

**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)

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**Notice of Board Meeting**

**Date:** May 20, 2021

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

**From:** Chairman David Converse

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

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The Jefferson County Industrial Development Agency will hold their Board Meeting on **Thursday, June 3, 2021 at 8:30 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

**Zoom:**  
<https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVjKytDdz09>  
Meeting ID: 843 5525 0468  
Passcode: 011440  
1-929-205-6099 US (New York)

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, CEO  
Marshall Weir  
Lyle Eaton  
Christine Powers  
Greg Gardner  
Kent Burto  
Rob Aiken  
Justin Miller, Esq.  
Media

# Jefferson County Industrial Development Agency

800 Starbuck Avenue, Suite 800

Watertown, New York 13601

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## BOARD MEETING AGENDA Thursday, June 3, 2021 - 8:30 a.m.

- Page
- I. Call to Order
  - II. Pledge of Allegiance
  - III. Privilege of the Floor
  - IV. 3 Minutes – May 6, 2021  
88 Special Minutes – May 13, 2021
  - V. 91 Treasurer's Report – May 31, 2021
  - VI. Committee Reports
    - a. Loan Review Committee 105, 108  
109 i. Consider Resolution No. 06.03.2021.01 for RBM Manufacturing Corp.
  - VII. Unfinished Business
    - 1. 146 Arsenal Street Building/YMCA Project
    - 110 2. Draft UTEP
  - VIII. New Business
  - IX. Counsel
    - 116 1. Consider Project Authorizing Resolution No. 06.03.2021.02 for NY 18144 Game Farm, LLC
    - 129 2. Consider Project Authorizing Resolution No. 06.03.2021.03 for Brennans Bay Inc.
  - X. Adjournment

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
May 6, 2021**

**DRAFT**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, May 6, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY and virtually via zoom.

**Present:** David Converse, Chair

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

**Excused:** W. Edward Walldroff, William Johnson

**Absent:** None

**Also Present -**

**Zoom:** Matthew Moses, Esq., Rob Aiken, Justin Miller, Esq., John O'Driscoll, Thomas Iorizzo, Christine Powers, Kelly Stokes, Karen D'Antonio, Genevieve Trigg, Esq., Alex Curlin, Dallas Manson, Craig Fox from the Watertown Daily Times, and Keir Chapman from 7/News

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

- 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. No one spoke.
- III. Minutes:** Minutes of the regular meeting held April 1, 2021 and the special meeting held April 15, 2021 were presented. A motion to approve the minutes as presented was made by Ms. L'Huillier, seconded by Mr. Jennings. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending April 30, 2021. Mr. Aliasso asked about the electric expenses at 146 Arsenal Street since they were over \$5,000 last month and 0 for the current month. Mr. Eaton said it is a timing issue. 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:**
  - a. Loan Review Committee** – Mr. Aliasso said the committee held a joint meeting with the JCLDC Alternative Energy Committee. He reviewed the minutes.
    - i. Resolution No. 05.06.2021.01 for TherARTpy (Suzette Robertson)** – Mr. Aliasso said the loan application checked all the boxes and fits the micro program. He said that it was a well written and thought-out business plan. After review and discussion, a motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Jennings. All in favor. Carried.

**DRAFT**

**VI. Unfinished Business:**

1. **146 Arsenal Street Building/YMCA Project** – Mr. Zembiec said this item was already discussed in the JCLDC board meeting earlier today.
2. **NYS REDI Program** – Mr. Zembiec said there are 64 projects in Jefferson County. He said staff sent out a letter requesting information but noted that only 25 have been returned. He said half of the participants that have responded indicated that their projects are already started or completed. Mr. Zembiec said that he has been working on designing a program to help the participants meet their local match where applicable.

Mr. Zembiec suggested offering sales tax abatement for those that qualify and pay a fee of 10% of the sales tax savings rather than the standard 25%. Mr. Converse said that we should help the participants in any way we can. Mr. Aliasso said it makes sense to help tourism. Mr. Warneck agreed.

A motion was made by Mr. Aliasso, seconded by Mr. Warneck to allow staff to design a program that will provide 10% of the sales tax savings to qualified participants. All in favor. Carried.

3. **Draft UTEP** – Mr. Zembiec said a meeting between the IDA Loan Review and LDC Energy committees will be set up to discuss the current draft UTEP. Mr. Zembiec said that he will distribute the most recent draft for review and comment prior to the meeting.

Loan Review meeting date – Mr. Zembiec said that Mr. Warneck is the IDA board representative on the WICLDC Board which meets the same day as the IDA Loan Review Committee (last Tuesday of each month). He asked if there would be any conflicts if the IDA Loan Review monthly meeting was moved to the last Wednesday of each month. There were no objections.

4. **Acquisition for turning lane at Corporate Park** – Mr. Zembiec reported that the acquisition was closed recently. He said that he will be working with the County Highway Dept. as well as DOT. He said the project is scheduled to start late summer/early fall.

**Other –**

**CCIP Rail Project** - Mr. Zembiec reported that the CCIP rail project is complete. He said that the Watertown Local Development Corporation and Renzi Bros. will reimburse us. He said that Attorney Russell needs to complete the final land swap.

**\$500,000 Dormitory Authority Grant** – Mr. Zembiec said that the grant has been on hold for the last several years; however, he was notified recently that the process was now moving forward. He and Mr. Converse needed to complete the grantee questionnaire to proceed. He said that Convalt Energy/DigiCollect will take over the utility construction with National Grid once they obtain the land at the Airport Park. The JCIDA is getting the process started.

**DRAFT**

**Hounsfield Sewer Project** – Mr. Zembiec said that there is a funding gap in the sewer project near the Watertown International Airport. Mr. Zembiec asked board members to consider a \$1 million loan at 0% interest. Mr. Warneck said he needs more time to consider it. Mr. Converse agreed and said that they can explore it and get more detail before a decision is made.

**VII. New Business:**

1. **Local Labor Discussion** – Mr. Zembiec introduced John O'Driscoll (IBEW Local 910) and Thomas Iorizzo (Northeast Regional Council of Carpenters). Mr. O'Driscoll provided a brief background about his career and his union. He said they manage their own benefit funds and work with union and non-union members. He said that they take good care of their members which carries on into retirement. He asked the board to consider using strong labor language which will give them a chance.

Mr. Iorizzo asked the board to consider apprenticeship language with a graduation rate of 30% as well as strong labor language. He also encouraged working with local schools and BOCES to given them the opportunity. He said they are well trained. Mr. Iorizzo also suggested the board require the reporting of total man hours on a project, which the developer can breakdown per category.

Mr. Zembiec said other counties are using different approaches. Mr. O'Driscoll asked who enforces the policies. Mr. Zembiec said that the IDA has the authority to claw back. Mr. Aliasso said the cost benefit analysis could change if the applicant doesn't follow through.

Mr. Iorizzo said certified payrolls could provide some checks and balances. He also said that local material should be included. Mr. Iorizzo said that the board could consider providing an incentive to the applicant for using local on the job union or non-union.

Mr. Zembiec said he will look into what other IDA's are doing. Attorney Miller said that these are good policy considerations. He said that Monroe County has a good policy which provides flexibility. He noted that someone would have to monitor labor or a monitoring company can be hired and the IDA would pass the cost along to the developer.

Mr. Aiken said that he is surprised to hear that some projects are not using local materials because he feels like there would be a cost savings.

Genevieve Trigg joined the meeting at 9:39 a.m.

Mr. O'Driscoll said that they recruit heavily at Fort Drum. He said that there is a generational change which has caused them to provide training during the day versus evening hours. Mr. Iorizzo said that the doors are open to minorities and women. He said they work with the DOL and BOCES.

**DRAFT**

**VIII. Counsel:**

**Attorney Moses:**

Attorney Moses said that the ASA Clayton NY Solar I LLC (Omni Navitas) project was purchased by AMP Solar Development Inc. and is now under control of AMP; therefore, AMP has now stepped into the shoes of Omni. He said the project should close during the month of June. Mr. Zembiec asked if AMP should refresh or confirm the projections and certifications in the ASA application. Attorney Moses said yes.

1. **Agency Consent Resolution No. 05.06.2021.02 (ASA Clayton NY Solar I LLC – AMP Solar Development Inc.)** – A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Aliasso. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L'Huillier – Yea. Carried.

Attorney Moses said the Nexamp tax exemption resolutions confirm that the projects are compliant with the UTEP. He said that the authorizing resolutions authorize the straight lease transactions. He said the projects may close by the end of May or early June.

**Butterville Road Solar, LLC**

2. **Tax Exemption Resolution No. 05.06.2021.03** – A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Aliasso. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L'Huillier – Yea. Carried.
3. **Authorizing Resolution No. 05.06.2021.04** – A motion was made by Ms. L'Huillier to approve the attached resolution, seconded by Mr. Jennings. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L'Huillier – Yea. Carried.

**LeRay Jackson Solar, LLC**

1. **Tax Exemption Resolution No. 05.06.2021.05** – A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Ms. L'Huillier. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L'Huillier – Yea. Carried.
2. **Authorizing Resolution No. 05.06.2021.06** – A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Jennings. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L'Huillier – Yea. Carried.

**DRAFT**

**Pamelia Solar, LLC**

1. **Tax Exemption Resolution No. 05.06.2021.07** – A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Jennings. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L’Huillier – Yea. Carried.
2. **Authorizing Resolution No. 05.06.2021.08** – A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Jennings. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L’Huillier – Yea. Carried.

**Waddingham Road Solar, LLC**

1. **Tax Exemption Resolution No. 05.06.2021.09** – A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Ms. L’Huillier. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L’Huillier – Yea. Carried.
2. **Authorizing Resolution No. 05.06.2021.10** – A motion was made by Ms. L’Huillier to approve the attached resolution, seconded by Mr. Warneck. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea, Mr. Johnson – Absent, Ms. L’Huillier – Yea. Carried.

Mr. Converse noted that staff, counsel and board/committee members did a lot of work ahead of time for these projects.

**Attorney Miller:**

1. **Initial Project Resolution No. 05.06.2021.11 for NY 18144 Game Farm, LLC** – Attorney Miller said the standard application was vetted. He said the resolution accepts the application as complete and authorizes the public hearing to be scheduled. Mr. Zembiec noted that he has asked the applicant for more detail on project costs.

A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Jennings. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Yea, Mr. Johnson – Absent, Ms. L’Huillier – Yea, Mr. Walldroff – Absent, Mr. Warneck – Yea. Carried.

Mr. Warneck asked Attorney Miller if his office is tracking the proposed gas tax by the state. Attorney Miller said he can look into it and report back.

Jefferson County Industrial Development Agency  
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**Executive Session** – At 10:03 a.m. a motion was made by Mr. Aliasso to enter an executive session to discuss the possible acquisition of property, seconded by Ms. L’Huillier. All in favor. Carried. Board Members (including JCLDC Board Member), Staff and Attorney Miller remained.

At 10:18 a.m. a motion was made by Mr. Aliasso to leave executive session, seconded by Ms. L’Huillier. All in favor. Carried.

Other – Mr. Zembiec said that he has been invited to a Town of Watertown Planning Board work session on June 7<sup>th</sup> to discuss zoning in the Corporate Park.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Jennings. All in favor. The meeting adjourned at 10:20 a.m.

Respectfully submitted,

*Peggy Sampson*

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 05.06.2021.01**

**RESOLUTION FOR AUTHORIZING A MICRO ENTERPRISE LOAN TO**  
**Suzette Robertson – TherARTpy**

**WHEREAS**, Suzette Robertson requested by application to this Agency a Micro Enterprise Loan in the amount of Ten Thousand One Hundred Two Dollars (\$10,102.00) for startup costs for an arts and crafts business to be created in Alexandria Bay, NY, and

**WHEREAS**, Staff reviewed this request and recommended approval of a loan in the amount of \$10,102 for a five-year amortization with a rate of 5%. The owner/operator will be the sole employee at this time. Collateral will be a first position on the assets of the business and a personal guarantee of Suzette Robertson, and

**WHEREAS**, on April 27, 2021 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and recommended approval of the loan and terms to the full Board of Directors, and

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approved the request for a Ten Thousand One Hundred Two Dollar (\$10,102.00) loan to Suzette Robertson for TherARTpy with all terms and conditions as set forth in this Resolution, and be it further,

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

This resolution shall take effect immediately.

  
\_\_\_\_\_  
David J. Zembiec  
CEO

## AGENCY CONSENT 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 May 6, 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, Robert E. Aliasso, Jr., Paul Warneck, Lisa L'Huillier

ABSENT: W. Edward Walldroff, William Johnson

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

Resolution No. 05.06.2021.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY CONSENTING TO CHANGE IN CONTROL  
OF ASA CLAYTON NY SOLAR I 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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, 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 is 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**, 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on September 10, 2020 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B) that the Town of Clayton Planning Board, acting as lead agency, conducted a coordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that, although the Agency was not included as an involved agency in the review conducted by the Town of Clayton Planning Board, the members of the Agency reviewed the record of proceedings before the Town of Clayton Planning Board and the full environmental assessment form and concurred with the Town of Clayton Planning Board's determination, (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

**WHEREAS**, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on September 10, 2020, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on October 2, 2020 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on October 2, 2020, in the Watertown Daily Times, a newspaper of general circulation available to

residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on October 13, 2020 at 10:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

**WHEREAS**, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on October 1, 2020 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP") and the County of Jefferson's request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

**WHEREAS**, pursuant to an Authorizing Resolution adopted by the members of the Agency on October 15, 2020 (the "Authorizing Resolution", and together with the Environmental Resolution, the Preliminary Inducement Resolution, and the Tax Exemption Resolution, the "Agency Resolutions"), the Agency granted the Financial Assistance and authorized entry by the Agency into a straight-lease transaction with the Company to implement the Financial Assistance (the "Straight-Lease Transaction"); and

**WHEREAS**, Omni Navitas Holdings, LLC ("Omni") was the entity that presented the Application and pursued the Agency Resolutions with respect to the Project; and

**WHEREAS**, as of February 12, 2021, ASA IX Borrower NY LLC ("Member") is the sole owner of the Company, and the Amended and Restated Limited Liability Company Agreement of ASA Clayton NY Solar I LLC, dated effective as of February 12, 2021, lists AMP Solar Development Inc. ("Amp") as the manager of the Company; and

**WHEREAS**, Amp, and not Omni, intends to continue development of the Project and has requested that the Agency consent to change in control of the Company and its pursuit of the Financial Assistance on behalf of the Company and the Member.

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

**Section 1.** For purposes of the Project, the Agency consents to the change in control of the Company and the Member's interest in the Company, to Amp's pursuit of the Financial Assistance on behalf of the Company and the Member, and to Amp's closing with the Agency of the Straight-Lease Transaction on behalf of the Company and the Member.

**Section 2.** The Agency Resolutions have not been altered, modified, or amended and remain in full force and effect.

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

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned Chairman 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 May 6, 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 6th day of May, 2021.

  
\_\_\_\_\_  
David J. Converse, Chairman

## 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 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 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, Robert E. Aliasso, Jr., Paul Warneck,  
Lisa L'Huillier

ABSENT: W. Edward Walldroff, William Johnson

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

Resolution No. 05.06.2021.03

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

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

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

**WHEREAS**, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") 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 Henderson, to wit: tax parcel 106.00-2-34.1, 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 0.799 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 mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

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

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

Uniform Tax Exemption Policy ("UTEP"), taking into account the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule.

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, would not represent a deviation from its UTEP.

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

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

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned 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 May 6, 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 6<sup>th</sup> day of May, 2021.

  
  
\_\_\_\_\_  
David J. Zembiel, Chief Executive Officer

## **AUTHORIZING 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 May 6, 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, Robert E. Aliasso, Jr., Paul Warneck, Lisa L'Huillier

ABSENT: W. Edward Walldroff, William Johnson

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

Resolution No. 05.06.2021.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH BUTTERVILLE ROAD SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF HENDERSON.

**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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

**WHEREAS**, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") 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 Henderson, to wit: tax parcel 106.00-2-34.1, 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 0.799 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 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 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on April 1, 2021 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B)

that the Town of Henderson Planning Board, acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, which review did not include the Agency as an involved agency, and issued a negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Henderson Planning Board and the full environmental assessment form and concurred with the Town of Henderson Planning Board's determination, and (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

**WHEREAS**, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on April 1, 2021, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on April 5, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on April 7, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on April 21, 2021 at 9:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

**WHEREAS**, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on May 6, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP"), would not represent a deviation from its UTEP; and

**WHEREAS**, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

**WHEREAS**, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in

Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

**WHEREAS**, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

**Section 1.** The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

**Section 2.** In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

**Section 3.** The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

**Section 4.** The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

**Section 5.**

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the

Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

**Section 6.** 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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

**Section 7.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned 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 May 6, 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 6<sup>th</sup> day of May, 2021.



  
\_\_\_\_\_  
David J. Zembiec, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	5,798.45
2	5,684.75
3	5,573.29
4	5,464.01
5	5,356.87
6	5,251.83
7	5,148.86
8	5,047.90
9	4,948.92
10	4,851.88
11	4,756.75
12	4,663.48
13	4,572.04
14	4,482.39
15	4,394.50

## 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 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 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, Robert E. Aliasso, Jr., Paul Warneck,  
Lisa L'Huillier

ABSENT: W. Edward Walldroff, William Johnson

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

Resolution No. 05.06.2021.05

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

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

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

**WHEREAS**, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") 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 LeRay, to wit: tax parcel 54.00-3-40.1, 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 mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

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

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

Uniform Tax Exemption Policy ("UTEP"), taking into account the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule.

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, would not represent a deviation from its UTEP.

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

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

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

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

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned 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 May 6, 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 6<sup>th</sup> day of May, 2021.



David J. Zembiel  
David J. Zembiel, Chief Executive Officer

## **AUTHORIZING 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 May 6, 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, Robert E. Aliasso, Jr., Paul Warneck, Lisa L'Huillier

**ABSENT:** W. Edward Walldroff, William Johnson

**FOLLOWING PERSONS WERE ALSO PRESENT:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

Resolution No. 05.06.2021.06

**RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH LERAY JACKSON SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF LERAY.**

**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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

**WHEREAS**, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") 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 LeRay, to wit: tax parcel 54.00-3-40.1, 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 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 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on April 1, 2021 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B)

that the Town of LeRay Planning Board, acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, which review did not include the Agency as an involved agency, and issued a negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of LeRay Planning Board and the full environmental assessment form and concurred with the Town of LeRay Planning Board's determination, and (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

**WHEREAS**, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on April 1, 2021, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on April 5, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on April 7, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on April 21, 2021 at 9:15 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

**WHEREAS**, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on May 6, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP"), would not represent a deviation from its UTEP; and

**WHEREAS**, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

**WHEREAS**, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in

Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

**WHEREAS**, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

**Section 1.** The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

**Section 2.** In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

**Section 3.** The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

**Section 4.** The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

**Section 5.**

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the

Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

**Section 6.** 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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

**Section 7.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned 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 May 6, 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 6<sup>th</sup> day of May, 2021.


  
  
\_\_\_\_\_  
David J. Zembiec, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	36,285.67
2	35,574.18
3	34,876.65
4	34,192.79
5	33,522.35
6	32,865.05
7	32,220.63
8	31,588.86
9	30,969.47
10	30,362.22
11	29,766.88
12	29,183.22
13	28,611.00
14	28,050.00
15	27,500.00

## 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 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 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, Robert E. Aliasso, Jr., Paul Warneck,  
Lisa L'Huillier

ABSENT: W. Edward Walldroff, William Johnson

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

Resolution No. 05.06.2021.07

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

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

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

**WHEREAS**, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") 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 Pamela, to wit: tax parcels 64.19-1-1.2 and 64.19-1-1.31, 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 mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

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

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

Uniform Tax Exemption Policy ("UTEP"), taking into account the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule.

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, would not represent a deviation from its UTEP.

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

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

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned 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 May 6, 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 6<sup>th</sup> day of May, 2021.



*David J. Zembiel*

David J. Zembiel, Chief Executive Officer

## **AUTHORIZING 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 May 6, 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, Robert E. Aliasso, Jr., Paul Warneck, Lisa L'Huillier

ABSENT: W. Edward Walldroff, William Johnson

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

### **Resolution No. 05.06.2021.08**

**RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH PAMELIA SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF PAMELIA.**

**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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

**WHEREAS**, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") 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 Pamela, to wit: tax parcels 64.19-1-1.2 and 64.19-1-1.31, 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 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 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on April 1, 2021 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B)

that the Town of Pamela Planning Board, acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, which review did not include the Agency as an involved agency, and issued a negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Pamela Planning Board and the full environmental assessment form and concurred with the Town of Pamela Planning Board's determination, and (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

**WHEREAS**, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on April 1, 2021, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on April 5, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on April 7, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on April 21, 2021 at 9:30 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

**WHEREAS**, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on May 6, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP"), would not represent a deviation from its UTEP; and

**WHEREAS**, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

**WHEREAS**, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in

Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

**WHEREAS**, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

**Section 1.** The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

**Section 2.** In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

**Section 3.** The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

**Section 4.** The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

**Section 5.**

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the

Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

**Section 6.** 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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

**Section 7.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned 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 May 6, 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 6<sup>th</sup> day of May, 2021.




  
\_\_\_\_\_  
David J. Zembiec, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	36,285.67
2	35,574.18
3	34,876.65
4	34,192.79
5	33,522.35
6	32,865.05
7	32,220.63
8	31,588.86
9	30,969.47
10	30,362.22
11	29,766.88
12	29,183.22
13	28,611.00
14	28,050.00
15	27,500.00

## 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 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 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, Robert E. Aliasso, Jr., Paul Warneck,  
Lisa L'Huillier

ABSENT: W. Edward Walldroff, William Johnson

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

Resolution No. 05.06.2021.09

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

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

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

**WHEREAS**, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") 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 LeRay, to wit: tax parcel 65.00-1-46.41, 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 4.0 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 mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

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

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

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

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

Uniform Tax Exemption Policy ("UTEP"), taking into account the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule.

**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, would not represent a deviation from its UTEP.

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

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

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned 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 May 6, 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 6<sup>th</sup> day of May, 2021.

  
  
\_\_\_\_\_  
David J. Zembiec, Chief Executive Officer

## AUTHORIZING 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 May 6, 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, Robert E. Aliasso, Jr., Paul Warneck, Lisa L'Huillier

ABSENT: W. Edward Walldroff, William Johnson

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Matthew Moses, Esq., Justin Miller, Esq., Rob Aiken, John O'Driscoll, Thomas Iorizzo, Kelly Stokes, Dallas Manson, and Keir Chapman from 7 News

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

Resolution No. 05.06.2021.10

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH WADDINGHAM ROAD SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF LERAY.

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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

**WHEREAS**, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") 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 LeRay, to wit: tax parcel 65.00-1-46.41, 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 4.0 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 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 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the "Regulations", and together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on April 1, 2021 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B)

that the Town of LeRay Planning Board, acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, which review did not include the Agency as an involved agency, and issued a negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of LeRay Planning Board and the full environmental assessment form and concurred with the Town of LeRay Planning Board's determination, and (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

**WHEREAS**, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on April 1, 2021, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the "Public Hearing") to be mailed on April 5, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on April 7, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on April 21, 2021 at 9:45 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

**WHEREAS**, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on May 6, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP"), would not represent a deviation from its UTEP; and

**WHEREAS**, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

**WHEREAS**, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in

Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

**WHEREAS**, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

**Section 1.** The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

**Section 2.** In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

**Section 3.** The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

**Section 4.** The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

**Section 5.**

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the

Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

**Section 6.** 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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

**Section 7.** This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

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

I, the undersigned 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 May 6, 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 6<sup>th</sup> day of May, 2021.



David J. Zembiec  
David J. Zembiec, Chief Executive Officer

Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	29,028.53
2	28,459.35
3	27,901.32
4	27,354.23
5	26,817.88
6	26,292.04
7	25,776.51
8	25,271.08
9	24,775.57
10	24,289.78
11	23,813.51
12	23,346.58
13	22,888.80
14	22,440.00
15	22,000.00

**INITIAL PROJECT RESOLUTION**  
*(NY 18144 Game Farm, LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, May 6, 2021 at 8:30 a.m.

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

Resolution No. 05.06.2021.11

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING AN APPLICATION SUBMITTED BY NY 18144 GAME FARM, LLC 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; (iv) ADOPTING FINDINGS WITH RESPECT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA"); AND (v) 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 industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **NY 18144 GAME FARM, LLC**, for itself and/or for an entity or entities to be formed (collectively, the "Company"), has submitted an application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately 28 acres of real property located at 18144 Game Farm Road in the Town of Brownville, New York (the "Land", being more particularly described as a portion of tax parcel No. 73.00-1-47.1); (ii) the planning, design, construction and operation of a 5MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment"; and, collectively 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 a partial real property tax abatement through the execution of an agreement with the Agency regarding payments in lieu of real property taxes to be made for the benefit of the Affected Tax Jurisdictions; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 NYCRR Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Town of Brownville Planning Board (the "Planning Board"), acting as "lead agency" (as such term is defined under SEQRA), previously undertook a "coordinated review" (as such term is defined under SEQRA) of the Project, determined that the Project was a "Type I Action" (as such term is defined under SEQRA) and on August 31, 2020, issued a "negative declaration" (as such term is defined under SEQRA) with respect to the Project (the "Negative Declaration", a copy of which, along with related Environmental Assessment Form, or "EAF"), is attached hereto as Exhibit A); and

WHEREAS, the Agency desires to (i) accept the Application, (ii) authorize the scheduling and conduct of a public hearing pursuant to and in accordance with the Act, and (iii) negotiate, but not enter into an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), a Lease Agreement (the "Lease Agreement"), a Leaseback Agreement (the "Leaseback Agreement"), a Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), and related documents with the Company.

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; and

(E) Based upon a review of the Application, EAF and the Negative Declaration submitted to the Agency, the Agency hereby:

(i) consents to and affirms the status of the Planning Board as Lead Agency for review of the Project, within the meaning of, and for all purposes of complying with SEQRA; and

(ii) ratifies the proceedings undertaken by the Planning Board pursuant to SEQRA with respect to the construction and equipping of the Project pursuant to SEQRA, including the Negative Declaration; and

(iii) Based upon the review by the Agency of the EAF, Negative Declaration and related documents delivered by the Company to the Agency and other representations made by the Company to the Agency in connection with the Project, the Agency hereby finds that (a) the Project will result in no major impacts and, therefore, is one which may not cause significant damage to the environment; (b) the Project will not have a "significant effect on the environment" (as such quoted term is defined under SEQRA); and (c) no "environmental impact statement" (as such quoted term is defined under SEQRA) need be prepared for this action. This determination constitutes a "negative declaration" (as such quoted terms are defined under SEQRA) for purposes of SEQRA.

Section 2. The proposed financial assistance being contemplated by the Agency includes a partial real property tax abatement through the execution of an agreement with the Agency regarding payments in lieu of real property taxes to be made for the benefit of the Affected Tax Jurisdictions.

Section 3. 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 the Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement, and 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 4. The Agency hereby authorizes the scheduling and conduct a public hearing in compliance with the Act.

Section 5. Harris Beach PLLC, as General and 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 6. 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 7. 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.	[ X ]	[ ]	[ ]	[ ]
David J. Converse	[ X ]	[ ]	[ ]	[ ]
John Jennings	[ X ]	[ ]	[ ]	[ ]
William W. Johnson	[ ]	[ ]	[ X ]	[ ]
Lisa L'Huillier	[ X ]	[ ]	[ ]	[ ]
W. Edward Walldroff	[ ]	[ ]	[ X ]	[ ]
Paul J. Warneck	[ X ]	[ ]	[ ]	[ ]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK                    )  
COUNTY OF JEFFERSON            ) SS:

I, the undersigned (Acting) Chairman 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 May 6, 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 6<sup>th</sup> day of May, 2021.

  
\_\_\_\_\_  
David J. Converse, Chairman

  
[SEAL]

EXHIBIT A  
SEQRA MATERIALS

BARCLAY DAMON <sup>LLP</sup>

Joseph W. Russell  
Partner

September 3, 2020

Thomas Voss (thomas.voss@dec.ny.gov)  
NYS Department of Conservation  
Dulles State Office Building  
317 Washington Street  
Watertown, NY 13601

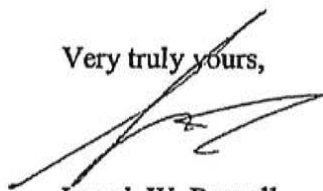
Re: Town of Brownville Planning Board Solar Project  
Notice of Completion of SEQRA  
Jefferson County, New York

Dear Mr. Voss:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec  
Enclosures

cc: Town of Brownville Planning Board  
Dan Csaplár, Consultant

BARCLAY DAMON LLP

Joseph W. Russell  
Partner

September 3, 2020

Nancy Herter (Nancy.Herter@parks.ny.gov)  
NYS Office of Parks, Recreation and Historic Preservation  
Peebles Island  
PO Box 189  
Waterford, NY

Re: Town of Brownville Planning Board Solar Project  
Notice of Completion of SEQRA  
Jefferson County, New York

Dear Ms. Harter:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec  
Enclosures

cc: Town of Brownville Planning Board  
Dan Csaplár, Consultant

BARCLAY DAMON <sup>U.P.</sup>

Joseph W. Russell  
Partner

September 3, 2020

Thomas Compo (thomas.compo@dot.ny.gov)  
NYS Department of Transportation  
Dulles State Office Building  
317 Washington Street  
Watertown, NY 13601

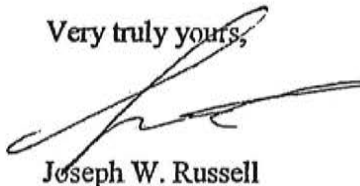
Re: Town of Brownville Planning Board Solar Project  
Notice of Completion of SEQRA  
Jefferson County, New York

Dear Mr. Compo:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec  
Enclosures

cc: Town of Brownville Planning Board  
Dan Csaplár, Consultant

BARCLAY DAMON <sup>LLP</sup>

Joseph W. Russell  
Partner

September 3, 2020

NYSERDA  
17 Columbia Circle  
Albany, NY 12203-6399

Re: Town of Brownville Planning Board Solar Project  
Notice of Completion of SEQRA  
Jefferson County, New York

Dear Sir/Madam:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec  
Enclosures

cc: Town of Brownville Planning Board  
Dan Csaplár, Consultant

BARCLAY DAMON <sup>LLP</sup>

Joseph W. Russell  
Partner

September 3, 2020

Jefferson County Industrial Development Agency  
800 Starbuck Avenue, STE 800  
Watertown, NY 13601

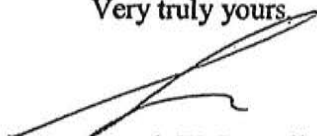
Re: Town of Brownville Planning Board Solar Project  
Notice of Completion of SEQRA  
Jefferson County, New York

Dear Sir/Madam:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec

Enclosures

cc: Town of Brownville Planning Board  
Dan Csaplar, Consultant

**Full Environmental Assessment Form**  
**Part 2 - Identification of Potential Project Impacts**

Agency Use Only (If applicable)

Project: \_\_\_\_\_

Date: \_\_\_\_\_

Part 2 is to be completed by the lead agency. Part 2 is designed to help the lead agency inventory all potential resources that could be affected by a proposed project or action. We recognize that the lead agency's reviewer(s) will not necessarily be environmental professionals. So, the questions are designed to walk a reviewer through the assessment process by providing a series of questions that can be answered using the information found in Part 1. To further assist the lead agency in completing Part 2, the form identifies the most relevant questions in Part 1 that will provide the information needed to answer the Part 2 question. When Part 2 is completed, the lead agency will have identified the relevant environmental areas that may be impacted by the proposed activity.

If the lead agency is a state agency and the action is in any Coastal Area, complete the Coastal Assessment Form before proceeding with this assessment.

**Tips for completing Part 2:**

- Review all of the information provided in Part 1.
- Review any application, maps, supporting materials and the Full EAF Workbook.
- Answer each of the 18 questions in Part 2.
- If you answer "Yes" to a numbered question, please complete all the questions that follow in that section.
- If you answer "No" to a numbered question, move on to the next numbered question.
- Check appropriate column to indicate the anticipated size of the impact.
- Proposed projects that would exceed a numeric threshold contained in a question should result in the reviewing agency checking the box "Moderate to large impact may occur."
- The reviewer is not expected to be an expert in environmental analysis.
- If you are not sure or undecided about the size of an impact, it may help to review the sub-questions for the general question and consult the workbook.
- When answering a question consider all components of the proposed activity, that is, the "whole action".
- Consider the possibility for long-term and cumulative impacts as well as direct impacts.
- Answer the question in a reasonable manner considering the scale and context of the project.

<b>1. Impact on Land</b> Proposed action may involve construction on, or physical alteration of, the land surface of the proposed site. (See Part 1. D.1) If "Yes", answer questions a - j. If "No", move on to Section 2.			
		<input type="checkbox"/> NO	<input checked="" type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may involve construction on land where depth to water table is less than 3 feet.	E2d	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may involve construction on slopes of 15% or greater.	E2f	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may involve construction on land where bedrock is exposed, or generally within 5 feet of existing ground surface.	E2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve the excavation and removal of more than 1,000 tons of natural material.	D2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may involve construction that continues for more than one year or in multiple phases.	D1e	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result in increased erosion, whether from physical disturbance or vegetation removal (including from treatment by herbicides).	D2e, D2q	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. The proposed action is, or may be, located within a Coastal Erosion hazard area.	B1i	<input checked="" type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input checked="" type="checkbox"/>	<input type="checkbox"/>

**2. Impact on Geological Features**

The proposed action may result in the modification or destruction of, or inhibit access to, any unique or unusual land forms on the site (e.g., cliffs, dunes, minerals, fossils, caves). (See Part I. E.2.g)

☒ NO☐ YES

If "Yes", answer questions a - c. If "No", move on to Section 3.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Identify the specific land form(s) attached: _____	E2g	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may affect or is adjacent to a geological feature listed as a registered National Natural Landmark. Specific feature: _____	E3c	<input type="checkbox"/>	<input type="checkbox"/>
c. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

**3. Impacts on Surface Water**

The proposed action may affect one or more wetlands or other surface water bodies (e.g., streams, rivers, ponds or lakes). (See Part I. D.2, E.2.h)

☒ NO☐ YES

If "Yes", answer questions a - l. If "No", move on to Section 4.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may create a new water body.	D2b, D1h	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in an increase or decrease of over 10% or more than a 10 acre increase or decrease in the surface area of any body of water.	D2b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may involve dredging more than 100 cubic yards of material from a wetland or water body.	D2a	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve construction within or adjoining a freshwater or tidal wetland, or in the bed or banks of any other water body.	E2h	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may create turbidity in a waterbody, either from upland erosion, runoff or by disturbing bottom sediments.	D2a, D2h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may include construction of one or more intake(s) for withdrawal of water from surface water.	D2c	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may include construction of one or more outfall(s) for discharge of wastewater to surface water(s).	D2d	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action may cause soil erosion, or otherwise create a source of stormwater discharge that may lead to siltation or other degradation of receiving water bodies.	D2e	<input type="checkbox"/>	<input type="checkbox"/>
i. The proposed action may affect the water quality of any water bodies within or downstream of the site of the proposed action.	E2h	<input type="checkbox"/>	<input type="checkbox"/>
j. The proposed action may involve the application of pesticides or herbicides in or around any water body.	D2q, E2h	<input type="checkbox"/>	<input type="checkbox"/>
k. The proposed action may require the construction of new, or expansion of existing, wastewater treatment facilities.	D1a, D2d	<input type="checkbox"/>	<input type="checkbox"/>

1. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>
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#### 4. Impact on groundwater

The proposed action may result in new or additional use of ground water, or may have the potential to introduce contaminants to ground water or an aquifer.

(See Part 1. D.2.a, D.2.c, D.2.d, D.2.p, D.2.q, D.2.t)

If "Yes", answer questions a - h. If "No", move on to Section 5.

☒ NO

☐ YES

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may require new water supply wells, or create additional demand on supplies from existing water supply wells.	D2c	<input type="checkbox"/>	<input type="checkbox"/>
b. Water supply demand from the proposed action may exceed safe and sustainable withdrawal capacity rate of the local supply or aquifer. Cite Source: _____	D2c	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may allow or result in residential uses in areas without water and sewer services.	D1a, D2c	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may include or require wastewater discharged to groundwater.	D2d, E2l	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in the construction of water supply wells in locations where groundwater is, or is suspected to be, contaminated.	D2c, E1f, E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may require the bulk storage of petroleum or chemical products over ground water or an aquifer.	D2p, E2l	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may involve the commercial application of pesticides within 100 feet of potable drinking water or irrigation sources.	E2h, D2q, E2l, D2c	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

#### 5. Impact on Flooding

The proposed action may result in development on lands subject to flooding.

(See Part 1. E.2)

If "Yes", answer questions a - g. If "No", move on to Section 6.

☒ NO

☐ YES

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in development in a designated floodway.	E2i	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in development within a 100 year floodplain.	E2j	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in development within a 500 year floodplain.	E2k	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in, or require, modification of existing drainage patterns.	D2b, D2e	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may change flood water flows that contribute to flooding.	D2b, E2i, E2j, E2k	<input type="checkbox"/>	<input type="checkbox"/>
f. If there is a dam located on the site of the proposed action, is the dam in need of repair, or upgrade?	E1e	<input type="checkbox"/>	<input type="checkbox"/>

g. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>
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## 6. Impacts on Air

The proposed action may include a state regulated air emission source.  
(See Part 1. D.2.f., D.2.h, D.2.g)

☒ NO

☐ YES

If "Yes", answer questions a - f. If "No", move on to Section 7.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. If the proposed action requires federal or state air emission permits, the action may also emit one or more greenhouse gases at or above the following levels: i. More than 1000 tons/year of carbon dioxide (CO <sub>2</sub> ) ii. More than 3.5 tons/year of nitrous oxide (N <sub>2</sub> O) iii. More than 1000 tons/year of carbon equivalent of perfluorocarbons (PFCs) iv. More than .045 tons/year of sulfur hexafluoride (SF <sub>6</sub> ) v. More than 1000 tons/year of carbon dioxide equivalent of hydrochlorofluorocarbons (HFCs) emissions vi. 43 tons/year or more of methane	D2g D2g D2g D2g D2g D2h	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
b. The proposed action may generate 10 tons/year or more of any one designated hazardous air pollutant, or 25 tons/year or more of any combination of such hazardous air pollutants.	D2g	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may require a state air registration, or may produce an emissions rate of total contaminants that may exceed 5 lbs. per hour, or may include a heat source capable of producing more than 10 million BTU's per hour.	D2f, D2g	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may reach 50% of any of the thresholds in "a" through "c", above.	D2g	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in the combustion or thermal treatment of more than 1 ton of refuse per hour.	D2s	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

## 7. Impact on Plants and Animals

The proposed action may result in a loss of flora or fauna. (See Part 1. E.2. m.-q.)

☒ NO

☐ YES

If "Yes", answer questions a - j. If "No", move on to Section 8.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may cause reduction in population or loss of individuals of any threatened or endangered species, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site.	E2o	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in a reduction or degradation of any habitat used by any rare, threatened or endangered species, as listed by New York State or the federal government.	E2o	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may cause reduction in population, or loss of individuals, of any species of special concern or conservation need, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site.	E2p	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in a reduction or degradation of any habitat used by any species of special concern and conservation need, as listed by New York State or the Federal government.	E2p	<input type="checkbox"/>	<input type="checkbox"/>

e. The proposed action may diminish the capacity of a registered National Natural Landmark to support the biological community it was established to protect.	E3c	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result in the removal of, or ground disturbance in, any portion of a designated significant natural community. Source: _____	E2n	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may substantially interfere with nesting/breeding, foraging, or over-wintering habitat for the predominant species that occupy or use the project site.	E2m	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action requires the conversion of more than 10 acres of forest, grassland or any other regionally or locally important habitat. Habitat type & information source: _____	E1b	<input type="checkbox"/>	<input type="checkbox"/>
i. Proposed action (commercial, industrial or recreational projects, only) involves use of herbicides or pesticides.	D2q	<input type="checkbox"/>	<input type="checkbox"/>
j. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

<b>8. Impact on Agricultural Resources</b> The proposed action may impact agricultural resources. (See Part 1. E.3.a. and b.) <input checked="" type="checkbox"/> NO <input type="checkbox"/> YES <i>If "Yes", answer questions a - h. If "No", move on to Section 9.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may impact soil classified within soil group 1 through 4 of the NYS Land Classification System.	E2c, E3b	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may sever, cross or otherwise limit access to agricultural land (includes cropland, hayfields, pasture, vineyard, orchard, etc).	E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in the excavation or compaction of the soil profile of active agricultural land.	E3b	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may irreversibly convert agricultural land to non-agricultural uses, either more than 2.5 acres if located in an Agricultural District, or more than 10 acres if not within an Agricultural District.	E1b, E3a	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may disrupt or prevent installation of an agricultural land management system.	E1 a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result, directly or indirectly, in increased development potential or pressure on farmland.	C2c, C3, D2c, D2d	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed project is not consistent with the adopted municipal Farmland Protection Plan.	C2c	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

<b>9. Impact on Aesthetic Resources</b> The land use of the proposed action are obviously different from, or are in sharp contrast to, current land use patterns between the proposed project and a scenic or aesthetic resource. (Part 1. E.1.a, E.1.b, E.3.h.) <i>If "Yes", answer questions a - g. If "No", go to Section 10.</i>			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Proposed action may be visible from any officially designated federal, state, or local scenic or aesthetic resource.	E3h	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the obstruction, elimination or significant screening of one or more officially designated scenic views.	E3h, C2b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may be visible from publicly accessible vantage points: i. Seasonally (c.g., screened by summer foliage, but visible during other seasons) ii. Year round	E3h	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
d. The situation or activity in which viewers are engaged while viewing the proposed action is: i. Routine travel by residents, including travel to and from work ii. Recreational or tourism based activities	E3h E2q, E1c	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
e. The proposed action may cause a diminishment of the public enjoyment and appreciation of the designated aesthetic resource.	E3h	<input type="checkbox"/>	<input type="checkbox"/>
f. There are similar projects visible within the following distance of the proposed project: 0-1/2 mile 1/2 -3 mile 3-5 mile 5+ mile	D1a, E1a, D1f, D1g	<input type="checkbox"/>	<input type="checkbox"/>
g. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

<b>10. Impact on Historic and Archeological Resources</b> The proposed action may occur in or adjacent to a historic or archaeological resource. (Part 1. E.3.e, f. and g.) <i>If "Yes", answer questions a - e. If "No", go to Section 11.</i>			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may occur wholly or partially within, or substantially contiguous to, any buildings, archaeological site or district which is listed on or has been nominated by the NYS Board of Historic Preservation for inclusion on the State or National Register of Historic Places.	E3e	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may occur wholly or partially within, or substantially contiguous to, an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory.	E3f	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may occur wholly or partially within, or substantially contiguous to, an archaeological site not included on the NY SHPO inventory. Source: _____	E3g	<input type="checkbox"/>	<input type="checkbox"/>

d. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>
If any of the above (a-d) are answered "Moderate to large impact may occur", continue with the following questions to help support conclusions in Part 3:			
i. The proposed action may result in the destruction or alteration of all or part of the site or property.	E3e, E3g, E3f	<input type="checkbox"/>	<input type="checkbox"/>
ii. The proposed action may result in the alteration of the property's setting or integrity.	E3e, E3f, E3g, E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
iii. The proposed action may result in the introduction of visual elements which are out of character with the site or property, or may alter its setting.	E3e, E3f, E3g, E3h, C2, C3	<input type="checkbox"/>	<input type="checkbox"/>

<b>11. Impact on Open Space and Recreation</b> The proposed action may result in a loss of recreational opportunities or a reduction of an open space resource as designated in any adopted municipal open space plan. (See Part 1. C.2.c, E.1.c., E.2.q.) If "Yes", answer questions a - e. If "No", go to Section 12.			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in an impairment of natural functions, or "ecosystem services", provided by an undeveloped area, including but not limited to stormwater storage, nutrient cycling, wildlife habitat.	D2e, E1b, E2h, E2m, E2o, E2n, E2p	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the loss of a current or future recreational resource.	C2a, E1c, C2c, E2q	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may eliminate open space or recreational resource in an area with few such resources.	C2a, C2c, E1c, E2q	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in loss of an area now used informally by the community as an open space resource.	C2c, E1c	<input type="checkbox"/>	<input type="checkbox"/>
e. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

<b>12. Impact on Critical Environmental Areas</b> The proposed action may be located within or adjacent to a critical environmental area (CEA). (See Part 1. E.3.d) If "Yes", answer questions a - c. If "No", go to Section 13.			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in a reduction in the quantity of the resource or characteristic which was the basis for designation of the CEA.	E3d	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in a reduction in the quality of the resource or characteristic which was the basis for designation of the CEA.	E3d	<input type="checkbox"/>	<input type="checkbox"/>
c. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

**13. Impact on Transportation**

The proposed action may result in a change to existing transportation systems.  
(See Part 1. D.2.j)

☒ NO☐ YES

If "Yes", answer questions a - f. If "No", go to Section 14.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Projected traffic increase may exceed capacity of existing road network.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the construction of paved parking area for 500 or more vehicles.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action will degrade existing transit access.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action will degrade existing pedestrian or bicycle accommodations.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may alter the present pattern of movement of people or goods.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

**14. Impact on Energy**

The proposed action may cause an increase in the use of any form of energy.  
(See Part 1. D.2.k)

☒ NO☐ YES

If "Yes", answer questions a - e. If "No", go to Section 15.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action will require a new, or an upgrade to an existing, substation.	D2k	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action will require the creation or extension of an energy transmission or supply system to serve more than 50 single or two-family residences or to serve a commercial or industrial use.	D1f, D1q, D2k	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may utilize more than 2,500 MWhrs per year of electricity.	D2k	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve heating and/or cooling of more than 100,000 square feet of building area when completed.	D1g	<input type="checkbox"/>	<input type="checkbox"/>
e. Other Impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

**15. Impact on Noise, Odor, and Light**

The proposed action may result in an increase in noise, odors, or outdoor lighting.  
(See Part 1. D.2.m., n., and o.)

☒ NO☐ YES

If "Yes", answer questions a - f. If "No", go to Section 16.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may produce sound above noise levels established by local regulation.	D2m	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in blasting within 1,500 feet of any residence, hospital, school, licensed day care center, or nursing home.	D2m, E1d	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in routine odors for more than one hour per day.	D2o	<input type="checkbox"/>	<input type="checkbox"/>

d. The proposed action may result in light shining onto adjoining properties.	D2n	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in lighting creating sky-glow brighter than existing area conditions.	D2n, E1a	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

#### 16. Impact on Human Health

The proposed action may have an impact on human health from exposure to new or existing sources of contaminants. (See Part I.D.2.q., E.1. d. f. g. and h.)

☒ NO

☐ YES

If "Yes", answer questions a - m. If "No", go to Section 17.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action is located within 1500 feet of a school, hospital, licensed day care center, group home, nursing home or retirement community.	E1d	<input type="checkbox"/>	<input type="checkbox"/>
b. The site of the proposed action is currently undergoing remediation.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
c. There is a completed emergency spill remediation, or a completed environmental site remediation on, or adjacent to, the site of the proposed action.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
d. The site of the action is subject to an institutional control limiting the use of the property (e.g., easementor deed restriction).	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may affect institutional control measures that were put in place to ensure that the site remains protective of the environment and human health.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action has adequate control measures in place to ensure that future generation, treatment and/or disposal of hazardous wastes will be protective of the environment and human health.	D2t	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action involves construction or modification of a solid waste management facility.	D2q, E1f	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action may result in the unearthing of solid or hazardous waste.	D2q, E1f	<input type="checkbox"/>	<input type="checkbox"/>
i. The proposed action may result in an increase in the rate of disposal, or processing, of solid waste.	D2r, D2s	<input type="checkbox"/>	<input type="checkbox"/>
j. The proposed action may result in excavation or other disturbance within 2000 feet of a site used for the disposal of solid or hazardous waste.	E1f, E1g E1h	<input type="checkbox"/>	<input type="checkbox"/>
k. The proposed action may result in the migration of explosive gases from a landfill site to adjacent off site structures.	E1f, E1g	<input type="checkbox"/>	<input type="checkbox"/>
l. The proposed action may result in the release of contaminated leachate from the project site.	D2s, E1f, D2r	<input type="checkbox"/>	<input type="checkbox"/>
m. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

**17. Consistency with Community Plans**

The proposed action is not consistent with adopted land use plans.  
(See Part I. C.1, C.2. and C.3.)

☒ NO

☐ YES

If "Yes", answer questions a - h. If "No", go to Section 18.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action's land use components may be different from, or in sharp contrast to, current surrounding land use pattern(s).	C2, C3, D1a E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action will cause the permanent population of the city, town or village in which the project is located to grow by more than 5%.	C2	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action is inconsistent with local land use plans or zoning regulations.	C2, C2, C3	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action is inconsistent with any County plans, or other regional land use plans.	C2, C2	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may cause a change in the density of development that is not supported by existing infrastructure or is distant from existing infrastructure.	C3, D1c, D1d, D1f, D1d, E1b	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action is located in an area characterized by low density development that will require new or expanded public infrastructure.	C4, D2c, D2d D2j	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may induce secondary development impacts (e.g., residential or commercial development not included in the proposed action)	C2a	<input type="checkbox"/>	<input type="checkbox"/>
h. Other: _____		<input type="checkbox"/>	<input type="checkbox"/>

**18. Consistency with Community Character**

The proposed project is inconsistent with the existing community character.  
(See Part I. C.2, C.3, D.2, E.3)

☒ NO

☐ YES

If "Yes", answer questions a - g. If "No", proceed to Part 3.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may replace or eliminate existing facilities, structures, or areas of historic importance to the community.	E3e, E3f, E3g	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may create a demand for additional community services (e.g. schools, police and fire)	C4	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may displace affordable or low-income housing in an area where there is a shortage of such housing.	C2, C3, D1f D1g, E1a	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may interfere with the use or enjoyment of officially recognized or designated public resources.	C2, E3	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action is inconsistent with the predominant architectural scale and character.	C2, C3	<input type="checkbox"/>	<input type="checkbox"/>
f. Proposed action is inconsistent with the character of the existing natural landscape.	C2, C3 E1a, E1b E2g, E2h	<input type="checkbox"/>	<input type="checkbox"/>
g. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

PRINT FULL FORM

**Full Environmental Assessment Form**  
**Part 3 - Evaluation of the Magnitude and Importance of Project Impacts**  
**and**  
**Determination of Significance**

Part 3 provides the reasons in support of the determination of significance. The lead agency must complete Part 3 for every question in Part 2 where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.

Based on the analysis in Part 3, the lead agency must decide whether to require an environmental impact statement to further assess the proposed action or whether available information is sufficient for the lead agency to conclude that the proposed action will not have a significant adverse environmental impact. By completing the certification on the next page, the lead agency can complete its determination of significance.

**Reasons Supporting This Determination:**

To complete this section:

- Identify the impact based on the Part 2 responses and describe its magnitude. Magnitude considers factors such as severity, size or extent of an impact.
- Assess the importance of the impact. Importance relates to the geographic scope, duration, probability of the impact occurring, number of people affected by the impact and any additional environmental consequences if the impact were to occur.
- The assessment should take into consideration any design element or project changes.
- Repeat this process for each Part 2 question where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.
- Provide the reason(s) why the impact may, or will not, result in a significant adverse environmental impact
- For Conditional Negative Declarations identify the specific condition(s) imposed that will modify the proposed action so that no significant adverse environmental impacts will result.
- Attach additional sheets, as needed.

**Determination of Significance - Type 1 and Unlisted Actions**

SEQR Status: ☒ Type 1 ☐ Unlisted

Identify portions of EAF completed for this Project: ☐ Part 1 ☐ Part 2 ☐ Part 3

Upon review of the information recorded on this EAF, as noted, plus this additional support information

and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the \_\_\_\_\_ as lead agency that:

☒ A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

☐ B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.7(d)).

☐ C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action: *5.0 MW ground-mounted solar array*

Name of Lead Agency: *Town of Brownville Planning Board*

Name of Responsible Officer in Lead Agency: *Gary Beasley*

Title of Responsible Officer: *Chair*

Signature of Responsible Officer in Lead Agency: *[Signature]*

Date: *8/31/2020*

Signature of Preparer (if different from Responsible Officer)

Date:

**For Further Information:**

Contact Person:

Address:

Telephone Number:

E-mail:

**For Type 1 Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:**

Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)

Other involved agencies (if any)

Applicant (if any)

Environmental Notice Bulletin: <http://www.dec.ny.gov/enb/enb.html>

PRINT FULL FORM

Page 2 of 2



TOWN OF BROWNVILLE  
16431 Star School House Road  
Dexter, NY 13634

September 21, 2020

Sky Solar Holdings, Ltd.

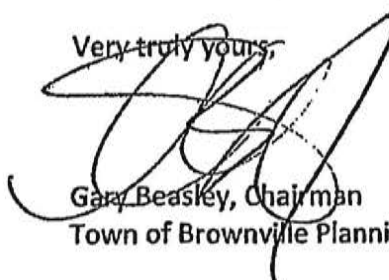
Re: Site Plan and Special Use Permit Application  
Brownville Solar Array Project  
18144 Game Farm Road, Brownville, New York

Dear Sir/Madam:

This letter is to inform you that at its meeting of September 14, 2020, the Town of Brownville Planning Board unanimously (4 – 0) approved the Site Plan and Special Use Permit with the conditions provided by the Department of Transportation and the Development Authority of the North Country relative to the construction standards, copies enclosed. A copy of the minutes are also enclosed.

Please advise if you require anything additional.

Very truly yours,



Gary Beasley, Chairman  
Town of Brownville Planning Board

Cc: Town Attorney  
Dan Csaplar, Consultant

Enclosures

TOWN OF BROWNVILLE  
PLANNING BOARD MEETING  
SPECIAL MEETING

AUG.31, 2020 5:00 PM  
TOWN OFFICE, LIMERICK, NY

PRESENT: Gary Beasley, Ron McGregor, Mike Parks, Norm Peckham, Atty. Russell  
and June McCartin

ABSENT: Tim Cerow and Mark Kellar

MINUTES: Minutes not available.

CORRESP. None

PUBLIC HEARING:

1. None

UNFINISHED

BUSINESS: 1. Ecovue Solar Array

A special meeting was called to review a complete application for Ecovue Solar. The application, represented by Dan Csaplár, project manager, is complete with DANC approval to cross the DANC water line to access the property, an agreement with the Quencers to cross the Quencer property for access and all fees paid. Part I of the EAF is also complete.

The board, with Atty. Russell reviewed Part II and Part III of the EAF. With no impact regarding the EAF Ron McGregor motioned for a negative declaration and Mike Parks seconded the motion. Agreed by all. Ron McGregor motioned approval of the complete application and Mike Parks seconded the motion contingent on approval from DANC and DOT on completion of project as proposed. All agreed.

NEW BUSINESS:

1. None

REPORTS: 1. NA


DISCUSSION: 1. NA

ADJOURNMENT:

Norm Peckham motioned adjournment at 5:28 PM and Ron McGregor seconded the motion. Agreed.

Next meeting scheduled for 9/14/ 2020 at 5:00 PM.

Respectfully Submitted,

  
June McCartin

**Jefferson County Industrial Development Agency  
Special Board Meeting Minutes  
May 13, 2021**

**DRAFT**

The Jefferson County Industrial Development Agency held a special board meeting on Thursday, May 13, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY and via zoom.

**Present:** David Converse, Chair,

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

**Excused:** None

**Absent:** None

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Jay Matteson, Rob Aiken

**Zoom:** Elizabeth Wolters, John Wagner, Doug Shelmidine, Brittany Davis, Mike Bourcy, Katie Malinowski, Adam Miner, Robert Hagemann, Darren Suarez, Andrew Buckley, Greg Gardner, Ron Robbins

**I. Call to Order:** Chairman Converse called the meeting to order at 8:03 a.m.

**II. Pledge of Allegiance**

**III. Public Comment:** Mr. Converse invited guests to speak.

Darren Suarez (Boralex) – Mr. Suarez said that they have two projects in Jefferson County – one in the Town of Hounsfield and the other in the Town of Watertown and noted that they have been in NYS for the last 20 years. He said that Boralex is happy to address any concerns; is willing to design projects to accommodate crop production; and noted that we should work together for the betterment of the community.

**IV. Special Business:** The purpose of the special meeting is to discuss the impact of solar projects on prime farmland.

Mr. Matteson introduced Elizabeth Wolters who is the Deputy Director of Public Policy for NY Farm Bureau. He said that today's meeting will be an open discussion and invited board members and guests to ask questions/make comments.

Ms. Wolters started by saying that the state has set a big goal for solar development. She said the conversations come up because farmland is a good place to site solar since its flat and gets sun. She said that they mitigate the impacts and seek input from other state agencies such as DEC and Ag and Markets.

Mr. Warneck asked how Ms. Wolters sees the ORES siting process – as in removing the local input. Ms. Wolters said that she doesn't have a good answer, but noted that there is some consideration to local zoning.

Mr. Warneck said that we are waiting for the outcome of the state review. He said that he is at a loss on how to proceed with large scale projects and is nervous about the ORES outcome.

**Jefferson County Industrial Development Agency  
Special Board Meeting Minutes  
May 13, 2021**

**DRAFT**

Ms. Wolters said that NYSERDA has several Technical Working Groups (TWIG) and now has the 'A TWIG' which is an ag tech working group. She said they had their first meeting recently to discuss siting on farmland. Ms. Malinowski indicated that the Tug Hill Commission is a part of the group.

Mr. Aliasso is of the opinion that solar and farming can't co-exist and wonders what will happen to the north country when there are several renewable projects with no jobs.

Ms. Wolters said the land that is targeted is due to land availability and connectivity. She said it presents opportunity for leasing rights. She said to look at the aspects to co-exist (i.e. sheep grazing).

Mr. Gardner joined the meeting at 8:29 a.m.

Mr. Aliasso thinks that Jefferson County is going to see some major impacts. Ms. Wolters said that it is hard to do a statewide policy. Mr. Aliasso said that we have tried to control where development is sited; however, the development is so far ahead.

Mr. Walldroff said that we try to determine the risk/benefits. He said that solar panel siting is a revenue generator and host community agreements is a public benefit.

Mr. Warneck pointed out that our only tool is to incentivize.

Ms. Malinowski mentioned that the Tug Hill helped the Town of Watertown develop their solar policy.

Mr. Converse left the meeting at 8:44 a.m.

Mr. Warneck said that the impact on the local ag base should be considered. Ms. Wolters said that the impact should be looked at and said that its good policy to review everything.

Mr. Jennings said that the state is pushing to move everything to electric.

Ms. Malinowski said that 3,000 megawatts of solar has been installed according to the NYSERDA website. Mr. Suarez said that the 6,000 megawatt goal is only for DG (small scale).

Mr. Walldroff said that it frustrates him that the utilization of rooftop solar is lacking from the conversation. He thinks it could hit the state's goal without using farmland. Mr. Jennings commented that it could be an infrastructure challenge and cause major renovations.

Mr. Warneck asked if there is a role for Ag and Markets. Ms. Wolters said that they should be involved with the discussions.

Mr. Gardner asked if there are any studies or an awareness of solar economic impact versus farming and asked what happens to other industries when solar is developed on farmland. Mr. Wolters said that she is not aware of any but will look into it.

Mr. Jennings left the meeting at 9:01 a.m.

Jefferson County Industrial Development Agency  
Special Board Meeting Minutes  
May 13, 2021

**DRAFT**

Mr. Matteson encouraged all of today's guests to become a member of the Farm Bureau since they are membership based.

At this time, Mr. Matteson reviewed his PowerPoint presentation about the disincentive model. He said that the disincentive model proposal is to apply an increase of 30% - 50% increase over the base payment price (\$5,500/MW for prime and prime-if-drained farmland). He said that we are trying to find a balance. Mr. Warneck pointed out that we are in the middle of revising our current UTEP. Mr. Zembiec said that the current UTEP does not allow for utility scale projects. Mr. Aliasso said the model gets us closer to 50% abatement.

Mr. Gardner said that he doesn't like the 'disincentive' word because it sounds negative. It was asked if this model will effectuate change. Mr. Suarez pointed out that developers spend about two years obtaining land and completing the research before they are brought forth; therefore, developers will have to look at the entire economics and assessed value before they make a choice.

- V. **Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Aliasso. The special meeting adjourned at 9:43 a.m.

Respectfully submitted,

*Peggy Sampson*

# JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

## Income Statement for the Eight Month Period Ending May 31, 2021

Prepared by Lyle Eaton, May 27, 2021

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
<b>Revenues</b>					
Application & Process Fees	\$ 3,000.00	20,900.00	\$ (14,700.00)	2,500.00	(17,900.00)
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	914,174.00	1,328,082.40	883,207.40	199,105.00	(413,908.40)
Fee Income - RLF Program	43,424.00	18,092.90	0.00	0.00	25,331.10
Fee Income - Micro Program	26,137.00	10,890.40	0.00	0.00	15,246.60
Interest Income	3,500.00	1,414.58	142.97	177.05	2,085.42
Interest Income - RLF Program	25,000.00	16,122.73	2,091.83	2,107.60	8,877.27
Interest Income - City Fund	6,000.00	3,089.16	337.79	339.17	2,910.84
Interest Income - Micro Prog.	9,000.00	5,065.17	286.65	883.50	3,934.83
Late Payment Penalty - Micro	100.00	92.18	0.00	28.38	7.82
Miscellaneous Income	1,500.00	66,408.39	62,135.50	170.66	(64,908.39)
YMCA Income	0.00	19,656.74	13,493.44	1,085.00	(19,656.74)
Credits on Easement	0.00	2,656.44	0.00	0.00	(2,656.44)
<b>Total Revenues</b>	<b>1,314,262.00</b>	<b>1,774,898.29</b>	<b>946,995.58</b>	<b>206,396.36</b>	<b>(460,636.29)</b>
<b>Operations</b>					
Office Expense	1,000.00	874.51	0.00	0.00	125.49
RCI Fee Sharing	139,714.00	139,713.50	0.00	0.00	0.50
Admin Services Exp	662,665.00	441,776.64	55,222.08	55,222.08	220,888.36
Depreciation Expense - Sailing	0.00	1,357.96	1,357.96	0.00	(1,357.96)
D&O Insurance	14,000.00	9,714.64	1,214.33	1,214.33	4,285.36
Commercial Insurance	10,000.00	5,151.36	643.92	643.92	4,848.64
FTZ Expense	1,250.00	1,250.00	0.00	0.00	0.00
Legal - Unrestricted	18,000.00	21,023.77	1,631.71	2,110.36	(3,023.77)
Legal YMCA	0.00	6,163.30	0.00	1,085.00	(6,163.30)
Accounting & Auditing	11,000.00	10,700.00	0.00	0.00	300.00
CEDS Update	7,500.00	0.00	0.00	0.00	7,500.00
Consultants	0.00	1,500.00	0.00	0.00	(1,500.00)
Coffeen Park Taxes	1,700.00	1,759.79	0.00	0.00	(59.79)
Airport Park Taxes	1,000.00	1,052.54	0.00	0.00	(52.54)
Fees Expense	2,000.00	2,132.70	171.70	101.00	(132.70)
Bad Debt--RLF	190,000.00	(15,805.00)	0.00	0.00	205,805.00
Bad Debt--Micro	30,642.00	0.00	0.00	0.00	30,642.00
RLF Program Expense	43,424.00	18,092.90	0.00	0.00	25,331.10
Microenterprise Program Exp	26,167.00	10,890.40	0.00	0.00	15,276.60
RLF Audit Expense	800.00	0.00	0.00	0.00	800.00
146 Arsenal Bldg Maintenance	0.00	2,765.00	0.00	0.00	(2,765.00)
Plowing 146 Arsenal	20,000.00	0.00	0.00	0.00	20,000.00
IDA 146 Arsenal Bldg Expense	25,000.00	18,607.99	1,430.04	3,119.10	6,392.01
City/County Parking Lot Fund	20,000.00	20,000.00	0.00	0.00	0.00
Insurance	13,000.00	17,246.00	2,155.75	2,155.75	(4,246.00)
Building Depreciation	33,000.00	45,499.81	5,327.39	5,327.39	(12,499.81)
146 Arsenal Equip. Depreciation	3,000.00	3,181.76	397.72	397.72	(181.76)
146 Arsenal Electric	20,000.00	35,814.45	0.00	4,167.43	(15,814.45)
146 Arsenal Water	2,200.00	2,186.40	0.00	312.36	13.60
Salary Expense	17,000.00	23,781.77	2,615.26	3,952.92	(6,781.77)
Miscellaneous - Unrestricted	200.00	0.00	0.00	0.00	200.00
<b>Total Operations</b>	<b>1,314,262.00</b>	<b>826,432.19</b>	<b>72,167.86</b>	<b>79,809.36</b>	<b>487,829.81</b>
<b>Total Revenue</b>	<b>1,314,262.00</b>	<b>1,774,898.29</b>	<b>946,995.58</b>	<b>206,396.36</b>	<b>(460,636.29)</b>
<b>Total Expenses</b>	<b>1,314,262.00</b>	<b>826,432.19</b>	<b>72,167.86</b>	<b>79,809.36</b>	<b>487,829.81</b>
<b>Net Income Over Expenditures</b>	<b>\$ 0.00</b>	<b>948,466.10</b>	<b>\$ 874,827.72</b>	<b>126,587.00</b>	<b>(948,466.10)</b>

For Internal Use Only

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY****146 Arsenal Expenses for the Eight Month Period Ending May 31, 2021****Prepared by Lyle Eaton**

	Current Year Budget	Year-to-Date Total	Current Month	Previous Month	% YTD of Budget
<b>Expenses</b>					
146 Arsenal Bldg Maintenan	\$ 0.00	2,765.00	\$ 0.00	0.00	0.00
Plowing 146 Arsenal	20,000.00	0.00	0.00	0.00	0.00
IDA 146 Arsenal Bldg Expens	25,000.00	18,607.99	1,430.04	3,119.10	74.43
City/County Parking Lot Fund	20,000.00	20,000.00	0.00	0.00	100.00
Insurance	13,000.00	17,246.00	2,155.75	2,155.75	132.66
Building Depreciation	33,000.00	45,499.81	5,327.39	5,327.39	137.88
146 Arsena Equip. Depreciati	3,000.00	3,181.76	397.72	397.72	106.06
146 Arsenal Electric	20,000.00	35,814.45	0.00	4,167.43	179.07
146 Arsenal Water	2,200.00	2,186.40	0.00	312.36	99.38
Salary Expense	17,000.00	23,781.77	2,615.26	3,952.92	139.89
<b>Total Expenses</b>	<b>\$ 153,200.00</b>	<b>169,083.18</b>	<b>\$ 11,926.16</b>	<b>19,432.67</b>	<b>110.37</b>

Jeff Co Industrial Development Agency  
Balance Sheet  
May 31, 2021

ASSETS

Current Assets		
General Checking	\$	69,433.66
Savings Account		248,755.58
Microenterprise Account		151,629.60
City Loan Account		205,591.78
Revolving Loan Fund Account		3,712,320.40
PILOT Monies Receivable		148,946.22
Apex Admin Fee Rec.		197,241.00
Miscellaneous Receivable		870,293.15
Accounts Receivable YMCA		13,493.44
Acct Receivable - Rogers		18,578.38
RLF Loans Receivable		728,967.38
Microenterprise Loans Rec.		150,233.51
Watn. Economic Growth Fund Rec		80,737.30
Allowance for Bad Debt-RLF		(190,000.00)
Allow. for Bad Debts-MICRO		(30,641.75)
Prepaid Expense		16,506.15
		<hr/>
Total Current Assets		6,392,085.80
Property and Equipment		
Accum Depr - Building	(1,251,066.38)	
Accum Depr. Equipment	(195,020.86)	
Accumulated Depreciation Sidin	(1,357.96)	
		<hr/>
Total Property and Equipment		(1,447,445.20)
Other Assets		
IT Server	6,050.00	
Galaxy Tablets	13,366.00	
Corp. Park Improvements	209,995.14	
Airport Property	884,326.02	
Intangible Asset	53,195.00	
WIP Airport	140,725.86	
WIP Intersection	244,973.52	
Woolworth Building	505,000.00	
Rail Siding CCIP	244,434.00	
146 Ars Building Improvements	1,233,689.56	
WIP Arsenal Deck & Sidewalks	12,495.00	
		<hr/>
Total Other Assets		3,548,250.10
Total Assets	\$	<u><u>8,492,890.70</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
Accounts Payable - Unrestrictd	\$	1,530.00
PILOT Monies Payable		148,946.22
Due HUD - RLF Interest		1,091.52
Due HUD - MICRO Interest		7.95
Due HUD - CITY Loan Interest		1.67
Maintenance Reserve Convergys		14,445.48
Maintenance Expense Convergys		25,927.57
Car Freshner Signage		11,000.00
		<hr/>
Total Current Liabilities		202,950.41

Unaudited - For Mar-93 - ent Purposes Only

Jeff Co Industrial Development Agency  
Balance Sheet  
May 31, 2021

Long-Term Liabilities		
Due NYS/IAP L.T.	180,159.78	
Deferred Revenue - Rogers	19,231.52	
	<hr/>	
Total Long-Term Liabilities		199,391.30
		<hr/>
Total Liabilities		402,341.71
Capital		
General Fund Bal - Unrestrict.	1,065,873.31	
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	948,466.10	
	<hr/>	
Total Capital		8,090,548.99
		<hr/>
Total Liabilities & Capital	\$	8,492,890.70
		<hr/> <hr/>

**Jeff Co Industrial Development Agency**  
**General Checking Cash Receipts Journal**  
**For the Period From May 1, 2021 to May 31, 2021**

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
5/4/21	125001 100001	ACH	FOREFRONT POWER PAID INVOICE TWICE NY 18144 GAME FARM, LLC	2,500.00	2,500.00
5/6/21	207005 205602 100001	469	SANDWICH BAR DUE MICRO SANDWICH BAR DUE SHLDC THE SANDWICH BAR	717.00	358.50 358.50
5/6/21	207005 205602 100001	1401	MAIN ST DUE MICRO MAIN ST DUE SHLDC MAIN STREET CRAFTS & DRAFTS	269.03	134.51 134.52
5/6/21	125501 412501 100001	3229	PRINCIPAL 4/21 INTEREST 4/21 KENNETH F. ROGERS	314.91	171.94 142.97
5/20/21	207005 205602 100001	1403	DUE MICRO DUE SHLDC MAIN STREET CRAFTS & DRAFTS	269.03	134.51 134.52
5/20/21	207005 205602 100001	3048	DUE MICRO DUE SHLDC PAINFULL ACRES	989.37	565.35 424.02
5/20/21	125001 100001	3434	Invoice: 3595 WATERTOWN LOCAL DEVELOPMT CORP	61,984.00	61,984.00
				<u>67,043.34</u>	<u>67,043.34</u>

## Jeff Co Industrial Development Agency

## Miscellaneous Receivables

As of May 31, 2021

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

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
CIDC CARTHAGE INDUSTRIAL DEV. COR JOHN MCHUGH 493-4429	PR 3-23-12				-338.38	-338.38
CIDC CARTHAGE INDUSTRIAL DEV. COR					-338.38	-338.38
LC - LG LAKE CHAMPLAIN LAKE GEORGE R	7-10-2018			270.25		270.25
LC - LG LAKE CHAMPLAIN LAKE GEORGE				270.25		270.25
NEXAMP BUTTERVILLE NEXAMP BUTTERVILLE ROAD	3601	27,805.00				27,805.00
NEXAMP BUTTERVILLE NEXAMP BUTTERVILLE ROAD		27,805.00				27,805.00
NEXAMP PAMELA SOLAR NEXAMP PAMELA SOLAR	3598	176,405.00				176,405.00
NEXAMP PAMELA SOLAR NEXAMP PAMELA SOLAR		176,405.00				176,405.00
NEXAMP WADDINGHAM RD WADDINGHAM ROAD SOLAR, LLC	3599	129,726.00				129,726.00
NEXAMP WADDINGHAM RD WADDINGHAM ROAD SOLAR, LLC		129,726.00				129,726.00
NY USLE CARTHAGE A NY USLE CARTHAGE UNIT A	3606	191,275.02				191,275.02
NY USLE CARTHAGE A NY USLE CARTHAGE UNIT A		191,275.02				191,275.02

**Jeff Co Industrial Development Agency**  
**Miscellaneous Receivables**  
**As of May 31, 2021**

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

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
NY USLE CARTHAGE B NY USLE CARTHAGE UNIT B	3607	145,755.38				145,755.38
NY USLE CARTHAGE B NY USLE CARTHAGE UNIT B		145,755.38				145,755.38
OYA ROBINSON OYA ROBINSON ROAD LLC	3587		99,552.50			99,552.50
OYA ROBINSON OYA ROBINSON ROAD LLC			99,552.50			99,552.50
OYA WAYSIDE OYA WAYSIDE DRIVE, LLC	3588		99,552.50			99,552.50
OYA WAYSIDE OYA WAYSIDE DRIVE, LLC			99,552.50			99,552.50
SOULES ERIC SOULES 315-232-3586	3605	151.50				151.50
SOULES ERIC SOULES		151.50				151.50
Report Total		671,117.90	199,105.00	270.25	-338.38	870,154.77

## Jeff Co Industrial Development Agency

## PILOT Receivables

As of May 31, 2021

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

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
OYA	3567	35,000.00				35,000.00
OYA SOLAR NY,LP	3568	35,000.00				35,000.00
	3569	35,000.00				35,000.00
	3570	35,000.00				35,000.00
	3589		1,394.18			1,394.18
	3590		1,074.47			1,074.47
	3591		1,182.98			1,182.98
	3592		5,294.59			5,294.59
OYA		140,000.00	8,946.22			148,946.22
OYA SOLAR NY,LP						
Report Total		140,000.00	8,946.22			148,946.22

Jefferson County Industrial Development Agency  
Revolving Loan Fund Receivables  
May 31, 2021

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	RBM Manufacturing	November-19	200,000.00	400,000.00	Current	Working Capital Additional 11/2020
2	Meadowbrook Terrace	August-12	250,000.00	55,141.92	Current	Working Cap During Construction
3	MLR, LLC	July-07	250,000.00	94,306.50	Current	Expand Warehouse
4	Wright Bros, LLC	June-12	241,743.00	182,168.52	Current	Purchase Building
Total RLF Receivables			941,743.00	731,616.94	-	

**Jefferson County Industrial Development Agency**  
**MICRO Loan Fund Receivables**  
**May 31, 2021**

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Colleens Cherry Tree Inn	May-19	40,000.00	34,950.54	1 Delinquent	Expand Restaurant - Ice Ceram Shop
2	R. L. Gould & Son, LLC	March-19	40,000.00	26,318.09	Current	Open UPS Store
3	Tl Area Habitat For Humanity	April-18	40,000.00	18,563.73	Current	Open ReStore
4	Main Street Crafts & Drafts	Sep-18	7,150.00	3,901.63	Current	Craft Shop & Bar
5	Painfull Acres	Mar-18	40,000.00	25,464.21	Current	Amish Furniture Store
6	The Sandwich Bar	Feb-19	19,000.00	6,807.78	Current	Restaurant
7	Sarah's Barber Shop	Mar-20	10,000.00	8,193.17	1 Delinquent	Barber Shop
8	The Scrub Hub	Apr-18	18,656.00	8,004.91	Current	Scrubs Clothing
9	Sackets Harbor Trading Company	Jan-06	40,000.00	0.00	Paid in Full	Retail Local Products
10	Taste of Design	Apr-07	40,000.00	18,029.45	2 Delinquent	Coffee Shop
	Total MICRO Receivables		294,806.00	150,233.51	-	

Jefferson County Industrial Development Agency  
City Loan Fund Receivables  
May 31, 2021

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Current Applications	Apr-15	101,403.00	80,737.30	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 FUNDR</b>		<b>101,403.00</b>	<b>80,737.30</b>	<b>-</b>	

**Jeff Co Industrial Development Agency**  
**Unrestricted Aged Payables**  
**As of May 31, 2021**

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

Vendor	Invoice/CM #	Date	Net To Pay
BERNIER, CARR & ASSOCIATES, P.C.	21-418	4/30/21	1,530.00
BERNIER, CARR & ASSOCIATES, P.C.			1,530.00
			1,530.00

**Jeff Co Industrial Development Agency**  
**Cash Disbursements Journal**  
**For the Period From May 1, 2021 to May 31, 2021**

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

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
5/3/21	7501	200001 100001	Invoice: INTERSECTION ONONDAGA DEVELOPMENT	238,514.92	238,514.92
5/6/21	7502	200001 100001	Invoice: 1016985 ABJ FIRE PROTECTION CO	366.25	366.25
5/6/21	7503	200001 100001	Invoice: M142743A BROWNELL ABSTRACT CORP.35 PARK PLACE	1,135.00	1,135.00
5/6/21	7504	200001 100001	Invoice: 5/21 MAIN ST JEFFERSON COUNTY INDUSTRIAL	134.51	134.51
5/6/21	7505	200001 100001	Invoice: MONTHLY ADMIN FEE7 JEFF COUNTY LDC	55,222.08	55,222.08
5/6/21	7506	200001 200001 200001 200001 100001	Invoice: 45199-4/21 Invoice: 45157-4/21 Invoice: 45150-4/21 Invoice: 17024-4/21 NATIONAL GRID	23.57 44.51 283.31 3,816.04	4,167.43
5/6/21	7507	200001 100001	Invoice: 5/21 MAIN ST SACKETS HARBOR LDC	134.52	134.52
5/6/21	7508	200001 100001	Invoice: 3364047-0448-6 WASTE MANAGEMENT	81.14	81.14
5/6/21	7509	200001 200001 100001	Invoice: 0001851-4/21 Invoice: 000011-4/21 CITY OF WATERTOWN COMPTROLLER	43.47 268.89	312.36
5/6/21	7510	200001 100001	Invoice: AGREEMENT 20-21-8 WATERTOWN INDUSTRIAL CENTER	1,250.00	1,250.00
5/6/21	7511	200001 100001	Invoice: 5/21 SANDWICH JEFFERSON COUNTY INDUSTRIAL	358.50	358.50
5/6/21	7512	200001 100001	Invoice: 5/21 SANDWICH SACKETS HARBOR LDC	358.50	358.50
5/6/21	7513	200001 100001	Invoice: M-142743A-B BROWNELL ABSTRACT CORP.35 PARK PLACE	5,323.60	5,323.60
5/6/21	7514	125001  100001	DUPLICATE PAYMENT-RETURNING TO FOREFRONT (NY 181144 GAME FARM, LLC) FOREFRONT POWER, LLC	2,500.00	2,500.00
5/13/21	7515	200001 100001	Invoice: 92027859 ABJ FIRE PROTECTION CO	379.00	379.00
5/13/21	7516	200001 100001	Invoice: R0085268 DATA FACTS, INC.	20.20	20.20
5/13/21	7517	200001 100001	Invoice: 2332 JEFF COUNTY LDC	1,319.59	1,319.59
5/13/21	7518	200001 100001	Invoice: ff2ace3a JOHNSON NEWSPAPER CORP	131.71	131.71
5/13/21	7519	200001 100001	Invoice: 562 SK ENTERPRISES 1,INC.	244,434.00	244,434.00
5/20/21	7520	200001 100001	Invoice: 92028332 ABJ FIRE PROTECTION CO	781.20	781.20
5/20/21	7521	200001 100001	Invoice: 8804628 HARRIS BEACH	1,500.00	1,500.00

**Jeff Co Industrial Development Agency**  
**Cash Disbursements Journal**  
**For the Period From May 1, 2021 to May 31, 2021**

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

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
5/20/21	7522	200001 100001	Invoice: 5/21 PAINFULL JEFFERSON COUNTY INDUSTRIAL	565.35	565.35
5/20/21	7523	200001 100001	Invoice: 5/21 PAINFULL SACKETS HARBOR LDC	424.02	424.02
5/20/21	7524	200001 100001	Invoice: 2169599-5/21 WESTELCOM	180.04	180.04
5/20/21	7525	200001 100001	Invoice: 6/21 MAIN ST JEFFERSON COUNTY INDUSTRIAL	134.51	134.51
5/20/21	7526	200001 100001	Invoice: 6/21 MAIN ST SACKETS HARBOR LDC	134.52	134.52
5/25/21	7527	715501 100001	RELEASE OF MORTGAGE ERIC SOULES JEFFERSON COUNTY CLERK	50.50	50.50
5/25/21	7528	715501 100001	RELEASE OF MORTGAGE ERIC SOULES JEFFERSON COUNTY CLERK	50.50	50.50
5/25/21	7529	715501 100001	RELEASE OF RENT &LEASES ERIC SOULES JEFFERSON COUNTY CLERK	50.50	50.50
5/27/21	7530	200001 100001	Invoice: 2335 JEFF COUNTY LDC	1,295.67	1,295.67
<b>Total</b>				<b>561,310.12</b>	<b>561,310.12</b>

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy  
Committee Meeting Minutes  
May 18, 2021**

**Present (Loan Review):** Robert Aliasso, Chair, John Jennings, David Converse

**Present (Alternative Energy):** William Johnson, Paul Warneck

**Excused:** None

**Also Present:** David Zembiec, Marshall Weir, Peggy Sampson, Rob Aiken, Alexis Bruening  
from WWN7 7/News

**I. Call to Order:** Loan Review Chair Aliasso called the meeting to order at 8:01 a.m.

**II. Pledge of Allegiance**

**III. Other/Unfinished Business:**

1. **Draft UTEP** – Mr. Aliasso said that Mr. Zembiec sent out the most recent draft of the UTEP for the joint committee to review. He said that each section will be reviewed today.

Mr. Zembiec said that he used an introduction that is easier to read and follow. He said that he rearranged some of the subsections so that the abatement descriptions are grouped together and come after the introduction, followed by the process.

Mr. Aliasso suggested changing the rated capacity of less than 25 megawatts to 20 megawatts in Section A. Real Property Tax Abatements, subsection 2) Renewable Energy Projects. Mr. Warneck commented that he does not think that we should reference the Office of Renewable Energy Siting (ORES) and pointed out that anything above the 20 megawatts will be a deviation. Mr. Zembiec said that according to ORES, projects 25MW and greater are mandated to go through their siting process. A developer with a project between 20 – 25 megawatts can opt in. Mr. Warneck asked if we have the authority to qualify a project as a deviation if we are uncomfortable with it, which would leave the decision to the taxing jurisdictions. Mr. Zembiec said that he will check with Attorney Miller.

Mr. Zembiec pointed out that #15 under the Evaluation Criteria states that ‘any other pertinent reasons deemed relevant by the Agency provided said reasons are set further in writing’. He said that it will be simpler to change the megawatt threshold rather than tie our UTEP to an outside organization’s process, such as ORES.

After discussion, committee members agreed to change the megawatt threshold to under 20.

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy  
Committee Meeting Minutes  
May 18, 2021**

Mr. Jennings asked if there is any concern that we are leaning more towards solar than wind. Mr. Zembiec said that he used the term 'renewable energy projects' which covers all categories such as solar, wind, hydro, etc. He said that he will add the categories in parenthesis after the renewable energy project title.

Mr. Warneck asked if we should keep a fixed PILOT term or have flexibility for renewable projects. Committee decided not to make a change.

Mr. Aliasso reviewed the Deviations section. He suggested adding 'as determined by the Agency' in the first sentence before the 'shall be treated as a deviation' wording. Mr. Zembiec said that he will confirm the change with Attorney Miller.

Mr. Zembiec asked if we want to keep the practice of seeking approval from the affected taxing jurisdictions (ATJ's) when there is a deviation. He said that we are one of two IDA's that choose this approval method since we are only obligated by state law to notify the ATJ's of the negotiated terms. He noted that it adds time to the process and forces the ATJ's to make a decision even though some of them don't want the responsibility. Committee members did not make a change to the original language.

Mr. Aliasso reviewed Section F. PILOT Agreement and Approval Process. He said that #7 addresses local labor but wondered if it should be added to the evaluation criteria. It was noted that it is covered in #4 of the evaluation criteria and is certified in the Application. Mr. Converse asked if we will be asking for certified payrolls. Mr. Warneck said that the requirement of certified payroll can be addressed in the Project Agreement. Mr. Zembiec said that he is working to update the Application to add language for local labor provisions.

Mr. Zembiec said that he will make the changes suggested today and send them to Attorney Miller for review and comment. He said that once he receives signoff from Attorney Miller then he will send it out to all board members and will put it on the June board meeting agenda. He said after the board meeting, the revised UTEP will be sent out to all Jefferson County taxing jurisdictions for review and comment (90-day period before final approval by the board). Mr. Zembiec said that he will update the Application during this time.

Other –

Mr. Zembiec asked how the committee wants to handle large scale projects even though we haven't received an application. Mr. Aliasso said that the Energy Committee can start discussions. Mr. Warneck said that another meeting should be scheduled to talk about Mr. Matteson's concept for protecting agricultural land.

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy  
Committee Meeting Minutes  
May 18, 2021**

Mr. Johnson asked if anyone has heard about the State's uniform appraisal. Mr. Zembiec said not yet.

Mr. Warneck noted that he spoke with Katie Malinowski about scheduling a workshop with John Zukowski for local elected officials and assessors on solar project assessments. Mr. Zembiec agreed this is a good idea and will follow up with Ms. Malinowski.

**IV. Adjournment:** Mr. Aliasso adjourned the joint meeting at 9:00 a.m.

Respectfully submitted,

*Peggy Sampson*

**Jefferson County Industrial Development Agency  
Loan Review Committee Meeting Minutes  
May 26, 2021**

**Present:** David Converse

**Zoom:** Robert Aliasso, Chair, John Jennings

**Also Present:**

**Staff:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson

**Zoom:**

**IDA/LDC Board Members:** Paul Warneck, Rob Aiken

**Counsel:** Justin Miller, Esq.

**I. Call to Order:** Chair Aliasso called the meeting to order at 8:00 a.m.

**II. Pledge of Allegiance**

**III. RMB Manufacturing Corporation** – Mr. Aliasso reviewed the request. He said that RMB is increasing their line of credit with Watertown Savings Bank (WSB) and that WSB is requesting approval of a subordination agreement. After a brief discussion, a motion was made by Mr. Converse to move the request to the full board, seconded by Mr. Jennings. All in favor.

**IV. Other/Unfinished Business:**

**1. Brennans Bay Inc.** – Mr. Aliasso said that the application is for sales tax abatement only. He said that this will account for the 5% local match in order for them to obtain their NYS REDI grant proceeds. It was noted that the application fee is \$1,500 and they will pay a fee of 10% of the savings. The total project cost is \$593,880 and the estimated sales tax is \$19,200. Mr. Zembiec said the project is designated as tourism since it is a RV and Marina. A motion was made by Mr. Jennings to move the request to the full board, seconded by Mr. Converse. All in favor.

**V. Adjournment:** With no further business before the committee, Mr. Converse made a motion to adjourn the meeting, seconded by Mr. Jennings. The meeting adjourned at 8:10 a.m.

Respectfully submitted,

*Peggy Sampson*

# **DRAFT**

## **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY Resolution Number 06.03.2021.01**

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

**WHEREAS**, RBM Manufacturing Corp. desires to increase their existing line of credit with Watertown Savings Bank, and

**WHEREAS**, Watertown Savings Bank is requesting approval of a subordination agreement, and

**WHEREAS**, the current balance on the \$400,000 loan is \$400,000 as of May 31, 2020, and

**WHEREAS**, Staff recommends approval of the request, and

**WHEREAS**, on May 26, 2021 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and agreed to move it 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 modification request and that all terms and conditions of the original loan remain in effect, 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

## UNIFORM TAX EXEMPTION POLICY **DRAFT**

### JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY UNIFORM TAX EXEMPTION POLICY AND GUIDELINES

Pursuant to the authority vested in it by Article 18-A of the General Municipal Law of the of the State of New York, the Jefferson County Industrial Development Agency (the "Agency") may provide financial assistance to qualified applicants for the taxable bonds or by participation in straight lease transactions.

The general policy of the Jefferson County Industrial Development Agency ("Agency") is to grant applicants real property tax abatements and exemptions from sales, use and mortgage recording taxes as described below. The Agency may grant enhanced benefits on a case-by-case basis for a project expected to have a significant economic impact on the County of Jefferson as determined by the Agency's members.

The Agency generally does not require real property appraisals to be performed as part of the application for financial assistance. However, the Agency does reserve the right to require a real property appraisal as part of an application for financial assistance.

The Agency has adopted this Uniform tax Exemption Policy to provide guidelines for the claiming of real property, sales and use tax and mortgage recording tax abatements.

#### **A. Real Property Tax Abatements.**

1) Industrial and Non-Industrial Projects. The Agency maintains a policy for the provision of real property tax abatements for qualified projects undertaken by the Agency where the Agency acquires a fee or leasehold interest in real estate. The abatement provided by the Agency for qualifying industrial and non-industrial projects shall apply to the value added to real property brought about by construction and/or renovation of qualifying projects (the "Added Value"), above the parcel's assessed value prior to construction or renovation (the "Base Value"). In establishing these values, the Agency shall have the option of relying on data provided by the assessor for the impacted jurisdiction or requiring the applicant to furnish an appraisal from a qualified commercial real estate appraiser, approved in advance by the Agency.

The period of real property tax abatement for a project shall not exceed the period of the respective project financing or lease, and under no circumstances shall the period of abatement exceed fifteen (15) years (the "PILOT Term"). The abatement shall be on a graduated schedule applicable to county, municipal and school real property taxes, and will result in increasing percentages of real property taxes due over the PILOT Term. Any schedule shall be graduated such that the total abatement provided shall not exceed a fifty percent (50%) abatement over a fifteen (15) year period. Eligible projects include industrial projects (i.e. manufacturing, remanufacturing, assembly, processing, product research and development, etc.); non-industrial projects (i.e. warehouse, wholesale/distribution, commercial, qualified retail subject to the limitations of Section 862(2) of the Act, office building, renewable energy (subject to the PILOT terms set forth below) and hotel projects.

2) **Renewable Energy Projects** The Agency may provide real property tax abatements to renewable energy projects, as defined within the Act to include any project and associated real property on which the project is situated, that utilizes any system or equipment as set forth in Section 487 of the Real Property Tax Law ("RPTL") or as defined pursuant to paragraph (b) of subdivision one of Section 66-p of the Public Service Law as added by chapter one hundred six of the laws of 2019, with a rated capacity of less than 20 megawatts AC. The Agency has established a standard PILOT Structure for Renewable Energy Projects, as follows:

- a. **Term:** The PILOT abatement schedule for Renewable Energy Projects shall be no more than 15 years.
- b. **Fixed Payment Schedule for Renewable Energy Improvements:** Agency PILOT Agreements for Renewable Energy Projects shall provide a fixed dollar amount per megawatt AC faceplate rating of the project. The payment schedule will include a minimum of two percent (2%) escalator on the prior year's payment.
- c. **PILOT Agreements for Renewable Energy Projects** shall also require annual payment of the equivalent of full taxes on the land included within the project facility, which shall be based upon the assessed value as determined by the applicable assessor. Portions of existing tax parcels not included within a project ground lease will remain classified as fully taxable.
- d. Any participation by the Agency in sponsoring a renewable energy project shall take into account whether a project sponsor enters into one or more host community agreement(s).

## **B. Sales and Use Tax Exemptions.**

The Agency maintains a policy for the provision of sales and use tax exemptions for qualified projects undertaken by the Agency. Where the Agency authorizes the undertaking of a project in accordance with the Act and has appointed an applicant its agent to undertake same, the Agency may enter into one or more agreements with such applicant evidencing such appointment and allowing the applicant to purchase and/or lease materials, equipment and taxable services as agent of the Agency. The abatement provided by the Agency for qualifying projects shall apply to purchases of construction materials and equipment rentals and purchases of project related equipment, furnishings and services made as agent for the Agency, and are therefore afforded full exemption from local and New York State Sales and Use Taxes until the project is completed (i.e. certificate of occupancy). Operating and maintenance expenses of projects are not eligible for sales or use tax relief and no sales tax exemption shall be provided by the Agency for purchases and rentals after a project is completed.

All project applicants must agree in writing to file with the New York State Department of Taxation Form ST-340, and/or such other forms as may from time to time be required, and annual statement of the value of all sales and use taxes exemption claimed in connection with the facility in full compliance with Section 874(8) of the Act.

## **C. Mortgage Recording Tax Exemptions.**

The Agency maintains a policy to provide mortgage recording tax exemptions for qualified

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projects undertaken by the Agency. Where the Agency authorizes the undertaking of a project in accordance with the Act and the applicant secures one or more loans to pay for project acquisition or improvements that will be secured against the project with one or more mortgages, the Agency may participate as a non-recourse mortgagor with the applicant for purposes of exempting any mortgage recording taxes that would otherwise be due and payable but for the Agency's involvement with the project. The Agency's Policy is to permit mortgage recording tax exemptions on all project related financing to the full extent permitted by New York State Law, whether or not the Agency has issued its bonds to finance the Project.

The Agency may, in its sole discretion, permit mortgage recording tax exemptions on non-project related financings, (e.g. second mortgages on the project to secure subordinated indebtedness of the project applicant). In determining whether to permit such exemptions on non-project related financing, the Agency shall consider such factors as it deems appropriate, including but not limited to the use of the property, the degree of investment, the degree and nature of the employment and the economic condition of the areas in which the facility is located.

## **D. Deviations.**

Any project not listed in this policy or any proposed PILOT Agreement, the terms of which are outside the provisions of this policy, as determined by the Agency, shall be treated as a deviation. In accordance with the Act, the Agency shall notify affected taxing jurisdictions prior to undertaking any proposed deviation from this policy and the reasons therefore. Any deviations from the foregoing standard policy shall require the affirmative consent of each affected taxing jurisdiction and will be made only with the specific approval of the Agency's members based on the factors listed in paragraph E to this policy and those described in Section 874(4)(a) of the Act.

## **E. Evaluation Criteria.**

The determination of whether a project is qualified to receive financial assistance from the Agency shall be based on the criteria identified in the Agency's cost benefit analysis and the Application. In making its determination the Agency may consider any or all of the following criteria, no single one of which is determinative:

- 1) The nature of the proposed project (e.g., manufacturing, commercial, renewable energy, etc.).
- 2) The nature of the property before the project begins (e.g., vacant land, vacant building, brownfield, etc.)
- 3) The economic condition of the area at the time of the application and the economic multiplying effect the project will have on the area.
- 4) The extent to which the project will create or retain permanent, private sector jobs within Jefferson County, the number of jobs to be created/retained and/or the salary ranges of such jobs.

## **DRAFT**

- 5) The number of construction jobs associated with the project and the extent to which the project utilizes local labor.
- 6) The estimated value of tax exemptions to be provided.
- 7) The estimated value of other public assistance.
- 8) The economic impact of the project and the proposed tax exemptions on affected taxing jurisdictions.
- 9) The impact of the proposed project on existing and proposed businesses and economic development projects in the vicinity.
- 10) The amount of private sector investment generated or likely to be generated within Jefferson County by the proposed project.
- 11) The likelihood of accomplishing the proposed project in a timely fashion.
- 12) The effect of the proposed project upon the environment and surrounding property.
- 13) The extent to which the proposed project will require the provision of additional services including, but not limited to, educational, transportation, emergency medical or police and fire services.
- 14) The extent to which the proposed project when completed will enhance the long term tax base and/or make a significant capital investment.
- 15) The extent to which the proposed project will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the project is located.
- 16) the contribution of the project to the State's Renewable Energy Goals and emission reduction targets as set forth in the New York State Energy Plan adopted pursuant to Section 6-104 of the Energy Law.
- 17) Any other pertinent reasons deemed relevant by the Agency provided said reasons are set further in writing.

### **F. PILOT Agreement Approval Process.**

All applications for PILOT agreements shall be reviewed and evaluated pursuant to the Agency's existing policies, and the applicant shall be required to adhere to these policies for the duration of the PILOT Term. Failure to do so may result in cancellation of the PILOT at the Agency's sole discretion.

The Agency shall comply with applicable provisions of the Act in connection with the provision of financial assistance to any applicant requesting financial assistance of more than

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\$100,000, including the scheduling and conduct of a public hearing in accordance with Section 859-a of the Act. In addition to public hearing notice requirements contained within the Act, the agency has established the following practices:

- 1) Prior to conducting any required public hearings for a project, Agency staff shall work closely with representatives of the affected taxing jurisdictions to discuss the proposed project and shall provide each affected taxing jurisdiction with the following materials: (i) a copy of the application submitted to the Agency, (ii) a cost-benefit analysis relating to the project, (iii) a summary of the terms and structure of financial assistance to be provided by the Agency (including proposed PILOT abatement or payment schedule(s); (iv) whether the Agency is considering a deviation from this policy with respect to the proposed project; and (v) any additional information an affected taxing jurisdiction may deem necessary or appropriate to their deliberations.
- 2) The Agency's final approval of any PILOT Agreement shall be contingent upon the applicant securing all approvals required for the project from any impacted jurisdiction and providing proof thereof to the Agency.
- 3) The Agency's final consideration and approval of a PILOT Agreement shall be contingent upon compliance with the New York State Environmental Review Act and the regulation promulgated thereunder (SEQRA). For all actions considered to be Type I under SEQRA the Agency shall be considered an involved agency, and the applicant shall be responsible to identify the Agency as such in its submittals to the Lead Agency.
- 4) Each project receiving any abatement from real property taxes will be subject to a PILOT Agreement in a form acceptable to the Agency and in compliance with the Act. The Agency will consider project factors, similar to those described in paragraph F to this policy, when determining the amounts to be paid under the PILOT Agreement.
- 5) A copy of the PILOT Agreement will be forwarded to each of the affected taxing jurisdictions within fifteen (15) days of execution. In accordance with Section 858(15) of the Act, unless otherwise agreed by the affected taxing jurisdictions, all PILOT Agreements shall provide that PILOT Payments received shall be allocated among the affected taxing jurisdictions in proportion to the amount of real property tax and other taxes which would have been received by each affected taxing jurisdiction had the project not been tax exempt as a result of the Agency's involvement in the project.
- 6) If it is desired by the affected taxing jurisdictions to establish a negotiated allocation of PILOT payments for a particular project (other than pro-rata), the Agency shall provide the affected taxing jurisdiction with forms of approving resolutions for consideration in connection with the establishment of an agreed distribution formula. Any allocation of PILOT payments other than pro-rata shall be considered to be a deviation requiring affirmative consent of all affected taxing jurisdictions.
- 7) The Agency shall require all project applicants to make commitments with respect to the use of local labor and all such project sponsors shall comply with any and all applicable codes of conduct with respect to ethics and conflicts of interest, and in accordance with all applicable policies of the Agency.

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**G. Recapture of Benefits.**

Project applicants must agree that the agency, at its sole discretion and on a case-by-case basis, may determine, (but shall not be required to do so) with respect to a particular project, that a project has failed to meet its intended goals and may recapture the value of any or all exemptions from taxation granted with respect to the project by virtue of the Agency's involvement. The Agency's review and determination in connection with the recapture of benefits shall be conducted pursuant to the Agency's Recapture Policy, as the same may be amended from time to time.

**H. Effective Date.**

This Uniform Tax Exemption Policy shall apply to all projects for which the Agency has adopted or adopts an Inducement Resolution after. TBD

**I. Amendments.**

The Agency, by resolution of its members, and upon notice to all affected taxing jurisdictions as may be required by law, may amend or modify the foregoing policy as it may, from time to time, in its sole discretion determine.

Adopted 2/1/18  
Reviewed 10/1/20  
Proposed 2021

**PROJECT AUTHORIZING RESOLUTION**

*(NY 18144 Game Farm, LLC Project)*

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A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, June 3, 2021 at 8:30 a.m.

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

Resolution No. 06.03.2021.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING NY 18144 GAME FARM, LLC, FOR ITSELF AND/OR ON BEHALF OF AN ENTITY OR ENTITIES TO BE FORMED (COLLECTIVELY, THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT; (iii) AUTHORIZING THE PROVISION OF CERTAIN FINANCIAL ASSISTANCE TO THE COMPANY (AS FURTHER DEFINED HEREIN); AND (iv) AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS WITH RESPECT 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, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, **NY 18144 GAME FARM, LLC**, for itself and/or for an entity or entities to be formed (collectively, the "Company"), has submitted an application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately 28 acres of real property located at 18144 Game Farm Road in the Town of Brownville, New York (the "Land", being more particularly described as a portion of tax parcel No. 73.00-1-47.1); (ii) the planning, design, construction and operation of a 5MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment"; and, collectively 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, on May 6, 2021, the Agency adopted an initial resolution (the "Initial Project Resolution") which (i) accepted the Company's application, (ii) authorized the scheduling and conduct of a public hearing in compliance with the Act, (iii) described the contemplated forms of financial assistance to be provided by the Agency (the "Financial Assistance", as described herein); (iv) authorized the negotiation of an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), Lease Agreement (the "Lease Agreement"), Leaseback Agreement (the "Leaseback Agreement") and Payment-in-lieu-of-Tax agreement (the "PILOT Agreement") to be entered into with respect to the Project and (v) adopted findings with respect to the State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 NYCRR Part 617, as amended (collectively referred to as "SEQRA"); and

WHEREAS, in accordance with the Initial Project Resolution, the Agency published and forwarded a Notice of Public Hearing to the Town of Brownville (the "Town"), the County of Jefferson (the "County"), and the General Brown Central School District (the "School", and together with the Town and County, the "Affected Tax Jurisdictions") at least ten (10) days prior to said Public Hearing are attached hereto as Exhibit A; and

WHEREAS, pursuant to Section 859-a of the Act, the Agency held a public hearing on Wednesday, May 26, 2021 at 10:30 a.m. at Brownville Town Hall, 16431 Star School House Road, Dexter, New York 13634 with respect to the Project (the "Public Hearing") and the proposed Financial Assistance (as further defined herein) being contemplated by the Agency whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views, a copy of the minutes of the Public Hearing also being attached hereto within Exhibit A; and

WHEREAS, in furtherance of the foregoing, the Agency desires to authorize (i) the appointment of the Company as agent of the Agency to undertake the Project; (ii) the execution and delivery of the Agent Agreement, Lease Agreement, the Leaseback Agreement, the PILOT Agreement, and related documents; and (iii) the provision of the Financial Assistance to the Company, which shall include a partial real property tax abatement through the execution of an agreement with the Agency regarding payments in lieu of real property taxes to be made for the benefit of the Affected Tax Jurisdictions.

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

Section 1. Based upon the representations made by the Company to the Agency in the 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

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(B) It is desirable and in the public interest for the Agency to (i) acquire title to or other interest in the Land, Improvements and the Equipment constituting the Facility, (ii) lease or sell the Agency's interest in the Land, Improvements and Equipment constituting the Facility to the Company pursuant to a lease agreement or sale agreement, and (iii) enter into a Straight Lease Transaction with the Company; and

(C) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in the Town of Brownville, which is located within 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 facility or 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 facility or plant 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. Subject to (i) the Company executing the Agent Agreement and Leaseback Agreement, and (ii) the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, renovation, construction, reconstruction, rehabilitation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; *provided, however*, the Agent Agreement shall expire on June 30, 2022 (*unless extended for good cause by the Executive Director of the Agency*).

Section 3. The Chairman, Vice Chairman and/or Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement, PILOT Mortgage, and related documents (the "Straight Lease Documents") with such changes as shall be approved by the Chairman, Vice Chairman, the Executive Director and counsel to the Agency upon execution.

Section 4. Based upon the representation and warranties made by the Company the Application, the Company has not requested, nor has the Agency approved the provision of financial assistance in the form of exemptions from New York State and local sales and use tax

in connection with the construction or equipping of the Project. The Agency may consider any requests by the Company for sales and use tax exemption benefits upon being provided with a supplemental application and appropriate documentation detailing the purchases of property or services, and, to the extent required, the Agency authorizes and conducts any supplemental public hearing(s).

Section 5. Pursuant to Section 875(3) of the Act, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits or other financial assistance taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; (iv) the Company has made a material false statement on its application for financial assistance; (v) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project; and/or (vi) the Company obtains mortgage recording tax benefits and/or real property tax abatements and fails to comply with a material term or condition contained herein and/or within the Straight Lease Documents with the Project (collectively, items (i) through (vi) hereby defined as a "Recapture Event").

As a condition precedent of receiving sales and use tax exemption benefits (as applicable) and real property tax abatement benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) if a Recapture Event determination is made by the Agency, cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, mortgage recording tax benefits and/or real property tax abatements abatement benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands, if and as so required to be paid over as determined by the Agency.

Section 6. 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 7. These Resolutions shall take effect immediately upon adoption.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.				
David J. Converse				
John Jennings				
William W. Johnson				
Lisa L'Huillier				
W. Edward Walldroff				
Paul J. Warneck				

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON   ) ss:

**DRAFT**

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

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on June 3, 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 relates 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 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 seal of said Agency this \_\_\_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
(Acting) Secretary

[SEAL]

**EXHIBIT A**  
**PUBLIC HEARING MATERIALS**



Jefferson County Industrial Development Agency

800 Starbuck Avenue, Suite 800  
Watertown, New York 13601

ph: 315.782.5865 / 800.553.4111  
fx: 315.782.7915

www.jcida.com

## NOTICE OF PUBLIC HEARING

May 11, 2021

VIA CERTIFIED MAIL/  
RETURN RECEIPT REQUESTED

To: The Chief Executive Officers of  
Affected Tax Jurisdictions on Schedule A

Re: Jefferson County Industrial Development Agency  
NY 18144 Game Farm, LLC Project

Ladies and Gentlemen:

Please note that on May 26, 2021 at 10:30 a.m., local time, at Brownville Town Hall, 16431 Star School House Road, Dexter, NY 13634, the Jefferson County Industrial Development Agency (the "Agency") will conduct a public hearing regarding the above-referenced project. Enclosed is a copy of the Notice of Public Hearing describing the Project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Watertown Daily Times* for publication.

You are welcome to attend such hearing at which time you will have an opportunity to review the project application and present your views, both orally and in writing, with respect to the project. We are providing this notice to you, pursuant to General Municipal Law Section 859-(a), as the chief executive officer of an affected tax jurisdiction within which the project is located.

**PLEASE NOTE** that the Agency has established special hearing logistics and instructions as noted within the enclosed Notice. Given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo and local distancing restrictions at municipal facilities, the Agency will have limited accommodations for in-person public attendance or participation at this hearing for ten (10) or less individuals at the same time. In addition to this limited capacity gathering, and in furtherance of the provisions of Section 859-a of the Act requiring interested parties be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project, the Agency will also conduct a concurrent virtual public hearing via live audio broadcast at <https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVjKytDdz09>  
Meeting ID: 843 5525 0468, Passcode: 011440, Phone 1-929-205-6099 US (New York).

Very truly yours,

JEFFERSON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

The JCIDA is an equal opportunity provider, and employer. To file a complaint of discrimination, write: USDA, Director, Office of Civil Rights, 1400 Independence Avenue, S.W., Washington, D.C. 20250-9410, or call (800) 795-3272 (voice) or (202) 720-6382 (TDD).

Schedule A  
Affected Tax Jurisdiction Officials

**Jefferson County, New York**

Attn: Scott A. Gray, Chairman  
County Legislature  
195 Arsenal Street  
Watertown, New York 13601

**Jefferson County, New York**

Attn: Robert F. Hagemann III  
County Administrator  
195 Arsenal Street  
Watertown, New York 13601

**General Brown Central School District**

Attn: Kelly Milkowich, BOE President  
17643 Cemetery Road  
Dexter, New York 13634

**General Brown Central School District**

Attn: Barbara Case, Superintendent  
17643 Cemetery Road  
Dexter, New York 13634

**Town of Brownville, New York**

Attn: Richard D. Lane, Town Supervisor  
16431 Star School House Road  
Dexter, New York 13634

**Town of Brownville, New York**

Attn: Christine Thurston, Assessor  
16431 Star School House Road  
Dexter, New York 13634

## NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law (the "Act") will be held by the Jefferson County Industrial Development Agency (the "Agency") on the 26<sup>th</sup> day of May, 2021, at 10:30 a.m., local time, at Brownville Town Hall, 16431 Star School House Road, Dexter, NY 13634 in connection with the matter described below. **PLEASE NOTE** the special hearing logistics and instructions included at the end of this notice.

**NY 18144 GAME FARM, LLC**, for itself and/or for an entity or entities to be formed (collectively, 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 by the Agency of a leasehold interest in approximately 28 acres of real property located at 18144 Game Farm Road in the Town of Brownville, New York (the "Land", being more particularly described as a portion of tax parcel No. 73.00-1-47.1); (ii) the planning, design, construction and operation of a 5MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment"; and, collectively 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").

The Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement ("PILOT Agreement").

### **PLEASE NOTE SPECIAL PUBLIC HEARING CONDUCT INSTRUCTIONS AND INFORMATION:**

In accordance with Section 859-a of the Act, a representative of the Agency will be at the above-stated time and place to present a copy of the Company's Project Application (including a cost-benefit analysis), which is also available for viewing on the Agency's website at: [JCIDA - Jefferson County, NY Economic Development](#). However, given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo and local distancing restrictions at municipal facilities, the Agency will have limited accommodations for in-person public attendance or participation at this hearing for ten (10) or less individuals at the same time. In addition to this limited capacity gathering, and in furtherance of the provisions of Section 859-a of the Act requiring interested parties be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project, the Agency will also conduct a concurrent virtual public hearing via live audio broadcast at <https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVVjKytDdz09>

Meeting ID: 843 5525 0468, Passcode: 011440, Phone 1-929-205-6099 US (New York). Any individuals seeking to participate and provide comment will also be provided with a video conference link at JCIDA - Jefferson County, NY Economic Development. Finally, the Agency also encourages all interested parties to submit written comments to the Agency, which will all be included within the public hearing record, which can be submitted to David Zembiec, Chief Executive Officer, Jefferson County IDA, 800 Starbuck Avenue, Watertown, New York 13601 and/or [dzembiec@jcida.com](mailto:dzembiec@jcida.com).

DATED: May 13, 2021

JEFFERSON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

**Jefferson County Industrial Development Agency  
Public Hearing Minutes  
May 26, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 10:30 a.m. Wednesday, May 26, 2021, at the Brownville Town Hall, 16431 Star School House Road, Dexter, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for **NY 18144 GAME FARM, LLC** for a PILOT transaction.

**Project Information:**

**NY 18144 GAME FARM, LLC**, for itself and/or for an entity or entities to be formed (collectively, 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 by the Agency of a leasehold interest in approximately 28 acres of real property located at 18144 Game Farm Road in the Town of Brownville, New York (the "Land", being more particularly described as a portion of tax parcel No. 73.00-1-47.1); (ii) the planning, design, construction and operation of a 5MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment"; and, collectively 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").

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**Staff:** David Zembiec, CEO; Marshall Weir, Deputy CEO; Peggy Sampson, Executive Assistant

**Present:** Denny Lane, Town of Brownville Supervisor; Christine Thurston, Town of Brownville Assessor

Mr. Zembiec opened the hearing at 10:31 a.m. and read the public hearing rules and public hearing notice.

Mr. Zembiec said that the financial assistance being contemplated is a PILOT where the company will pay \$5,500/MW with a 2% annual escalator for 15 years. He said the payment schedule will then be inverted and the parcel will go back on the tax rolls in Year 16 for the company to pay full taxation.

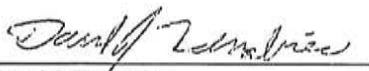
Jefferson County Industrial Development Agency  
Public Hearing Minutes  
May 26, 2021

NY 18144 GAME FARM, LLC

Mr. Zembiec asked for public comment.

**There was no public comment.**

At 10:35 a.m., Mr. Zembiec closed the hearing.

  
\_\_\_\_\_  
David Zembiec  
Hearing Officer

**DRAFT**

**PROJECT AUTHORIZING RESOLUTION**

*(Brennans Bay, Inc. Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, June 3, 2021 at 8:30 a.m.

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

Resolution No. 06.03.2021.03

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING THE APPLICATION OF BRENNANS BAY, INC. (THE "COMPANY") WITH RESPECT TO A CERTAIN PROJECT (AS MORE FULLY DEFINED BELOW); (ii) APPOINTING THE COMPANY AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT; (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT; (iv) AUTHORIZING THE PROVISION OF CERTAIN FINANCIAL ASSISTANCE TO THE COMPANY (AS FURTHER DEFINED HEREIN); *PROVIDED, HOWEVER*, THAT FINANCIAL ASSISTANCE PROVIDED BY THE AGENCY SHALL NOT EXCEED \$100,000 IN THE AGGREGATE; (v) ADOPTING FINDINGS WITH RESPECT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA"); AND (v) AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS WITH RESPECT 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, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, **BRENNANS BAY, INC.** for itself or on behalf of an entity to be formed (collectively, the "Company"), has submitted an application (the "Application") to the Agency requesting that the Agency consider undertaking a project (the "Project") consisting of: (i) the renovation, reconstruction, and operation of certain bulkhead walls, levy walls, gas docks, park roads, marina parking areas and other related water damaged facilities (the "Improvements"), all located on certain real property located at 9320 Renshaw Bay Road, 9260 Green Acres Lane, 9290 Poverty Lane, and Renshaw Bay Road (the "Land"), being more particularly described as tax map identification Nos. 128.05-1-75.1, 128.05-1-75.21, 128.05-1-75.22, and 128.05-1-75.3, respectively) and (ii) the acquisition and installation in and around the Improvements of certain machinery, equipment and other items of tangible personal property (the "Equipment", and collectively with the Improvements, the "Facility"); and

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WHEREAS, pursuant to Article 18-A of the Act, the Agency desires to adopt a resolution describing the Project and the financial assistance that the Agency is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the Agency will (i) negotiate and enter into an Agent, and Financial Assistance and Project Agreement, pursuant to which the Agency will appoint the Company as its agent for purposes of undertaking the Project (the "Agent Agreement") and (ii) provide Financial Assistance to the Company in the form of a sales and use tax exemption for purchases and rentals related to the acquisition, reconstruction, renovation and equipping of the Facility (the "Financial Assistance"); and

WHEREAS, the Financial Assistance provided by the Agency to the Company shall not exceed \$100,000 and, therefore, a public hearing with respect to the Project is not required to be held by the Agency; and

WHEREAS, pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQRA"), and upon review of the Application, the Agency has identified the Project as a "Type II" Action pursuant to SEQRA for which no formal review is required; and

WHEREAS, in furtherance of the foregoing, the Agency desires to authorize (i) the appointment of the Company as agent of the Agency to undertake the Project; (ii) the execution and delivery of the Agent Agreement and related documents; and (iii) the provision of the Financial Assistance to the Company, which shall include an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Facility or used in the construction and equipping of the Facility.

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

Section 1. Based upon the representations made by the Company to the Agency in the 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) It is desirable and in the public interest for the Agency to enter into the Agent Agreement and appoint the Company its agent to undertake the Project; and

(C) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in the Town of Ellisburg, which is located within Jefferson County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

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(D) The Project will not result in the removal of a facility or 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 facility or plant to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(E) Based upon the Agency's review of the Application submitted by the Company, along with supporting materials, the Project will include facilities or property that are primarily used in making retail sales, as defined within Section 862(2) of the Act, to customers who personally visit the Facility. Notwithstanding the foregoing, and based upon the Application and supporting materials prepared and presented by the Company to the Agency, the Project constitutes a "tourism destination" inasmuch as the Project and Facility will likely attract a significant number of visitors from outside the economic development region (as established by Section 230 of the Economic Development Law) in which the Project is located; and

(F) Based upon a review of the Application, the Agency has identified the Project as a "Type II" Action pursuant to SEQRA for which no formal review is necessary.

Section 2. Subject to (i) the Company executing the Agent Agreement, and (ii) the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, renovation, construction, reconstruction, rehabilitation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; *provided, however*, the Agent Agreement shall expire on December 31, 2021 (*unless extended for good cause by the Executive Director of the Agency*).

Section 3. Based upon the representation and warranties made by the Company the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to approximately **\$240,000.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$19,200.00**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional

purchases of property or services, and, to the extent required, the Agency authorizes and conducts any supplemental public hearing(s).

Section 4. Pursuant to Section 875(3) of the Act, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; (iv) the Company has made a material false statement on its application for financial assistance; (v) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project; and/or (vi) the Company obtains mortgage recording tax benefits and/or real property tax abatements and fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project (collectively, items (i) through (vi) hereby defined as a "Recapture Event").

As a condition precedent of receiving sales and use tax exemption benefits and real property tax abatement benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) if a Recapture Event determination is made by the Agency, cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, mortgage recording tax benefits and/or real property tax abatements abatement benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands, if and as so required to be paid over as determined by the Agency.

Section 5. The Chairman, Vice Chairman and/or Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement and related documents with such changes as shall be approved by the Chairman, Vice Chairman, the Executive Director and counsel to the Agency upon execution.

Section 6. The Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement and related documents with such changes as shall be approved by the Chairman, Vice Chairman, the Executive Director and counsel to the Agency upon execution.

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Section 7. 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 8. These Resolutions shall take effect immediately upon adoption.

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

	<i>Yea</i>	<i>Nay</i>	<i>Absent</i>	<i>Abstain</i>
Robert E. Aliasso, Jr.				
David J. Converse				
John Jennings				
William W. Johnson				
Lisa L'Huillier				
W. Edward Walldroff				
Paul J. Warneck				

The resolutions were thereupon duly adopted.

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STATE OF NEW YORK     )  
COUNTY OF JEFFERSON ) ss:

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

That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on June 3, 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 relates 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 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 seal of said Agency this \_\_ day of \_\_\_\_\_, 2021.

\_\_\_\_\_  
(Acting) Secretary

[SEAL]

2020-2021 Board Attendance

Name	Oct	Nov	Dec	Jan	Feb	2/18/2021	Mar	Apr	May	Jun	Jul	Aug	Sep
Aliasso, Robert	P	P	P	P	P	P	P	P	P				
Converse, David	P	P	P	P	P	P	P	P	P				
Jennings, John	P	A	E	P	P	E	P	E	P				
Johnson, William	P	P	P	P	P	P	P	P	E				
L'Huillier, Lisa	P	P	P	P	P	P	P	P	P				
Walldroff, W. Edward	P	P	P	P	P	P	P	P	E				
Warneck, Paul	P	P	P	P	P	P	P	P	P				
Totals:	7	6	6	7	7	6	7	6	5				
P - Present													
- Excused													
- Absent													