issuance from time to time in the future of additional bonds, whether on a parity with the Bonds or otherwise, for the purpose of paying the cost of completing the Project Facility.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, the issuance of the Bonds and any additional bonds 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 Project Facility 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; (C) agreement by the Agency, the Company and the purchasers of the Bonds on mutually acceptable terms for the Bonds and for the sale and delivery thereof and mutually acceptable terms and conditions for the security for the payment thereof; (D) agreement between the Company and the Agency as to payment by the Company of the administrative fee of the Agency; (E) if interest on any portion of the Bonds is to be treated as excluded from gross income for federal income tax purposes, (1) a determination by the members of the Agency that all requirements of the Code that relate to the Project have been fulfilled, and (2) approval of the issuance of the Bonds by the County Legislature of the County of Jefferson, New York, as required by Section 147(f) of the Code; (F) 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; (G) 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 has complied with 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 (H) 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 Chairman (or Vice Chairman) 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. The Agency hereby authorizes the Chief Executive Officer of the Agency, prior to the issuance of any Tax-Exempt Bonds and 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 147 of the Code and 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 7. The Company is hereby authorized to conduct such environmental, engineering, economic, feasibility and other studies and preliminary planning and budgetary processes necessary or convenient to enable the Agency to make its final determination whether to approve the Project, and the Company is further authorized to advance such funds as may be necessary for such purpose, subject, to the extent permitted by law, to reimbursement from the proceeds of the sale of the Bonds, if the Bonds are issued. The officers, agents and employees of the Agency are hereby directed to proceed to do such things or perform such acts as may allow the Agency to proceed to its final consideration of the Project. This Resolution shall not be deemed to constitute a commitment by the Agency to issue the Bonds or to grant any other Financial Assistance with respect to the Project, except upon satisfaction of the requirements set forth in Section 3 hereof and in the Preliminary Agreement.

Section 8. The Agency declares its official intent to finance all or a portion of the Project Costs with proceeds of the Bonds expected to be issued on behalf of the Company by the Agency. It is intended that this Resolution shall constitute the official intent of the Agency to

reimburse certain expenditures in connection with the Project with proceeds of the Bonds issued for that purpose in accordance with Section 1.150-2 of the Treasury Regulations.

Section 9. Barclay Damon LLP is hereby appointed Bond 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 10. The Chairman, Vice Chairman and Chief Executive Officer 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 11. 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>YEA</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>YEA</u>

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Chief Executive Officer of 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 October 4, 2018 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 duly 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 5th day of October, 2018.


Donald C. Alexander
Donald C. Alexander
Chief Executive Officer