

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
November 7, 2019**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, November 7, 2019 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

**Also Present:** Joseph Russell, Esq., Kent Burto, Rob Stein, Esq. for Morgan Properties, Denise Young, Keith Caughlin, and Marcus Wolf 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 8:39 a.m.
- II. Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the regular meeting held October 3, 2019 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 October 31, 2019 along with the delinquent loans. After discussion, a motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.

**Joinder by and Agreement of Agency (Morgan Watertown: Preserve at Autumn Ridge I and II) –** Attorney Russell provided background. He said that the IDA entered into a lease leaseback back in 2012 for a PILOT with Morgan Townhouse Communities for two projects. They subsequently conveyed those to new LLCs – Preserve at Autumn Ridge I, LLC and Preserve at Autumn Ridge II, LLC and we consented to that at the time. Both developments are currently owned 100% by Morgan Townhouse Communities. They are currently involved in a reorganization which involves the infusion of some cash by independent parties to help them with their current liabilities. After the reorganization, Morgan Townhouse Communities will continue to own approximately 80% of the LLCs and the other entities that are doing the cash infusion will own approximately 20% but will be taking control of the operations. The principal lender is in agreement with the reorganization and are willing to consent to it, but they are requiring the IDA to execute a joinder agreement that basically says that this reorganization does not impact the lease leaseback nor the PILOT. Mr. Warneck asked what the alternative is. Attorney Russell said that if we don't agree to the joinder agreement then the bank is not going to consent to the reorganization.

Rob Stein, Esq. joined the meeting at 8:46 a.m.

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
November 7, 2019**

Attorney Stein said that Morgan Properties is really looking forward to getting involved with these properties. He said that they have started management of them, and they plan to put a significant amount of capital into them. He said Morgan Properties is not a company that holds things and flips them. He said that the company was started in 1985 and still owns the first three properties they bought in 1985; they are long term holders and operators of properties. He said there is absolutely no prior relationship between the two even though it's confusing because the current owners have the last name of Morgan. He said there is no deed transfer, it's just a reshuffling of the interest in the entities and investment by Morgan Properties into the joint venture. The ownership won't change but there is a management change. Attorney Stein said there is over \$1m budgeted for investment in the property in the first year.

Mr. Jennings wanted to know if there was a reason that Morgan Properties didn't just buy the property outright. Attorney Stein said that there would be significant tax implications.

After discussion, Mr. Warneck moved the resolution, seconded by Mr. Aliasso. Attorney Stein asked if it affects Phase I and Phase II. Attorney Russell said that the document the board received was only for Phase I but indicated that they are requesting approval for Phase II as well so that we don't have to go back and reapprove again. Attorney Russell said that he understands that there will be identical paperwork for Phase II. At this time, Mr. Warneck amended his motion to include Phase I and Phase II, seconded by Mr. Aliasso. All in favor. Carried.

Attorney Stein left the meeting at 8:55 a.m.

**Executive Session:** At 8:58 a.m., Mr. Warneck made a motion to move into executive session to consider potential disposition of real property, seconded by Mr. Jennings. Board Members, LDC Board Member/Building and Grounds Chairman Burto, Staff, and Counsel remained. YMCA Officials were invited in.

YMCA Officials left executive session at 9:40 a.m.

At 10:23 a.m. a motion was made by Mr. Warneck to leave executive session, seconded by Mr. Aliasso. All in favor. Carried.

**V. Committee Reports:**

**a. Audit Committee**

- i. Resolution Number 11.07.2019.01 to Engage Bowers and Company for the 2018-2019 Audit** – Mr. Jennings said that the committee met on October 10<sup>th</sup> with Bowers and Company. After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution as presented, seconded by Mr. Aliasso. All in favor. Carried.

**b. Loan Review Committee** – Mr. Aliasso said that the committee met on October 31<sup>st</sup> for two items.

- i. Resolution Number 11.07.2019.02 for RBM Manufacturing Corp.** – Mr. Aliasso said there is one variance for interest only for 6 months. He said it looks like a minimal investment for a significant return – a good cost to benefit ratio.

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
November 7, 2019**

They are going to create inventory for the computerized mobile billboards and will be franchising. Mr. Aliasso said that the project is backed by considerable collateral and there will be job creation. Mr. Eaton said the first franchise has been sold. Mr. Walldroff wasn't sure about the projections going from \$500,000 in year one to \$3m in year three. Mr. Aliasso said it was discussed at loan review with Mr. McNeely, who indicated that he is very overzealous on how quickly this will take off. After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution as presented, seconded by Mr. Aliasso. All in favor. Carried.

- ii. **Oswego Beverage Company LLC (Eagle Beverage)** – Mr. Aliasso said that there was significant discussion about the proposed project at the loan review committee meeting. He said that the retail presence is less than 10% and that the project fits under the UTEP. Mr. Warneck said that he thought we would offer a 485b since it's just a relocation. It was noted that their building was sold and won't just sit as a vacant building. Mr. Warneck said that someone should verify which school district the project is in. Attorney Russell said that we need to confirm where the boundary lines are.

**VI. Unfinished Business:** None.

**VII. New Business:** None.

**VIII. Counsel:**

1. **Environmental Resolution Number 11.07.2019.03 for Oswego Beverage Company LLC (Eagle Beverage)** – After review and discussion, a motion was made by Mr. Aliasso to approve the attached resolution as presented, seconded by Mr. Jennings. Discussion ensued. Mr. Aliasso pointed out that the two pages that were included in the loan review packet were for a full SEQR. Attorney Russell said that he requested the short form from the Town of Watertown Planning Board. He said that we need the town's minutes and final determination, which we have not received, before approving the resolution. It was noted that the form submitted to loan review was for the subdivision at the Thousand Islands Ag Park and not specifically for Eagle Beverage. Mr. Zembiec called the Town of Watertown Planning Board for the correct document. The Town of Watertown Clerk faxed it over. Board Members reviewed the Short Form for Eagle Beverage that included all three parts and had been signed by Randy Vaas, SEQR Coordinator.

The original motion was amended by Mr. Warneck to accept the short form and negative declaration completed by the Town of Watertown Planning Board, seconded by Mr. Aliasso. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Not in room during vote, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L'Huillier – Yea. Carried.

2. **Preliminary Inducement Resolution Number 11.07.2019.04 for Oswego Beverage Company LLC (Eagle Beverage)** – After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution as presented, seconded by Mr. Aliasso. Roll call

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
November 7, 2019**

vote was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Not in room during vote, Mr. Warneck – Yea, Mr. Johnson – Yea, and Ms. L’Huillier – Yea. Carried.

**3. Preliminary Agreement with Oswego Beverage Company (Eagle Beverage)** – After review and discussion, a motion was made by Mr. Johnson to approve the agreement as presented, seconded by Mr. Aliasso. All in favor. Carried.

**4. Authorizing Resolution Number 11.07.2019.0 for OYA** – Attorney Russell indicated that there is not a resolution in the board packet for consideration this month.

**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 11:06 a.m.

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 11.07.2019.01**  
**to Engage Auditors for Annual Audit**

**WHEREAS**, the Audit Committee met on October 10, 2019 to meet with Bowers & Company CPAs PLLC, and

**WHEREAS**, Bowers & Company presented an engagement letter to audit the financial statements for the year ended September 30, 2019. The fee will be \$10,000 for the audit and \$375 for the preparation of information returns, and

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

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

This resolution shall take effect immediately.

  
W. Edward Walldroff  
Secretary

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
Resolution Number 11.07.2019.02**

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

**WHEREAS**, RBM Manufacturing Corp. has requested a Revolving Loan in the amount of Two Hundred Thousand Dollars (\$200,000.00) to be used for working capital, and

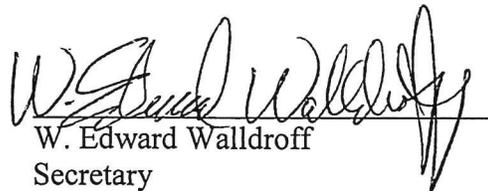
**WHEREAS**, Staff has reviewed this request and recommends an exception to the normal terms. Staff recommends approval of a JCIDA Revolving Loan in the amount of \$200,000.00, interest only for six months, then 3% for five years. Collateral will be a second position lien on the assets of the Corporation and personal guarantees of Richard C. McNeely and Rhonda McNeely. There are currently 4 jobs and they are projecting to create 9 additional jobs over three years, and

**WHEREAS**, on October 29, 2019 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and recommended approval to the full Board of Directors, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approved the request for a Two Hundred Thousand Dollar (\$200,000.00) loan to RBM Manufacturing Corp. with all terms and conditions as set forth in this Resolution, and be it further,

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

This resolution shall take effect immediately.

  
W. Edward Walldroff  
Secretary

## 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 November 7, 2019 at 8:30 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, Joseph Russell, Esq., Kent Burto, and Marcus Wolf from the Watertown Daily Times

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

Resolution No. 11.07.2019.03

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND LEASING OF A CERTAIN COMMERCIAL PROJECT FOR **OSWEGO BEVERAGE COMPANY 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**, 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 land located at New York State Route 3, Watertown, New York (the "Land") construction of a new cross-dock warehousing Facility (the "Facility"), and the Equipment being collectively referred to as the "Project Facility"), such Project Facility to be used as a beverage distribution and redemption facility; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including exemption from certain sales and use taxes, real estate transfer taxes, mortgage recording taxes (except as limited by Section 874 of the Act) and real property taxes (the "Financial Assistance") and; (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

**WHEREAS**, a short-form Environmental Assessment Form ("EAF"), dated September 7, 2019, 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	YEA
John Jennings	VOTING	YEA
Robert E. Aliasso, Jr.	VOTING	YEA
W. Edward Walldroff	VOTING	Not in room during vote
Paul Warneck	VOTING	YEA
William Johnson	VOTING	YEA
Lisa L'Huillier	VOTING	YEA

The foregoing Resolution was thereupon declared duly adopted.

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

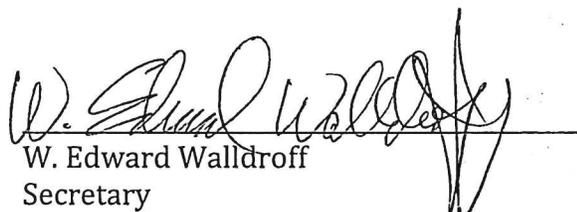
I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on December 6, 2018 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 7<sup>th</sup> day of November, 2019.



  
W. Edward Walldroff  
Secretary

## 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 November 7, 2019 at 8:30 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, Joseph Russell, Esq., Kent Burto and Marcus Wolf from the Watertown Daily Times

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

Resolution No. 11.07.2019.04

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND LEASING OF A CERTAIN COMMERCIAL PROJECT FOR **OSWEGO BEVERAGE COMPANY 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 77 of the 1974 Laws of New York, as amended, constituting Section 902 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**, **Oswego Beverage Company LLC** (the "Company") has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of an interest in a parcel of land located at NYS Rt. 3, in the Town of Watertown Jefferson County, New York (the "Land"), construction on the Land of a building to contain approximately 8,050 square feet of space (the "Facility"), and (3) the acquisition and installation therein and thereon of certain machinery and equipment (the "Equipment"), all of the foregoing to constitute a warehouse distribution and redemption facility to be operated by the Company and occupied by the Company (the Land, the Facility and the Equipment being collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including exemption from certain sales taxes, real estate transfer taxes, mortgage recording taxes and real property taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

**WHEREAS**, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York and (C) although the completion of the Project Facility may result in the abandonment of one or more plants or facilities of the Company located in the State of New York, such abandonment is reasonably necessary to preserve the competitive position of the Company in its industry; 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 November 7, 2019 (the "SEQR Resolution"), the Agency has determined that the Project will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

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

**WHEREAS**, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

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

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

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York and, although the completion of the Project Facility, may result in the abandonment of one or more plants or facilities of the Company located in the State of New York, such abandonment is reasonably necessary to preserve the competitive position of the Company in its industry; and

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

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section

2(D) of this Resolution, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

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

Section 2. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire an interest in the Project Facility from the Company pursuant to a deed, lease agreement or other documentation to be negotiated between the Agency and the Company (the "Acquisition Agreement"); (B) construct the Facility and acquire and install the Equipment in the Facility or elsewhere on the Land; (C) lease (with the obligation to purchase) or sell the Project Facility to the Company pursuant to a lease agreement or an installment sale agreement (hereinafter the "Project Agreement") between the Agency and the Company whereby the Company will be obligated, among other things, (1) to make payments to the Agency in amounts and at times so that such payments will be adequate to enable the Agency to timely pay all amounts due on the Acquisition Agreement and (2) to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes and the reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (D) provide the Financial Assistance with respect to the Project, in accordance with the Agency's uniform tax exemption policy, including (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 taxes relating to the acquisition, construction 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.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following

a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the conveyance of the Land to the Agency; (D) agreement between the Company and the Agency as to payment by the Company of payments in lieu of taxes with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance; and (G) the following additional condition(s): None.

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

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

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

Section 7. The Agency hereby authorizes the Executive Director of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Counsel, (A) to establish a time, date and place for a public hearing of the Agency to

hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than thirty (30) 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 thirty (30) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 8. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 9. This Resolution shall take effect immediately.

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

David J. Converse	VOTING	YEA
John Jennings	VOTING	YEA
Robert E. Aliasso, Jr.	VOTING	YEA
W. Edward Walldroff	VOTING	Not in room during vote
Paul Warneck	VOTING	YEA
William Johnson	VOTING	YEA
Lisa L'Huillier	VOTING	YEA

The foregoing Resolution was thereupon declared duly adopted.

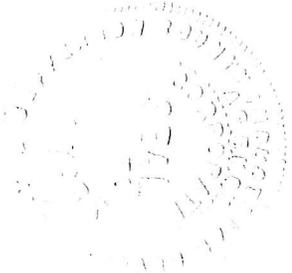
STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss.:

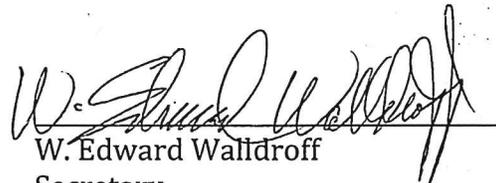
I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on November 7, 2019 with the original 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 7<sup>th</sup> day of November, 2019.



  
W. Edward Walldroff  
Secretary