

**Jefferson County Industrial Development Agency
Board Meeting Minutes
February 11, 2021**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, February 11, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: David Converse, Chair, W. Edward Walldroff

Zoom: Paul Warneck, William Johnson, Robert E. Aliasso, Jr., Lisa L'Huillier, John Jennings

Excused: None

Absent: None

Also Present: None

Zoom: Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Christine Powers, Emily Griffin from 7News, Thomas Iorizzo

Staff Present: David Zembiec, Lyle Eaton, Marshall Weir

Zoom: Joy Nuffer

- I. **Call to Order:** Chairman Converse called the meeting to order at 8:30 a.m.
- II. **Privilege of the Floor:** Mr. Converse invited guests to speak. Tom Iorizzo requested to speak. Mr. Iorizzo represents the Carpenter's Union and questioned the application fees for the codes to various jurisdictions and who monitors that for the solar projects that arise. Response from the Board was the JCIDA is not involved in the code's enforcement fees. He also questioned whether there is a local labor clause in the UTEP associated with the solar projects. Response was there is language in the UTEP, and all attempts are made to encourage local labor in the discussion. It was suggested that we have a discussion later on how to better monitor use of local labor.
- III. **Minutes:** Minutes of the regular meeting held January 7, 2021 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Jennings. All in favor. Carried.
- IV. **Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending January 31, 2021. After discussion, a motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Jennings. All in favor. Carried.
- V. **Committee Reports:**

Loan Review Committee - A request from Roth for a 10-year accelerated PILOT for a 6,700 square foot addition to the existing manufacturing facility which will house a state of the art blow molding machine, and a separate 10,000 square foot warehouse building and storage building to support increased contract blow molding operations as well as proprietary products. There was discussion about the US Light Solar projects in Philadelphia, NY as well. Mr. Zembiec reported that the last he heard from the company; they were attempting to get local approval for tax abatement under 487b.

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VI. Unfinished Business:

1. **146 Arsenal Street Building** – Mr. Zembiec stated several non-profits and public agencies have been given furniture from the building. We will open to the private sector for sale next.
2. **YMCA Project** – Mr. Zembiec will work with Mr. Burto to schedule a Building and Grounds committee meeting to review updated decision plans by the YMCA.
3. **NYS REDI Program** – Staff is still working with counsel to develop a practical approach to satisfying local match requirements.

VII. New Business:

1. **Resolution No. 02.11.2021.01 for OYA Robinson Road, LLC** –
A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Jennings. Mr. Aliasso questioned the clarity of when the payments would be made. After discussion it was decided to approve the above resolution after amending it to state the payments should be made as follows; \$99,552 at closing, then the balance of \$99,553 would be paid quarterly commencing on the first day of the month of the quarter after closing. All in favor. Carried.
2. **Resolution No. 02.11.2021.02 for OYA Wayside Drive, LLC** –
A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Jennings with the changes to approve the above resolution after amending it to state the payments should be made as follows; \$99,552 at closing, then the balance of \$99,553 would be paid quarterly commencing on the first day of the month of the quarter after closing.. All in favor. Carried.
3. **Resolution No. 02.11.2021.03 to acquire land from City of Watertown for the Watertown YMCA Project at 146 Arsenal Street** –
A motion was made by Mr. Jennings to approve the attached resolution, seconded by Mr. Aliasso. Ms. L'Huillier abstained. All others in favor. Roll call was taken, Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L'Huillier-abstain, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.
4. **Resolution No. 02.11.2021.09 to re-appoint member to WICLDC Board** –
A motion was made by Mr. Jennings to approve the attached resolution, seconded by Mr. Aliasso. Mr. Warneck abstained. All in favor. Carried.

It was also noted that the Jefferson County Legislators reappointed Mr. Warneck and Ms. L'Huillier for 4 more years to the JCIDA, JCLDC & JCCFDC Board.

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VIII. Counsel:

Attorney Miller:

1. **Initial Project Resolution No. 02.11.2021.04 for Roth Industries, Inc.** – Attorney Miller gave details of the Roth expansion project. A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Aliasso. Roll call was taken. Mr. Aliasso-yea, Mr.

Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L'Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

Attorney Moses:

NY USLE Carthage SR26 A LLC

1. **Environmental Resolution No. 02.11.2021.05 –**

A motion was made by Mr. Warneck to approve the attached resolution, seconded by Ms. L'Huillier. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L'Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

2. **Preliminary Inducement Resolution No. 02.11.2021.06 –**

A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Jennings. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L'Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

3. **Preliminary Agreement –**

A motion was made by Mr. Aliasso to approve the agreement, seconded by Mr. Warneck. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L'Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

NY USLE Carthage SR26 B LLC

1. **Environmental Resolution No. 02.11.2021.07 –** A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Johnson. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L'Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

2. **Preliminary Inducement Resolution No. 02.11.2021.08 –** A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Jennings. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L'Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

3. **Preliminary Agreement –** A motion was made by Mr. Warneck to approve the agreement, seconded by Mr. Jennings. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L'Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

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Executive Session – At 9:07 a.m. a motion was made by Mr. Aliasso to enter an executive session to discuss the financial & credit history of a particular corporation, seconded by Mr. Warneck. All in favor. Carried. Staff, Board members and Attorney Miller were present.

A motion was made by Mr. Aliasso to leave executive session, seconded by Mr. Warneck. All in favor. Carried. The Board left the executive session at 10:34 a.m.

Other – Attorney Miller began discussion centering around the legislation changes that relate to IDA's. He stated there has been some changes to the Real Property Tax Law, changing the discount to cash basis as opposed to project costs when assessing solar projects. Mr. Warneck also stated that there are changes associated with NYSEERDA that may impact assessments. There was also discussion on Host Community Agreements and the pros and cons of the use of them.

A question was raised about an email that was received last night regarding the Philadelphia solar project from US Light Energy. There was discussion on the timing of the potential project, associated with meeting schedules and public hearing notice timing, and whether there was time to do a one-year "placeholder" PILOT for the time being. No action was taken at this point.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Walldroff, seconded by Mr. Aliasso. All in favor. The meeting adjourned at 11:01 a.m.

Respectfully submitted,

Joy Nuffer

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 02.11.2021.01

**RESOLUTION TO ADJUST FEE ARRANGEMENT FOR
OYA ROBINSON ROAD, LLC**

WHEREAS, OYA Robinson Road, LLC is requesting to pay the PILOT lease-leaseback fee of \$199,105 as follows:

Pay 50% or \$99,552 at closing, then

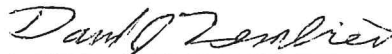
Pay the balance of \$99,553 quarterly, commencing on the first day of the month of the quarter after closing, and

WHEREAS, staff is recommending the request to the full board of directors, and

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

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

This resolution shall take effect immediately.



David J. Zembiel
CEO

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 02.11.2021.02

**RESOLUTION FOR FEE ARRANGEMENT FOR
OYA WAYSIDE DRIVE, LLC**

WHEREAS, OYA Wayside Drive, LLC is requesting to pay the PILOT lease-leaseback fee of \$199,105 as follows:

Pay 50% or \$99,552 at closing, then

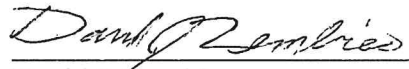
Pay the balance of \$99,553 quarterly, commencing on the first day of the month of the quarter after closing, and

WHEREAS, staff is recommending the request to the full board of directors, and

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

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

This resolution shall take effect immediately.



David J. Zembiec
CEO

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**Resolution Number 02.11.2021.03
to approve acquisition of land from City of Watertown**


WHEREAS, the Jefferson County Industrial Development Agency (the "Agency") is requesting approval to acquire a strip of land (75 ft X 135 ft) from the City of Watertown to accommodate the pool area for the Watertown Family YMCA project at 146 Arsenal Street, and

WHEREAS, the City of Watertown has offered to deed that property to the JCIDA for \$1.00, and

NOW, THEREFORE, BE IT RESOLVED, by the board of Directors of the Jefferson County Industrial Agency that it hereby approves the request, and be it further

RESOLVED, that the Chief Executive Officer or his designee is hereby authorized and directed to execute on behalf of the Agency necessary to complete the acquisition.

This resolution shall take effect immediately.


David J. Converse
Chairman

INITIAL PROJECT RESOLUTION

(Roth Industries Inc. Project)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, February 11, 2021 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 02.11.2021.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING AN APPLICATION SUBMITTED BY ROTH INDUSTRIES INC. WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW); (ii) AUTHORIZING THE SCHEDULING AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY; AND (iv) AUTHORIZING THE NEGOTIATION OF CERTAIN AGREEMENTS RELATING TO THE PROJECT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, as amended (hereinafter collectively called the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, the Agency previously undertook a certain project (the "2005 Project") for the benefit of **ROTH INDUSTRIES, INC.** (hereinafter, the "Company") consisting of (i) the acquisition of fee title to an approximately 9 acre parcel of real property located at 268 Bellew Avenue South, Watertown, New York (the "Land", being more particularly identified as Tax Parcel No. 9-43-105.000) and the existing improvements located thereon comprised of approximately 20,000 square feet of space (the "2005 Existing Improvements"), (ii) the planning, design, engineering and construction of an approximately 10,000 square foot addition to the 2005 Existing Improvements to house additional manufacturing space to be operated by the Company (the "2005 Improvements"); (iii) the acquisition and installation in and around the Land, 2005 Existing improvements 2005 Improvements of certain machinery, equipment and other items of tangible personal property (the "2005 Equipment"; and, together with the Land, 2005 Existing Improvements and the 2005 Improvements, the "2005 Facility"); (iv) the issuance by the Agency of its Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005A in the principal amount of \$5,053,750 and Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005B in the principal amount of \$937,500; and (v) the sale of the 2005 Facility to the Company pursuant to the terms of a certain Installment Sale Agreement (the "2005 ISA"); and

WHEREAS, pursuant to and in accordance with a certain Project Authorizing Resolution adopted by the Agency on June 2, 2016 (the "2016 Project Authorizing Resolution"), the Agency previously undertook a certain project (the "2016 Project") for the benefit of the Company consisting of (i) the planning, design and construction of an approximately 27,500 square foot addition to the 2005 Facility (the "2016 Improvements") located on the Land for expanded manufacturing and warehousing operations by the Company; (ii) the acquisition and installation in and around the 2005 Facility and 2016 Improvements of certain machinery, equipment and other items of tangible personal property (the "2016 Equipment"; and, together with portions of the Land and the 2016 Improvements, the "2016 Facility"); and (iii) the undertaking of a straight-lease transaction in accordance with the Act whereby the Agency and Company entered into certain project documents (the "2016 Project Documents", each dated as of November 18, 2016, including (a) a Lease to Agency (the "Company Lease"), (b) a Lease Agreement (the "Lease Agreement"), (c) a Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), and (d) related documents, all relating to certain defined portion of the Land, which has been identified as Tax Parcel No. 9-43-105.700, and hereinafter the "2016 Facility Land"); and

WHEREAS, the Company has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition or retention by the Agency of a leasehold interest or other interest in a portion of the Land; (ii) the planning, design, construction and operation of (A) an approximately 6,700 square foot addition to house a certain blow molding machine and related equipment and (B) a 10,000 square foot storage warehouse facility (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility") and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

WHEREAS, pursuant to and in accordance with Section 859-a of the Act, the Agency desires to schedule and conduct a public hearing (the "Public Hearing") relating to the Project and the proposed financial assistance contemplated by the Agency (collectively, the "Financial Assistance"), such Financial Assistance to include (i) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, (ii) mortgage recording tax exemption(s) in connection with one or more mortgages to be secured against the Facility, and (iii) a real property tax abatement structure to be memorialized within the PILOT Agreement; and

WHEREAS, it is contemplated that the Agency will conduct the Public Hearing and negotiate, but not execute, an agent and financial assistance and project agreement (the "Agent Agreement"), a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and PILOT Agreement (which may be memorialized as amendments to the 2016 Project Documents) pursuant to which the Agency would be willing to take or retain a leasehold

interest in a portion of the Land, the Improvements, the Equipment and personal property constituting the Facility.

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

Section 1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby creating significant employment opportunities and critical investment in Jefferson County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The Chairman, Vice Chairman, and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate the terms of (A) a Lease Agreement, pursuant to which the Company shall lease its interest in the Facility to the Agency, (B) a related Leaseback Agreement, pursuant to which the Agency conveys its interest in the Facility back to the Company, (C) the PILOT Agreement, and (E) related documents; *provided*, the provisions of the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

Section 3. The Agency hereby authorizes the scheduling and conduct a public hearing in compliance with the Act.

Section 4. Harris Beach PLLC, as Transaction Counsel for the Agency, is hereby authorized to work with counsel to the Company and others to prepare for submission to the Agency of all documents necessary to effect the foregoing authorizations.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 6. These Resolutions 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:

	Yea	Nay	Absent	Abstain
Robert E. Aliasso, Jr.	[✓]	[]	[]	[]
David J. Converse	[✓]	[]	[]	[]
John Jennings	[✓]	[]	[]	[]
William W. Johnson	[✓]	[]	[]	[]
Lisa L'Huillier	[✓]	[]	[]	[]
W. Edward Walldroff	[✓]	[]	[]	[]
Paul J. Warneck	[✓]	[]	[]	[]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

I, the undersigned (Acting) Secretary of Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

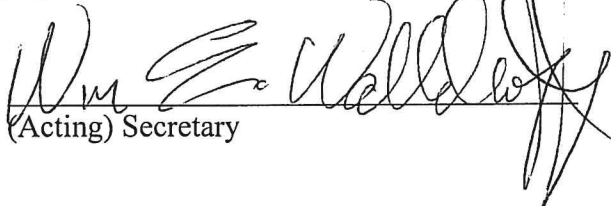
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on February 11, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with such Article 7.

I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout 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 modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 11th day of February, 2021.


(Acting) Secretary

[SEAL]

ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on February 11, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Joy Nuffer, Christine Powers, Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Thomas Iorizzo, and Emily Griffin from 7News

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

Resolution No. 02.11.2021.05

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 A 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 to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), 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 portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, 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 5.0 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 adverse 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>AYE</u>
John Jennings	VOTING	<u>AYE</u>
Robert E. Aliasso, Jr.	VOTING	<u>AYE</u>
W. Edward Walldroff	VOTING	<u>AYE</u>
Paul Warneck	VOTING	<u>AYE</u>
William Johnson	VOTING	<u>AYE</u>
Lisa L'Huillier	VOTING	<u>AYE</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 February 11, 2021, 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 11th day of February, 2021.



David J. Zembiec
Chief Executive Officer

PRELIMINARY INDUCEMENT RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on February 11, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Joy Nuffer, Christine Powers, Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Thomas Iorizzo, and Emily Griffin from 7News

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

Resolution No. 02.11.2021.06

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 A 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 to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), 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 portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, 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 5.0 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 February 11, 2021 (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, including attorneys' fees, 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>AYE</u>
John Jennings	VOTING	<u>AYE</u>
Robert E. Aliasso, Jr.	VOTING	<u>AYE</u>
W. Edward Walldroff	VOTING	<u>AYE</u>
Paul Warneck	VOTING	<u>AYE</u>
William Johnson	VOTING	<u>AYE</u>
Lisa L'Huillier	VOTING	<u>AYE</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 February 11, 2021 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 11th day of February, 2021.



David J. Zembiec, Chief Executive Officer

ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on February 11, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Joy Nuffer, Christine Powers, Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Thomas Iorizzo, and Emily Griffin from 7News

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

Resolution No. 02.11.2021.07

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 B 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 to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the “Application”), 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 portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, 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 3.3 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 adverse 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>AYE</u>
John Jennings	VOTING	<u>AYE</u>
Robert E. Aliasso, Jr.	VOTING	<u>AYE</u>
W. Edward Walldroff	VOTING	<u>AYE</u>
Paul Warneck	VOTING	<u>AYE</u>
William Johnson	VOTING	<u>AYE</u>
Lisa L'Huillier	VOTING	<u>AYE</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 February 11, 2021, 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 11th day of February, 2021.



David J. Zembiec
Chief Executive Officer

PRELIMINARY INDUCEMENT RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on February 11, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Joy Nuffer, Christine Powers, Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Thomas Iorizzo, and Emily Griffin from 7News

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

Resolution No. 02.11.2021.08

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 B 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 to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), 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 portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, 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 3.3 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 February 11, 2021 (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, including attorneys' fees, 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>AYE</u>
John Jennings	VOTING	<u>AYE</u>
Robert E. Aliasso, Jr.	VOTING	<u>AYE</u>
W. Edward Walldroff	VOTING	<u>AYE</u>
Paul Warneck	VOTING	<u>AYE</u>
William Johnson	VOTING	<u>AYE</u>
Lisa L'Huillier	VOTING	<u>AYE</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 February 11, 2021 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 17th day of February, 2021.



David J. Zembiec, Chief Executive Officer

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution Number 02.11.2021.09

For Re-Appointment to WICLDC Board of Directors


WHEREAS, JCIDA is a member of the Watertown Industrial Center Local Development Corporation and shall appoint one member to their board of directors, and

WHEREAS, the JCIDA Board of Directors recommends re-appointing Paul J. Warneck to the WICLDC Board of Directors for a term to expire December 31, 2024, and

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

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

This resolution shall take effect immediately.


David J. Converse
Chairman