

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

---

**Notice of Annual Board Meeting**

**Date:** September 17, 2020

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

**From:** Donald C. Alexander

**Re:** Notice of Annual Board of Directors' Meeting

=====

The Jefferson County Industrial Development Agency will hold their Annual Board Meeting on **Thursday, October 1, 2020 at 8:30 a.m.** in the board room at 146 Arsenal Street, Watertown, NY. The live stream link will be available at [www.jcida.com](http://www.jcida.com).

Please confirm your attendance with Peggy Sampson [pssampson@jcida.com](mailto:pssampson@jcida.com) at your earliest convenience.

pss

c: David Zembiec  
Lyle Eaton  
Joseph Russell, Esq.  
Matthew Moses, Esq.  
Media

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

---

**REVISED ANNUAL BOARD MEETING AGENDA**

**Thursday, October 1, 2020 - 8:30 a.m.**

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes – September 10, 2020**
- V. Treasurer’s Report – September 30, 2020**
- VI. Committee Reports**
  - a. Nominating**
    - i. Consider Resolution No. 10.01.2020.01 for Election of Officers for 2020-2021 FY**
  - b. Governance**
    - i. Consider Resolution No. 10.01.2020.02 for Annual Internal Policy and Procedure Review**
- VII. Unfinished Business**
  - 1. 146 Arsenal Street Building**
- VIII. New Business**
  - 1. Presentation by Robert E. Aliasso, Jr., Stebbins Engineering**
- IX. Counsel (Moses)**

**Consideration of:**

  - 1. Tax Exemption Resolution No. 10.01.2020.03 for ASA Clayton NY Solar LLC**
  - 2. Tax Exemption Resolution No. 10.01.2020.04 for GSPP 24658 County Route 47 North, LLC**
  - 3. Tax Exemption Resolution No. 10.01.2020.05 for GSPP 24658 County Route 47 South, LLC**
  - 4. Tax Exemption Resolution No. 10.01.2020.06 for Adams Renewables, LLC**
  - 5. Tax Exemption Resolution No. 10.01.2020.07 for Black River Solar, LLC**
- X. Adjournment**

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
September 10, 2020**

**DRAFT**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, September 10, 2020 at the Rift Camp, Wellesley Island, NY.

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

**Also Present:** Joseph Russell, Esq., Abbey Buttacavoli from 7 News, and Craig Fox from the Watertown Daily Times

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

**Excused:** John Jennings

**Absent:** None

- I. Call to Order:** Chairman Converse called the meeting to order at 10:44 a.m.
- II. Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the regular meeting held August 6, 2020 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Warneck. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending August 31, 2020. After discussion, a motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Ms. L'Huillier. All in favor. Carried.
- V. Committee Reports:** None.
- VI. Unfinished Business:**
  - 1. 146 Arsenal Street Building** – Mr. Converse said this item was discussed in the JCLDC Board meeting held earlier this morning. It was noted that a JCLDC Building and Grounds meeting is scheduled for September 16<sup>th</sup>.
  - 2. City Center Industrial Park Rail Project** – Mr. Zembiec said that we are waiting for agreements so the contractors can mobilize. Attorney Russell said that he has the legal descriptions and the deeds prepared and ready for recording. He said Renzi's financing is complicated, but he continues to work with their attorney.
  - 3. Business Complex Grants** – Mr. Zembiec said that he is seeking extensions on the Border and ESD grants.

**DRAFT**

VII. **New Business:** None.

VIII. **Counsel:** Mr. Alexander said the proposed resolutions/agreements were prepared by special counsel, SwartzMoses, since Attorney Russell's firm is representing the clients.

**1. ASA Clayton NY Solar I LLC**

- a. **Environmental Resolution No. 09.10.2020.01** – Mr. Converse asked for a motion to discuss the attached resolution. A motion was made by Mr. Walldroff, seconded by Mr. Aliasso. Discussed ensued. Mr. Aliasso said the documents refer to sales and use tax exemptions. Attorney Russell said it's because the language reflects what they applied for so it's appropriate to have them in these documents. He said the final authorizing resolution will reflect what the board actually approves. Mr. Alexander said he has been trying to determine the strategy since the County's policy prohibits the sales tax exemption. He said an agreement will have to be made between the IDA and the developer for the IDA to collect the County's 4% from the developer and turn it over to the County.

Mr. Warneck asked if we can request payroll reports by zip codes to determine local hires. Attorney Russell said it can be included in the Project Agreement as a requirement.

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

- b. **Preliminary Inducement Resolution No. 09.10.2020.02** – Mr. Converse asked for a motion to discuss the attached resolution. A motion was made by Mr. Aliasso, seconded by Mr. Warneck. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
- c. **Preliminary Agreement** – Mr. Converse asked for a motion to discuss the attached agreement. A motion was made by Mr. Walldroff, seconded by Ms. L'Huillier. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

**2. GSPP 24658 County Route 47 North, LLC**

- a. **Environmental Resolution No. 09.10.2020.03** – Mr. Converse asked for a motion to discuss the attached resolution. A motion was made by Mr. Aliasso, seconded by Mr. Warneck. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.



**DRAFT**

- b. **Preliminary Inducement Resolution No. 09.10.2020.04** – Mr. Converse asked for a motion to discuss the attached resolution. A motion was made by Ms. L'Huillier, seconded by Mr. Johnson. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
- c. **Preliminary Agreement** – Mr. Converse asked for a motion to discuss the attached agreement. A motion was made by Mr. Aliasso, seconded by Ms. L'Huillier. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

**3. GSPP 24658 County Route 47 South, LLC**

- a. **Environmental Resolution No. 09.10.2020.05** - Mr. Converse asked for a motion to discuss the attached resolution. A motion was made by Mr. Johnson, seconded by Mr. Aliasso. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
- b. **Preliminary Inducement Resolution No. 09.10.2020.06** - Mr. Converse asked for a motion to discuss the attached resolution. A motion was made by Mr. Warneck, seconded by Mr. Aliasso. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
- c. **Preliminary Agreement** - Mr. Converse asked for a motion to discuss the attached agreement. A motion was made by Mr. Warneck, seconded by Mr. Johnson. Roll call vote was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

Mr. Aliasso made a comment that the ASA Clayton SEQR document was confusing because the size of the project is not the actual size. Attorney Russell said its because the SEQR is based on the tax parcel and the project is within that tax parcel.

Mr. Warneck said that it would be nice to receive the local government approvals with applications.

- 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 11:32 a.m.

## ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the Rift Camp, Wellesley Island, New York on September 10, 2020, at 9:30 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson, Lisa L'Huillier

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson, Joseph Russell, Esq., Abbey Buttacavoli from 7 News and Craig Fox from the Watertown Daily Times

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

Resolution No. 09.10.2020.01

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

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

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

**WHEREAS**, the Town of Clayton Planning Board (the "Town"), acting as lead agency, conducted a coordinated review of the Project, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

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

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

**WHEREAS**, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town that the Project will not result in a significant environmental impact.

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

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

Section 2. Although the Town, as lead agency, did not include the Agency as an involved agency for purposes of the Town's coordinated environmental review, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

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

Section 5. This resolution shall take effect immediately.

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

David J. Converse	VOTING	<u>YEA</u>
John Jennings	VOTING	<u>ABSENT</u>
Robert E. Aliasso, Jr.	VOTING	<u>YEA</u>
W. Edward Walldroff	VOTING	<u>YEA</u>
Paul Warneck	VOTING	<u>YEA</u>
William Johnson	VOTING	<u>YEA</u>
Lisa L'Huillier	VOTING	<u>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 September 10, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

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

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

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of the Agency this 14<sup>th</sup> day of September, 2020.

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

## **PRELIMINARY INDUCEMENT RESOLUTION**

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the Rift Camp, Wellesley Island, New York on September 10, 2020 at 9:30 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson, Lisa L'Huillier

**ABSENT:** John Jennings

**FOLLOWING PERSONS WERE ALSO PRESENT:** Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson, Joseph Russell, Esq., Abbey Buttacavoli from 7 News and Craig Fox from the Watertown Daily Times

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

Resolution No. 09.10.2020.02

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR ASA CLAYTON NY SOLAR I LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

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



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

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

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

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

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

**WHEREAS**, pursuant to 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 September 10, 2020

(the "SEQR Resolution"), the Agency has determined that the Project will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

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

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

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

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

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

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

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

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) 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 a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, 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, the administrative fee of the Agency, 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 (E) provide the Financial Assistance with respect to the Project, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") 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 Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments 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; and (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.

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

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

**Section 6.** Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel 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 Agency 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, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

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

**Section 9.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 10, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14<sup>th</sup> day of September, 2020.

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

## ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the Rift Camp, Wellesley Island, New York on September 10, 2020, at 9:30 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson, Lisa L'Huillier

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson, Joseph Russell, Esq., Abbey Buttacavoli from 7 News and Craig Fox from the Watertown Daily Times

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

### Resolution No. 09.10.2020.03

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR GSPP 24658 COUNTY ROUTE 47 NORTH, 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 submitted an application (the "Application") to the Agency on or about May 6, 2020, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.06-1-38.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.875 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

**WHEREAS**, the Town of Champion Planning Board (the "Town"), acting as lead agency, conducted an uncoordinated review of the Project, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

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

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

**WHEREAS**, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town 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. Although the Town, as lead agency, conducted an uncoordinated review and did not include the Agency as an involved agency, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

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

Section 5. 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	ABSENT
Robert E. Aliasso, Jr.	VOTING	YEA
W. Edward Walldroff	VOTING	YEA
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 September 10, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14<sup>th</sup> day of September, 2020.



Donald C. Alexander  
Chief Executive Officer



## **PRELIMINARY INDUCEMENT RESOLUTION**

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the Rift Camp, Wellesley Island, New York on September 10, 2020 at 9:30 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson, Lisa L'Huillier

**ABSENT:** John Jennings

**FOLLOWING PERSONS WERE ALSO PRESENT:** Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson, Joseph Russell, Esq., Abbey Buttacavoli from 7 News and Craig Fox from the Watertown Daily Times

The following resolution was offered by Ms. L'Huillier, seconded by Mr. Johnson, to wit:

**Resolution No. 09.10.2020.04**

**RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR GSPP 24658 COUNTY ROUTE 47 NORTH, LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.**

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

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

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

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

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

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

**WHEREAS**, pursuant to 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 September 10, 2020 (the "SEQR Resolution"), the Agency has determined that the Project will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

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

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

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

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

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

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

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

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) 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 a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, 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, the administrative fee of the Agency, 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 (E) provide the Financial Assistance with respect to the Project, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") 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 Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments 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; and (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.

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

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

**Section 6.** Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel 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 Agency 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, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly

summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

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

**Section 9.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

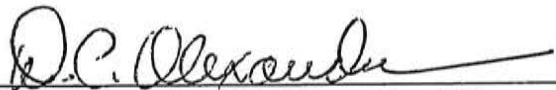
STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss.:

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 September 10, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14<sup>th</sup> day of September, 2020.

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

## ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the Rift Camp, Wellesley Island, New York on September 10, 2020, at 9:30 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson, Lisa L'Huillier

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson, Joseph Russell, Esq., Abbey Buttacavoli from 7 News and Craig Fox from the Watertown Daily Times

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

Resolution No. 09.10.2020.05

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR GSPP 24658 COUNTY ROUTE 47 SOUTH, 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 submitted an application (the "Application") to the Agency on or about May 6, 2020, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A) (1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.06-1-38.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.875 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

**WHEREAS**, the Town of Champion Planning Board (the "Town"), acting as lead agency, conducted an uncoordinated review of the Project, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

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

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

WHEREAS, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town 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. Although the Town, as lead agency, conducted an uncoordinated review and did not include the Agency as an involved agency, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

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

Section 5. This resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

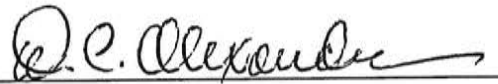
STATE OF NEW YORK                     )  
COUNTY OF JEFFERSON                ) ss.:

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 September 10, 2020, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14<sup>th</sup> day of September, 2020.



Donald C. Alexander  
Chief Executive Officer

## **PRELIMINARY INDUCEMENT RESOLUTION**

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the Rift Camp, Wellesley Island, New York on September 10, 2020 at 9:30 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, Paul Warneck, Robert E. Aliasso, Jr., W. Edward Walldroff, William Johnson, Lisa L'Huillier

**ABSENT:** John Jennings

**FOLLOWING PERSONS WERE ALSO PRESENT:** Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Jay Matteson, Joseph Russell, Esq., Abbey Buttacavoli from 7 News and Craig Fox from the Watertown Daily Times

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

Resolution No. 09.10.2020.06

**RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR GSPP 24658 COUNTY ROUTE 47 SOUTH, LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.**

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

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

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

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

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

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

**WHEREAS**, pursuant to 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 September 10, 2020 (the "SEQR Resolution"), the Agency has determined that the Project will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

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

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

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

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

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

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

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

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) 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 a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, 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, the administrative fee of the Agency, 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 (E) provide the Financial Assistance with respect to the Project, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") 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 Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments 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; and (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.

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

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

**Section 6.** Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel 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 Agency 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, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly



summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

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

**Section 9.** This Resolution shall take effect immediately.

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

David J. Converse	VOTING	YEA
John Jennings	VOTING	ABSENT
Robert E. Aliasso, Jr.	VOTING	YEA
W. Edward Walldroff	VOTING	YEA
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 September 10, 2020 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 14<sup>th</sup> day of September, 2020.

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

# JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

## Income Statement for the Twelve Month Period Ending September 30, 2020

Prepared by Lyle Eaton, September 23, 2020

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
<b>Revenues</b>					
Application & Process Fees	\$ 3,000.00	8,520.00	\$ 0.00	5,000.00	(5,520.00)
RCI Annual CD Fund	279,427.00	279,427.20	0.00	0.00	(0.20)
Bond Admin Fee	3,000.00	3,000.00	0.00	0.00	0.00
PILOT/Sale Leaseback Fees	518,017.00	360,550.00	0.00	0.00	157,467.00
Fee Income - RLF Program	43,424.00	43,422.72	3,618.56	3,618.56	1.28
Fee Income - Micro Program	26,137.00	25,167.36	2,097.28	2,097.28	969.64
Interest Income	2,500.00	3,089.55	152.95	198.88	(589.55)
Interest Income - RLF Program	55,000.00	25,639.90	2,303.53	1,236.69	29,360.10
Late Payment Penalty RLF	200.00	0.00	0.00	0.00	200.00
Interest Income - City Fund	8,200.00	5,821.16	349.96	0.00	2,378.84
Interest Income - Micro Prog.	5,000.00	9,707.50	552.31	818.28	(4,707.50)
Late Payment Penalty - Micro	500.00	98.69	0.00	0.00	401.31
Miscellaneous Income	2,000.00	1,960.70	175.81	513.26	39.30
FTZ Fees	1,200.00	0.00	0.00	0.00	1,200.00
<b>Total Revenues</b>	<b>947,605.00</b>	<b>766,404.78</b>	<b>9,250.40</b>	<b>13,482.95</b>	<b>181,200.22</b>
<b>Operations</b>					
Printed Material	0.00	1,318.00	0.00	0.00	(1,318.00)
Office Expense	1,000.00	653.19	0.00	0.00	346.81
RCI Fee Sharing	139,714.00	139,713.60	0.00	0.00	0.40
Admin Services Exp	600,377.00	600,376.92	50,031.41	50,031.41	0.08
Electric Service	0.00	451.75	0.00	0.00	(451.75)
D&O Insurance	14,400.00	13,053.00	1,087.75	1,087.75	1,347.00
Commercial Insurance	8,000.00	7,461.48	621.79	621.79	538.52
FTZ Expense	1,250.00	1,250.00	0.00	0.00	0.00
Legal - Unrestricted	12,000.00	16,671.00	1,000.00	1,196.00	(4,671.00)
Legal Corp Park	5,000.00	0.00	0.00	0.00	5,000.00
Accounting & Auditing	11,000.00	10,375.00	0.00	0.00	625.00
Consultants	1,000.00	0.00	0.00	0.00	1,000.00
Coffeen Park Taxes	1,800.00	1,656.50	0.00	0.00	143.50
Airport Park Taxes	1,200.00	1,056.98	0.00	0.00	143.02
Fees Expense	300.00	2,912.50	0.00	332.50	(2,612.50)
Bad Debt--RLF	0.00	(100,793.05)	(85,325.05)	0.00	100,793.05
Bad Debt--Micro	0.00	31,268.65	0.00	0.00	(31,268.65)
RLF Program Expense	43,424.00	43,422.72	3,618.56	3,618.56	1.28
Microenterprise Program Exp	26,167.00	25,177.36	2,097.28	2,097.28	989.64
RLF Audit Expense	800.00	0.00	0.00	0.00	800.00
Landscaping	0.00	5,600.00	0.00	0.00	(5,600.00)
146 Arsenal Bldg Maintenance	0.00	3,639.77	1,673.77	1,966.00	(3,639.77)
Security	0.00	87,680.59	0.00	0.00	(87,680.59)
Plowing 146 Arsenal	25,000.00	15,900.00	0.00	0.00	9,100.00
IDA 146 Arsenal Bldg Expense	0.00	32,048.33	1,543.38	1,490.50	(32,048.33)
City/County Parking Lot Fund	20,000.00	20,000.00	0.00	0.00	0.00
Insurance	15,000.00	24,979.56	2,081.63	2,081.63	(9,979.56)
Building Depreciation	74,000.00	73,101.84	6,091.82	6,091.82	898.16
146 Arsena Equip. Depreciation	4,773.00	4,772.64	397.72	397.72	0.36
146 Arsenal Electric	0.00	60,822.33	0.00	5,397.74	(60,822.33)
146 Arsenal Water	0.00	3,742.97	0.00	312.27	(3,742.97)
Salary Expense	0.00	31,736.23	2,583.60	2,583.60	(31,736.23)
Consultants	0.00	6,280.30	0.00	0.00	(6,280.30)
Miscellaneous - Unrestricted	200.00	0.00	0.00	0.00	200.00
<b>Total Operations</b>	<b>1,006,405.00</b>	<b>1,166,330.16</b>	<b>(12,496.34)</b>	<b>79,306.57</b>	<b>(159,925.16)</b>
<b>Total Revenue</b>	<b>947,605.00</b>	<b>766,404.78</b>	<b>9,250.40</b>	<b>13,482.95</b>	<b>181,200.22</b>
<b>Total Expenses</b>	<b>1,006,405.00</b>	<b>1,166,330.16</b>	<b>(12,496.34)</b>	<b>79,306.57</b>	<b>(159,925.16)</b>
<b>Net Income Over Expenditures</b>	<b>\$ (58,800.00)</b>	<b>(399,925.38)</b>	<b>\$ 21,746.74</b>	<b>(65,823.62)</b>	<b>341,125.38</b>

For Internal Use Only

Jeff Co Industrial Development Agency  
Balance Sheet  
September 30, 2020

ASSETS

Current Assets		
General Checking	\$	10,581.32
Savings Account		986,994.06
Microenterprise Account		129,562.81
City Loan Account		199,570.48
Revolving Loan Fund Account		3,861,544.59
PILOT Monies Receivable		64,669.78
Acct Receivable - Rogers		19,918.60
RLF Loans Receivable		568,754.10
Microenterprise Loans Rec.		211,304.11
Watn. Economic Growth Fund Rec		83,671.03
Allowance for Bad Debt-RLF		(190,000.00)
Allow. for Bad Debts-MICRO		(30,641.75)
Prepaid Expense		450.12
		<hr/>
Total Current Assets		5,916,379.25
Property and Equipment		
Accum Depr - Building		(1,206,978.76)
Accum Depr. Equipment		(190,426.91)
		<hr/>
Total Property and Equipment		(1,397,405.67)
Other Assets		
IT Server		6,050.00
Galaxy Tablets		13,366.00
Corp. Park Improvements		209,995.14
Airport Property		884,326.02
WIP Airport		118,100.06
Woolworth Building		505,000.00
146 Ars Building Improvements		1,233,689.56
WIP Arsenal Deck & Sidewalks		11,000.00
		<hr/>
Total Other Assets		2,981,526.78
		<hr/>
Total Assets	\$	<u><u>7,500,500.36</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
PILOT Monies Payable	\$	64,669.78
Due HUD - RLF Interest		3,937.26
Due HUD - MICRO Interest		8.20
Due HUD - CITY Loan Interest		3.26
Maintenance Reserve Convergys		14,445.48
Maintenance Expense Convergys		25,927.57
Car Freshner Signage		11,000.00
		<hr/>
Total Current Liabilities		119,991.55
Long-Term Liabilities		
Due NYS/IAP L.T.		180,159.78
Deferred Revenue - Rogers		20,234.16
		<hr/>
Total Long-Term Liabilities		200,393.94
		<hr/>
Total Liabilities		320,385.49

Unaudited - For Mar.-40 -ent Purposes Only

Jeff Co Industrial Development Agency  
Balance Sheet  
September 30, 2020

Capital		
General Fund Bal - Unrestrict.	1,503,830.67	
Fund Bal - RLF Restricted	4,419,309.27	
Fund Bal - Micro Restricted	414,850.76	
Fund Bal - City Restricted	262,489.22	
Cap. Impr. Convergys	979,560.33	
Net Income	(399,925.38)	
Total Capital		<u>7,180,114.87</u>
Total Liabilities & Capital	\$	<u><u>7,500,500.36</u></u>



**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**146 Arsenal Expenses for the Twelve Month Period Ending September 30, 2020**  
**Prepared by Lyle Eaton**

	Current Year Budget	Year-to-Date Total	Current Month	Previous Month	% YTD of Budget
<b>Expenses</b>					
Landscaping	\$ 0.00	5,600.00	\$ 0.00	0.00	0.00
146 Arsenal Bldg Maintenan	0.00	3,639.77	1,673.77	1,966.00	0.00
Security	0.00	87,680.59	0.00	0.00	0.00
Plowing 146 Arsenal	25,000.00	15,900.00	0.00	0.00	63.60
IDA 146 Arsenal Bldg Expens	0.00	32,048.33	1,543.38	1,490.50	0.00
City/County Parking Lot Fund	20,000.00	20,000.00	0.00	0.00	100.00
Insurance	15,000.00	24,979.56	2,081.63	2,081.63	166.53
Building Depreciation	74,000.00	73,101.84	6,091.82	6,091.82	98.79
146 Arsenal Equip. Depreciati	4,773.00	4,772.64	397.72	397.72	99.99
146 Arsenal Electric	0.00	60,822.33	0.00	5,397.74	0.00
146 Arsenal Water	0.00	3,742.97	0.00	312.27	0.00
Salary Expense	0.00	31,736.23	2,583.60	2,583.60	0.00
Consultants	0.00	6,280.30	0.00	0.00	0.00
<b>Total Expenses</b>	<b>\$ 138,773.00</b>	<b>370,304.56</b>	<b>\$ 14,371.92</b>	<b>20,321.28</b>	<b>266.84</b>

**Jeff Co Industrial Development Agency**  
**General Checking Cash Receipts Journal**  
**For the Period From Sep 1, 2020 to Sep 30, 2020**

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

Date	Account ID	Transaction	Line Description	Debit Amnt	Credit Amnt
9/3/20	125501	2998	8/20 PRINCIPAL		161.96
	412501		8/20 INTEREST		152.95
	100001		KENNETH F. ROGERS	314.91	
9/10/20	125001	2174	Invoice: 3530		3,618.56
	100001		JEFFERSON COUNTY INDUSTRIAL	3,618.56	
9/10/20	125001	1220	Invoice: 3531		2,097.28
	100001		JEFFERSON COUNTY INDUSTRIAL	2,097.28	
9/17/20	207005	19068	DUE MICRO		565.35
	205602		DUE SHLDC		424.02
	100001		PAINFULL ACRES	989.37	
9/24/20	125001	17438	Invoice: 3523		13.85
	100001		GARY RHODES	13.85	
				<u>7,033.97</u>	<u>7,033.97</u>

**Jeff Co Industrial Development Agency**  
**Revolving Loan Fund Receivables**  
**As of Sep 30, 2020**

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

Customer	Amount Due
MEADOWBROOK TERRACE	75,946.46
MLR,LLC	103,938.05
RBM MANUFACTURING CORP	200,000.00
WRIGHT BROS. LLC	188,869.59
	<u>568,754.10</u>

**Jeff Co Industrial Development Agency**  
**Micro Loans Receivable**  
**As of Sep 30, 2020**

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

Customer	Amount Due
ABOVE REALITY SPORTS COMPLEX	33,393.49
COLLEEN'S CHERRY TREE INN	34,950.54
R.L.GOULD & SON, LLC	31,348.44
THOUSAND ISLANDS AREA HABITAT FOR HUMA	24,536.14
MAIN STREET CRAFTS & DRAFTS	4,945.71
PAINFULL ACRES	29,070.25
THE SANDWICH BAR	8,114.72
SARAH'S BARBER SHOP	9,406.85
THE SCRUB HUB	10,813.69
SERV-PRO	4,966.50
SACKETS HARBOR TRADING CO.	528.38
TASTE OF DESIGN	19,229.40
	<u>211,304.11</u>

**Jeff Co Industrial Development Agency**  
**Watn. Economic Growth Fund**  
**As of Sep 30, 2020**

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

Customer	Amount Due
CURRENT APPLICATIONS	83,671.03
	<u>83,671.03</u>



**Jeff Co Industrial Development Agency**  
**Cash Disbursements Journal**  
**For the Period From Sep 1, 2020 to Sep 30, 2020**

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

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
9/3/20	7336	200001 100001	Invoice: 20-09 BARCLAY DAMON LLP	1,000.00	1,000.00
9/3/20	7337	200001 100001	Invoice: 20-811 BERNIER, CARR & ASSOCIATES, P.C.	437.50	437.50
9/3/20	7338	200001 200001 100001	Invoice: 2020-45 Invoice: 2290 JEFF COUNTY LDC	50,031.41 1,291.80	51,323.21
9/3/20	7339	200001 200001 200001 200001 100001	Invoice: 82120 Invoice: 9212020 Invoice: 082120 Invoice: 821202 NATIONAL GRID	23.57 397.18 23.57 4,953.42	5,397.74
9/3/20	7340	200001 100001	Invoice: 3351650 WASTE MANAGEMENT	68.94	68.94
9/3/20	7341	200001 100001	Invoice: 2020-12 WATERTOWN INDUSTRIAL CENTER	1,250.00	1,250.00
9/17/20	7342	200001 100001	Invoice: 8832 ALPINE FENCE	1,966.00	1,966.00
9/17/20	7343	200001 200001 100001	Invoice: 0000011 8-20 Invoice: 0001851 8-20 CITY COMPTROLLER	268.89 43.38	312.27
9/17/20	7344	200001 100001	Invoice: 2292 JEFF COUNTY LDC	1,291.80	1,291.80
9/17/20	7345	200001 100001	Invoice: 2834 P & M CONSTRUCTION	1,500.00	1,500.00
9/17/20	7346	200001 100001	Invoice: 6322 WATERTOWN INDUSTRIAL CENTER	173.77	173.77
9/24/20	7347	200001 100001	Invoice: 146RSENAL JERRY COUNTRYMAN	52.88	52.88
9/24/20	7348	200001 100001	Invoice: 9/20 PAINFULL JEFFERSON COUNTY INDUSTRIAL	565.35	565.35
9/24/20	7349	200001 100001	Invoice: 9/20 PAINFULL SACKETS HARBOR LDC	424.02	424.02
9/24/20	7350	200001 100001	Invoice: 91020 WESTELCOM	171.56	171.56
<b>Total</b>				<b>65,935.04</b>	<b>65,935.04</b>

Jefferson County Industrial Development Agency  
Revolving Loan Fund Receivables  
9/31/2020

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	RBM Manufacturing	November-19	200,000.00	200,000.00	Current	Working Capital
2	Meadowbrook Terrace	August-12	250,000.00	75,946.46	Current	Working Cap During Construction
3	MLR, LLC	July-07	250,000.00	103,938.05	Current	Expand Warehouse
4	Wright Bros, LLC	June-12	241,743.00	188,869.59	Current	Purchase Building
Total RLF Receivables			941,743.00	568,754.10	-	

**Jefferson County Industrial Development Agency**  
**MICRO Loan Fund Receivables**  
 9/31/2020

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Above Reality Sports Complex	May-19	40,000.00	33,393.49	Current	Open VR Sports Complex
2	Colleens Cherry Tree Inn	May-19	40,000.00	34,950.54	Moratorium	Expand Restaurant - Ice Ceram Shop
3	R. L. Gould & Son, LLC	March-19	40,000.00	31,348.44	Current	Open UPS Store
4	Tl Area Habitat For Humanity	April-18	40,000.00	24,536.14	Current	Open ReStore
5	Main Street Crafts & Drafts	Sep-18	7,150.00	4,945.71	Current	Craft Shop & Bar
6	Painfull Acres	Mar-18	40,000.00	29,070.25	Current	Amish Furniture Store
7	The Sandwich Bar	Feb-19	19,000.00	8,114.72	Current	Restaurant
8	Sarah's Barber Shop	Mar-20	10,000.00	9,406.85	Current	Barber Shop
9	The Scrub Hub	Apr-18	18,656.00	10,813.69	Current	Scrubs Clothing
10	Serv-Pro	Jan-17	20,000.00	4,966.50	Current	Water/Fire Damage Clean Up
11	Sackets Harbor Trading Company	Jan-06	40,000.00	528.38	Current	Retail Local Products
12	Taste of Design	Apr-07	40,000.00	19,229.40	Current	Coffee Shop
	Total MICRO Receivables		354,806.00	211,304.11	-	

Jefferson County Industrial Development Agency  
City Loan Fund Receivables  
9/31/2020

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Current Applications	Apr-15	101,403.00	83,671.03	Current	Manufacturing Plant Expansion
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
	<b>Total CITY FUNDReceivables</b>		<b>101,403.00</b>	<b>83,671.03</b>	<b>-</b>	

**Jefferson County Industrial Development Agency  
Nominating Committee Meeting Minutes via Zoom  
September 3, 2020**

A JCIDA nominating committee meeting was held via zoom on Thursday, September 3, 2020.

**Present:** Chairwoman Lisa L'Huillier, Bill Johnson, John Jennings

**Absent:** None

**Also Present:** Donald Alexander, David Zembiec, Peggy Sampson, Marshall Weir, David Converse, W. Edward Walldroff, Paul Warneck, Kent Burto

I. **Call to Order:** Ms. L'Huillier called the meeting to order at 8:23 a.m.

II. **Nominate Officers for 2020-2021** – Ms. L'Huillier indicated that the purpose of the meeting is to nominate officers for the 2020-2021 fiscal year. She said that the current slate of officers agreed to serve another year. They are as follows: Chairman – David J. Converse, Vice Chairman – John Jennings, Treasurer – Robert E. Aliasso, Jr., Secretary – W. Edward Walldroff.

Ms. L'Huillier noted that her term as well as Mr. Warneck's term will expire at that end of this year and said that they would like to be reappointed. Mr. Alexander said that he has already notified Mr. Hagemann.

A motion was made by Mr. Jennings to recommend the current slate of officers to the full board of directors, seconded by Mr. Johnson. All in favor.

III. **Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Jennings, seconded by Mr. Johnson. The meeting adjourned at 8:25 a.m.



**DRAFT**

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution Number 10.01.2020.01**

**For Election of Officers**

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

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

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

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

This resolution shall take effect immediately.

---

W. Edward Walldroff  
Secretary

**Jefferson County Industrial Development Agency  
Governance Committee Meeting Minutes via Zoom  
September 3, 2020**

The JCIDA governance committee meeting was held via zoom on Thursday, September 3, 2020.

**Present:** W. Edward Walldroff, Paul Warneck, William Johnson

**Excused:** None

**Absent:** None

**Also Present:** Donald Alexander, David Zembiec, Peggy Sampson, Marshall Weir, David Converse, John Jennings

- I. Call to Order:** Mr. Walldroff called the meeting to order at 8:38 a.m.
- II. Review Current Bylaws:** Committee members reviewed the current bylaws. There were no updates/changes.
- III. Review Current Mission Statement/Performance Measurements:** The Mission Statement was updated to include all of the policies and procedures of the agency. The Performance Measurement form was updated to include the results of the previous years goals. Staff is currently gathering the results and will have them ready before the October board meeting.
- IV. Review Current Policies and Procedures:** There were no updates/changes to the current policies and procedures.

After review and discussion, a motion was made by Mr. Warneck to recommend approval of all the policies and procedures to the full board of directors, seconded by Mr. Johnson. All in favor.

- V. Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Warneck, seconded by Mr. Johnson. The meeting adjourned at 8:41 a.m.

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution Number 10.01.2020.02**

**For Annual Internal Policy and Procedure Review**

**DRAFT**

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

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

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

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

This resolution shall take effect immediately.

---

W. Edward Walldroff, Secretary

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
MISSION STATEMENT

Adopted April 7, 2011  
Amended October 1, 2015  
Amended October 6, 2016  
Proposed October 1, 2020

**DRAFT**

I. BACKGROUND:

Pursuant to Chapter 506 of the Laws of 2009, known as the Public Authorities Reform Act of 2009 ("PARA"), which added a new Section 2824-a in Public Authorities Law ("PAL") of the State of New York (the "State"), state and local public authorities are required to develop and adopt a mission statement and related performance measures to assist the authority determine how well it is carrying out its mission. For local authorities, as defined within PAL Section 2, this Mission Statement and the related Performance Measures are to be filed with the New York State Authority Budget Office ("ABO") by March 31, 2011.

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (hereinafter called the "Agency") is established as a public benefit corporation of the State for the benefit of the County of Jefferson (the "County") pursuant to Title 1 of Article 18-A of the General Municipal Law ("GML") of the State, as amended, and Chapter 632 of the Laws of 1972 of the State as codified under GML Section 900-a, (hereinafter collectively called the "Act") and constitutes a "Local Authority" as defined by PAL Section 2 and therefore is subject to the transparency, compliance and reporting requirements established pursuant to PARA and the Public Authorities Accountability Act of 2005 ("PAAA").

Pursuant to the Act, the purposes of the Agency shall be to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research and recreation facilities including certain defined facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living. In furtherance of these purposes, the Agency is vested with powers as contained within the Act.

The Members of the Agency are appointed by the Board of Legislators of the County. Pursuant to and in accordance with the Act, the Agency has adopted By-laws governing the actions and activities of the Members of the Agency, along with agency officers and employees. In accordance with the Act, PAAA and PARA, the Agency has further adopted and complies with the following corporate policies (collectively, the "Agency Policies"):

- a) Agency Adaptive Reuse Determination;
- a)b) Agency Audit/Finance Committee Charter;
- b)c) Agency CEO & CFO Annual Report Certification

e)d) Agency Certification of No Conflict of Interest & Jefferson County Financial Disclosure Form;

**DRAFT**

d)e) Agency Code of Ethics Policy;

e)f) Agency Compensation, Reimbursement and Attendance Policy;

f)g) Agency Defense and Indemnification Policy;

g)h) Agency Discretionary Funds Policy;

h)i) Agency Disposition of Real Property Guidelines;

i) Agency Equal Employment Opportunity Policy;

j)k) Agency Evaluative Criteria – Project Type Listing & Matrix

j)l) Agency Extension of Credit to Board Members and Officers;

k)m) Agency Fixed Asset Policy;

l)n) Agency Governance Committee Charter;

o) Agency Independent Director Certification;

m)p) Agency Information Security Policy;

n)q) Agency Investment Policy with Internal Controls;

o)r) Agency Lending/Collection Policy and Procedures;

p)s) Agency Policy Regarding Possession & Use of Agency-Issued Electronic Equipment;

q)t) Agency Post Issuance Compliance Procedures

r)u) Agency Procurement Policy;

s)v) Agency Real Property Acquisition Guidelines;

t)w) Agency Recapture Policy and flow chart;

u)x) Agency Records Retention and Disposition Schedule MI-1;

v)y) Agency Rules for Public Hearings Conducted by the Agency;

w)z) Agency Travel Policy;

x)aa) Agency Uniform Guidance – Internal Controls;

y)bb) Agency Uniform Tax Exemption Policy; and

z)cc) Agency Whistleblower Policy.

In addition, as a public benefit corporation of the State, the Agency is subject to and complies with applicable provisions of the Public Officers Law, including the Open Meetings Law (“OML”) and Freedom of Information Law (“FOIL”), along with the State Environmental Quality Review Act (“SEQRA”).

## II. CORPORATION MISSION STATEMENT

The Agency was established pursuant to the Act with purposes and powers and the Agency’s Mission includes undertaking projects and programmatic initiatives in furtherance of and to advance the job opportunities, health, general prosperity and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living. In furtherance of the purposes and powers vested in the Agency pursuant to the Act, the Agency shall undertake projects, programs and initiatives to achieve the purposes as set forth within the Act. In addition, and in doing so, the Agency shall adhere to its adopted policies and applicable statutory requirements, including PAAA, PARA, OML, FOIL, and SEQRA. Further,



and in accordance with GML Section 900-a, the Agency shall take into consideration the local zoning and planning regulations as well as the regional and local comprehensive land use plans.

The Agency's goals include continued compliance with current obligations and responsibilities associated with ongoing projects and programs, in addition to identifying new projects and programs that will achieve the Agency's purposes and Mission. In furtherance of these stated goals, the Agency will endeavor to comply with all applicable provisions of the Act, PAAA and PARA. With these stated goals established, the Corporation's values are to maintain the highest ethical standards applicable to public officials and public benefit corporations.

### III. ANNUAL PERFORMANCE REVIEW MEASURES

The Agency shall annually review this Mission Statement and identify whether the Agency (i) continues to meet its stated mission, goals and values; (ii) can quantify measures of improvement to better meet its stated mission, goals and values; (iii) can become more effective and efficient; and (iv) is meeting the interests of the Agency and the County.

In furtherance of the foregoing Performance Measures, the Agency shall further undertake the following annual measures:

- 1) Assure that all current Agency Members have acknowledged that they have read and understood the mission of the Agency;
- 2) An annual review and affirmation of the Agency's membership, board, committee and management structure;
- 3) An annual review and affirmation of its policies, along with Agency appointment of Management of the Agency, along with articulation of the respective roles, goals and expectations of each.

## **Authority Mission Statement and Performance Measurements**

**Name of Public Authority:** Jefferson County Industrial Development Agency (JCIDA)

**Public Authority's Mission Statement:**

To advance the job opportunities, health, general prosperity, and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living.

**Date Adopted:** April 7, 2011, Reviewed 10/01/20

**List of Performance Measures:**

**10/1/19 – 9/30/20 Results:**

- |                                 |  |
|---------------------------------|--|
| 1. Loans approved               | 1. 2   |
| 2. Tax incentives provided      | 2. 5 projects approved – benefits effective 2021 |
| 3. Job Creation                 | 3. 3   |
| 4. Job Retention                | 4. 4   |
| 5. Capital Investment Leveraged | 5. \$915,000                                     |

**Additional questions:**

1. **Have the board members acknowledged that they have read and understood the mission of the public authority?**

Yes, the Board of Directors of the JCIDA have read and understand the mission statement that was adopted on April 7, 2011.

2. **Who has the power to appoint the management of the public authority?**

The Board of Directors has the power to appoint the management of the JCIDA.

3. **If the Board appoints management, do you have a policy you follow when appointing the management of the public authority?**

The JCIDA's bylaws give the Board of Directors authority to appoint a Chief Executive Officer following a competitive search process under the direction of the Executive Committee.

4. **Briefly describe the role of the Board and the role of management in the implementation of the mission.**

The role of the Board of Directors regarding the implementation of the JCIDA's mission is to provide oversight, input, policy setting and validation that serve to fulfill measurements and results. The Board annually reviews and approves the Agency's mission.

The role of management in the implementation of the mission is to collaborate with the Board of Directors using established programs, policies, and activities as directed by the Board of Directors.

**5. Has the Board acknowledged that they have read and understood the responses to each of these questions?**

Yes, the Board of Directors acknowledged their understanding of the responses to each of these questions in public session.

**TAX EXEMPTION RESOLUTION**

**DRAFT**

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

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

Resolution No. 10.10.2020.03

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

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

# DRAFT

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

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

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

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

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

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

DRAFT

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

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

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

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

**Section 3.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.



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

**DRAFT**

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

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

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

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

---

W. Edward Walldroff, Secretary

## TAX EXEMPTION RESOLUTION

# DRAFT

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

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

Resolution No. 10.01.2020.04

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

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

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

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

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

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

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

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

# DRAFT

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

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

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

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

**Section 3.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

DRAFT

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

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

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

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

---

W. Edward Walldroff, Secretary

**TAX EXEMPTION RESOLUTION**

**DRAFT**

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

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

Resolution No. 10.01.2020.05

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

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



# DRAFT

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

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

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

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

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

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

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

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

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

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

**Section 3.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

**DRAFT**

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

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

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

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

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

---

W. Edward Walldroff, Secretary

## TAX EXEMPTION RESOLUTION

# DRAFT

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

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

Resolution No. 10.01.2020.06

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

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

# DRAFT

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

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

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

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

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

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



DRAFT

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

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

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

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

**Section 3.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.



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

**DRAFT**

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

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

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

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

---

W. Edward Walldroff, Secretary

**DRAFT**

**TAX EXEMPTION RESOLUTION**

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

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by \_\_\_\_\_, seconded by \_\_\_\_\_, to wit:

Resolution No. 10.01.2020.07

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

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

# DRAFT

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

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

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

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

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

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

DRAFT

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

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

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

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

**Section 3.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

DRAFT

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

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

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

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

---

W. Edward Walldroff, Secretary

## 2019-2020 Board Attendance

P - Present	-
- Excused	80
- Absent	-