

**Jefferson County Industrial Development Agency
Board Meeting Minutes
October 7, 2021**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, October 7, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Excused: John Jennings

Absent: None

Also Present: Christine Powers, Craig Fox from the Watertown Daily Times

Zoom: Justin Miller, Esq., Scott Greenberg (Lightstar)

Staff Present: David Zembiec, Lyle Eaton, Peggy Sampson, Jay Matteson, Joy Nuffer
Zoom: Marshall Weir

- I. Call to Order:** Mr. Converse called the meeting to order at 8:41 a.m.
- II. Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the regular meeting held September 9, 2021 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Ms. L'Huillier. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending September 30, 2021. He said there are a few loan delinquencies reported. Mr. Aliasso asked Mr. Eaton to add to his WIP worksheet for 146 Arsenal Street by including the approved budget for Purcell, BCA and Paradigm. Mr. Eaton indicated that he would. After discussion, a motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Warneck. All in favor. Carried.
- V. Committee Reports:**
 - a. Nominating Committee** – Ms. L'Huillier said the nominating committee is proposing the following slate of officers: Chairman – Robert Aliasso, Vice Chairman – John Jennings, Treasurer – Paul Warneck and Secretary – W. Edward Walldroff.

A motion was made by Ms. L'Huillier to approve the proposed slate of officers, seconded by Mr. Aliasso. All in favor. Carried.

Authorized Signer – A motion was made by Mr. Aliasso to approve keeping Mr. Converse as an authorized signer for the Agency, seconded by Mr. Warneck. All in favor. Carried.

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b. **Loan Review Committee** – Mr. Aliasso reviewed the minutes.

i. **Resolution No. 10.07.2021.01 for Trudy Latimer d/b/a Adirondack Hearing Innovations** – Mr. Aliasso said that Ms. Latimer has withdrawn her request while she sorts out paperwork.

VI. Unfinished Business:

1. **146 Arsenal Street Building/YMCA Project** – Mr. Zembiec said that the building has been cleared and is being prepped for removal of the carpet and floor tiles.
2. **Marine Sanctuary** – Mr. Aliasso said the draft impact statement was completed and said that hopefully it will pass the test and get the designation by NOAH. He thinks it's a county-wide effort and feels that the IDA should play a role. He indicated that he will be making another presentation to the county legislature while they try to put together a PR package and will start meeting with towns. He said that NOAH uses a federal bidding process, and we may be able to use our connection to Fort Drum.
3. **Norbut Solar Farm (Application Fee)**: Mr. Zembiec said that David Norbut's proposed project in Chaumont was the first solar applicant we had. He said that Mr. Norbut sold the project to Convergent who completed the project without IDA assistance. He noted that staff did not spend much time on the project because we knew the school districts stance. Mr. Zembiec said that Mr. Norbut is asking for his \$2,500 application fee back and feels a refund is warranted.

Mr. Warneck said that we did spend some time on the proposed project and the previous CEO was misled since the construction of the project was well underway.

Mr. Warneck made a motion to refund half of the \$2,500 application fee (\$1,250), seconded by Mr. Aliasso. All in favor. Carried.

4. **Board Packets** – Mr. Zembiec said that we have been including approved resolutions from the previous meeting with the minutes in each board packet, which adds to the bulk of meeting material. He asked if we can discontinue this practice since the information is always available on the website. Board members agreed.

Mr. Aliasso asked to receive the board/committee packets via a link in the future. Ms. Sampson said that she will add a link and will continue to send via email attachment and post to the website as well.

5. **Change Fiscal Year** – Mr. Zembiec updated the board about the changing of the fiscal year. He said that staff has been communicating with Bowers & Co. as well as ABO and the Comptroller's Office. He said that Attorney Miller will prepare a resolution for the December meeting. He noted that we will have stub period for October 2021 to December 2021 and will start the new fiscal year on January 1, 2022.

VII. New Business: None.

Ms. Powers left the meeting at 8:58 a.m.

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VIII. Counsel:

1. **Initial Project Resolution No. 10.07.2021.02 for MLR Realty, LLC** – A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Aliasso. Discussion ensued. Attorney Miller said the IDA will provide a PILOT/Lease-leaseback for the \$20,000 square foot expansion project. He said that it involves a complex land assemblage since the IDA owns the rail that runs through the Renzi parcel which will be relocated and involve swapping land with Renzi and Renzi acquiring additional acreage from the City of Watertown. He said that there is discussion for the best approach whether the IDA should own the new spur or CSX or let the Trust own and then get to CSX. Mr. Warneck and Mr. Converse both indicated that they would support the Trust or CSX owning the new rail spur.

Ms. L'Huillier asked if there are still DEC issues outstanding. Mr. Zembiec said that they need a wetland permit to proceed.

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

2. **Initial Project Resolution No. 10.07.2021.03 for 31606 Felt Mills LLC** – A motion to approve the resolution was made by Mr. Aliasso, seconded by Ms. L'Huillier. Discussion ensued. Mr. Greenberg provided a quick overview of the project. He said that it is a 3MW solar facility that will be close to Fort Drum. He said that there are no wetlands and indicated that they already had discussions with FAA to ensure there will be no glare. He said the project is shovel ready at this point. It was noted that Lightstar is the solar developer, but the project is earmarked to sell to Distributed Solar Development (DSD) which will occur after the PILOT transaction. Mr. Greenberg said that DSD has indicated that they will buy the project after the transaction because of the risk and has made it a stipulation in order to close. Attorney Miller said that the application needs to cover the beneficiary of the project. He said that we could approve today, but at some point DSD will have to come back to us anyway. Mr. Greenberg said that he was not aware of that.

Mr. Aliasso said that Lightstar is essentially acting like a bank and indicated that he would be more comfortable dealing with the end user.

Attorney Miller said that we could start the process, but wondered if the application reflects the premium being paid. Mr. Zembiec asked Attorney Miller if we will have to redo the Initial Project Resolution if the board approves it today and we receive a new application. Attorney Miller said that the new owner would update the application to reflect the ownership and recertify it, but that we would not need to approve a new Initial Project Resolution. Mr. Aliasso asked if we should put a time period on for the real owner to step forward. Mr. Zembiec said the process will be to approve the Initial Project Resolution, schedule the public hearing, require an amended application with new owner information and come back to the board with the Authorizing Resolution. Attorney Miller said ideally this would be the process, but noted that the buyer could say no.

Attorney Miller asked Mr. Greenberg about the status of construction. Mr. Greenberg said it will start next year. He did say that there is an Option B in the Purchase Agreement that Lightstar will stay in possession to own and operate if they don't close with DSD.

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Attorney Miller asked Mr. Greenberg when we will close on the PILOT (which should be before construction starts). Mr. Greenberg said that his assumption today is that Lightstar will close on the project. Mr. Walldroff asked why the project is only 3MW. Mr. Greenberg said that only 3 could fit geologically.

Mr. Zembiec asked about the 50% sales sold in Jefferson County as referenced in the application. Mr. Greenberg said that they use Arcadia who targets certain areas. Mr. Warneck said that he notices a general reluctance to make the switch and sign up for solar. Mr. Greenberg said that Arcadia is the market leader and provides the end user with one bill in order for it to be streamlined. Mr. Warneck asked if the Town appraisal was done or discussed. Mr. Greenberg said that Lightstar did the appraisal (shows \$8.5 million future revenue), but noted that the Town did not review it. Mr. Converse asked about the 10% discount on power usage. Mr. Greenberg said the discount applies to the total bill for usage and distribution.

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

Mr. Greenberg left the meeting at 9:42 a.m.

3. **Supplemental Authorizing Resolution No. 10.07.2021.04 for GSPP 24658 County Route 47 North LLC** – A motion to approve the resolution was made by Mr. Warneck, seconded by Ms. L’Huillier. Discussion ensued. It was noted that the project costs went up and our fee is based on the project cost. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff – Yea, and Mr. Warneck – Yea. Carried.
4. **Supplemental Authorizing Resolution No. 10.07.2021.05 for GSPP 24658 County Route 47 South LLC** – A motion to approve the resolution was made by Mr. Aliasso, seconded by Ms. L’Huillier. Roll call vote was taken. Mr. Aliasso – Yea, Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Walldroff and Mr. Warneck – Yea. Carried.
5. **Bylaws** – Ms. L’Huillier suggested we amend the bylaws to include the immediate past chairman as a member of the executive committee in order to retain the benefit of their experience and insight on that committee. All agreed the governance committee should look at this. A motion was made by Ms. L’Huillier, seconded by Mr. Aliasso. Mr. Zembiec said that we will add it to the agenda for next week. Ms. L’Huillier said this will be for the JCLDC and JCCFDC as well.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Ms. L’Huillier. All in favor. The meeting adjourned at 9:51 a.m.

Respectfully submitted,
Peggy Sampson

INITIAL PROJECT RESOLUTION

(MLR Realty, LLC Project – Renzi Bros., Inc. d/b/a Renzi Foodservice)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday October 7, 2021 at 8:30 a.m.

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

Resolution No. 10.07.2021.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) (i) ACCEPTING AN APPLICATION SUBMITTED BY MLR REALTY, LLC, FOR ITSELF AND/OR ON BEHALF OF ONE OR MORE ENTITIES TO BE FORMED (COLLECTIVELY, THE “COMPANY”) 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 WITH RESPECT TO THE PROJECT; (iv) ADOPTING FINDINGS WITH RESPECT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (“SEQRA”) WITH RESPECT TO THE PROJECT; AND (v) AUTHORIZING THE ACQUISITION OF CERTAIN RAIL SPUR LANDS (AS DEFINED HEREIN).

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, MLR Realty, LLC, for itself and/or on behalf of an entity to be formed (collectively, the “Company”), has submitted an Application for Financial Assistance (the “Application”) requesting that the Agency consider undertaking a certain project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest in an approximately 40 acres of real property located at or adjacent to 901 Rail Drive, Watertown, New York 13601 (the “Land”, being more particularly described as TMID No 9-43-101.008 (approx. 21 acres), portions of TMID No 9-43-101.220 (approximately 10 acres), TMID No 9-43-101.210 (approximately 6 acres), and 9-26-102.001 approximately 3 acres)), along with the existing improvements located thereon including approximately 100,000 square feet of building space and related onsite improvements (the “Existing Improvements”) utilized for warehousing, storage and office space by Renzi Bros, Inc. d/b/a Renzi Food Service (“Renzi Foodservice”), (ii) the planning, design, construction, reconstruction, modification and equipping of the Existing Improvements and the addition of approximately 20,000 square feet of building addition

to provide for expanded docking, refrigerated storage and warehousing space, including warehousing, storage, shipping, receiving, office and mechanical spaces, additional external parking improvements, driveways, curbside, landscaping, storm water management and related site improvements (collectively, the “Improvements”), and (iii) the acquisition in and around the Improvements and of certain items of equipment and other tangible personal property and equipment (the “Equipment” and, collectively with the Land, the Existing Improvements 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, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the “Financial Assistance”) in the form of: (A) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the construction and equipping of the Facility, (B) a mortgage recording tax exemption for financings undertaken to construct the Facility, and (C) a partial real property tax abatement through a payment-in-lieu-of-tax agreement (the “PILOT Agreement”), pursuant to which the Company would make payments in lieu of real property taxes to the Agency for the benefit of each affected tax jurisdiction (the “Affected Tax Jurisdictions”); and

WHEREAS, the City Council of the City of Watertown (the “City Council”) previously reviewed the proposed Project 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”) along with a related Environmental Assessment Form (“EAF”), and in accordance with SEQRA adopted a Negative Declaration with respect to the Project on August 16, 2021 (the “Negative Declaration”, attached hereto along with the EAF as Exhibit A; and

WHEREAS, in connection with the undertaking of the Project, the Agency is undertaking the relocation of certain railway spur improvements located within and upon the Land, to wit, the abandonment of the former railway spur and construction of certain new railway spur improvements to be located adjacent to Rail Drive (the “Rail Spur Relocation”), such Rail Spur Relocation to include the acquisition of certain lands owned by the City of Watertown (the “City”) and to be acquired by the Agency through the Watertown Local Development Corporation (“WLDC”), such lands being identified as a portion of existing tax parcel TMID No 9-43-101.220, and herein, the “Rail Spur Lands”); and

WHEREAS, the Agency desires to (i) accept the Application, (ii) authorize the scheduling and conduct of a public hearing pursuant to an in accordance with the Act, (iii) describe the forms of financial assistance contemplated by the Agency, (iv) authorize the acquisition of the Rail Spur Lands from WLDC, and (v) adopt findings with respect to the Project pursuant to SEQRA.

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 appoint the Company as agent to construct the Improvements and acquire the Equipment constituting the Facility pursuant to the Agent Agreement and Leaseback Agreement to be negotiated as components of one or more Straight Lease Transactions; and

(C) Subject to the terms and conditions set forth within Section 4, hereof, the Agency has the authority to take the actions contemplated herein under the Act; and

(D) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing capital investment and employment opportunities in the City of Watertown, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(E) 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 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.

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

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

(ii) ratifies the proceedings undertaken by the City Council under SEQRA with respect to the construction and equipping of the Facility pursuant to SEQRA; and

(iii) finds that the Project involves an "unlisted action" (as such quoted term is defined under SEQRA). The Agency's review is "uncoordinated" (as such quoted term is defined under SEQRA). Based upon the review by the Agency of the EAF 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 (i) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included within the Project or used in the acquisition, construction or equipping of the Project, (ii) a mortgage recording tax exemption for financings undertaken to construct the Facility, and (iii) a partial real property tax abatement through a payment-in-lieu-of-tax agreement (the “PILOT Agreement”), pursuant to which the Company would make payments in lieu of real property taxes to the Agency for the benefit of the Affected Tax Jurisdictions.

Section 3. The Agency further authorizes the scheduling and conduct of a public hearing as required by Section 859-a of the Act (the “Public Hearing”). Prior to such Public Hearing, the Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized and directed to negotiate the terms of one or more PILOT Agreements for the Project in accordance with the Agency’s Uniform Tax Exemption Policy (“UTEP”).

Section 4. The Agency’s formal inducement to undertake the Project and approve the Financial Assistance shall be by one or more further resolutions of the Agency and shall be subject to the terms and conditions as are set forth therein.

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 all documents necessary to effect the conduct of the Public Hearing.

Section 6. The Agency hereby authorizes the acquisition of the Rail Spur Lands from WLDC, along with the acceptance of all existing improvements located thereon as constructed and relocated by the Agency. The Agency further hereby ratifies and confirms all prior actions and approvals associated with the swap of certain lands with the Company associated with the Rail Spur. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized to execute and deliver all necessary deeds and recording forms associated with acquiring the Rail Spur Lands from WLDC, along with related documents with such changes as shall be approved by the Chairman, Vice Chairman, and/or Chief Executive Officer, and counsel to the Agency upon execution.

Section 7. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized and directed to negotiate, but not execute, certain lease agreements, an Agent and Financial Assistance and Project Agreement (the “Agent Agreement”), the PILOT Agreement(s), and related documents to undertake the Straight Lease

Transaction. The Agency's authorization of the Project and the Financial Assistance shall be subject to the adoption of Agency resolutions relative to same.

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

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed for an 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 10. 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
David J. Converse	[X]	[]	[]	[]
John Jennings	[]	[]	[X]	[]
Robert E. Aliasso, Jr.	[X]	[]	[]	[]
W. Edward Walldroff	[X]	[]	[]	[]
William W. Johnson	[X]	[]	[]	[]
Lisa L'Huillier	[X]	[]	[]	[]
Paul J. Warneck	[X]	[]	[]	[]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

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

That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on October 7, 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 7th day of October, 2021.



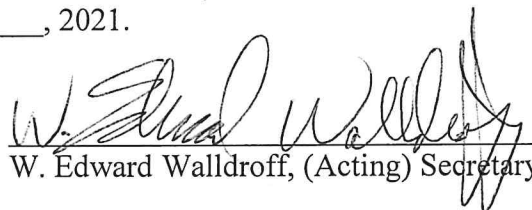

W. Edward Walldroff, (Acting) Secretary

EXHIBIT A
SEQRA MATERIALS

RESOLUTION

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Approving the Site Plan for the Construction of a 38,170 sq. ft. Building Addition, an Aggregate 59,304 sq. ft. Asphalt Parking and Loading Area Expansion and Associated Site Improvements at 901 Rail Drive, Parcel Number 9-43-108.000

Council Member HENRY-WILKINSON, Ryan J.

Council Member PIERCE, Sarah V.C.

Council Member RUGGIERO, Lisa A.

Council Member SPAZIANI, Leonard G.

Mayor SMITH, Jeffrey M.

Total

YEA	NAY
X	
X	
X	
X	
X	
5	0

Introduced by

Council Member Ryan J. Henry-Wilkinson

WHEREAS Matthew R. Morgia, P.E. of Aubertine and Currier, PLLC on behalf of Renzi Foodservice, has submitted an application for Site Plan Approval for the construction of a 38,170 sq. ft. building addition, an aggregate 59,304 sq. ft. asphalt parking and loading area expansion and associated site improvements at 901 Rail Drive, Parcel Number 9-43-108.000, and

WHEREAS the City Planning Board reviewed the site plan at its meeting held on August 3, 2021 and voted to recommend that the City Council of the City of Watertown approve the site plan with the following conditions:

1. The applicant must obtain, minimally, the following permits prior to construction: Building Permit and Water Supply Permit.
2. The applicant shall coordinate the construction of the new truck access drive with the Jefferson County Industrial Development Agency (JCIDA), as the adjacent owner, prior to work commencing on the JCIDA property and shall provide the City and JCIDA a construction detail showing the proposed at grade road crossing of the rail spur.

And,

WHEREAS the City Council has reviewed the Full Environmental Assessment Form, responding to each of the questions contained in Part 2, and has determined that the project, as submitted, is a Type 1 Action and will not have a significant impact on the environment,

NOW THEREFORE BE IT RESOLVED that the City Council of the City of Watertown declares that the proposed construction and site plan constitute a Type 1 Action for the purposes of SEQRA and hereby determines that the project, as proposed, will not have a significant impact on the environment, and

RESOLUTION

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Approving the Site Plan for the Construction of a 38,170 sq. ft. Building Addition, an Aggregate 59,304 sq. ft. Asphalt Parking and Loading Area Expansion and Associated Site Improvements at 901 Rail Drive, Parcel Number 9-43-108.000

Council Member HENRY-WILKINSON, Ryan J.

Council Member PIERCE, Sarah V.C.

Council Member RUGGIERO, Lisa A.

Council Member SPAZIANI, Leonard G.

Mayor SMITH, Jeffrey M.

Total

YEA	NAY
X	
X	
X	
X	
X	
5	0

BE IT FURTHER RESOLVED that it is an express condition of this Site Plan Approval that the applicant provide the City Engineer with a copy of any change in stamped plans forming the basis for this approval at the same time such plans are provided to the contractor. If plans are not provided as required by this condition of site plan approval, the City Code Enforcement Officer shall direct that work on the project site shall immediately cease until such time as the City Engineer is provided with the revised stamped plans. Additionally, any change in the approved plan, which, in the opinion of the City Engineer, would require Amended Site Plan Approval, will result in immediate cessation of the affected portion of the project work until such time as the amended site plan is approved. The City Code Enforcement Officer is directed to periodically review on-site plans to determine whether the City Engineer has been provided with plans as required by this approval, and

BE IT FURTHER RESOLVED by the City Council of the City of Watertown that Site Plan Approval is hereby granted to Matthew R. Morgia, P.E. of Aubertine and Currier, PLLC on behalf of Renzi Foodservice for the construction of a 38,170 sq. ft. building addition, an aggregate 59,304 sq. ft. asphalt parking and loading area expansion and associated site improvements at 901 Rail Drive, Parcel Number 9-43-108.000, and, as depicted on the site plan submitted to the City Planning and Community Development Department on July 20, 2021, contingent upon the applicant meeting the conditions listed above.

Seconded by: Council Member Lisa A. Ruggiero

INITIAL PROJECT RESOLUTION
(31606 Felt Mills LLC Project)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, October 7, 2021 at 8:30 a.m.

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

Resolution No. 10.07.2021.03

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING AN APPLICATION SUBMITTED BY 31606 FELT MILLS 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, **31606 FELT MILLS 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 20 acres of real property located at 31606 NYS Rote 3 in the Town of Rutland, New York (the "Land", being more particularly described as a portion of tax parcel No. 76.09-1-42.1); (ii) the planning, design, construction and operation of a 3MWac 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 Rutland Planning Board (the “Planning Board”), acting as “lead agency” (as such term is defined under SEQRA), previously reviewed the Project pursuant to SEQRA and on March 4, 2021 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) Secretary of Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

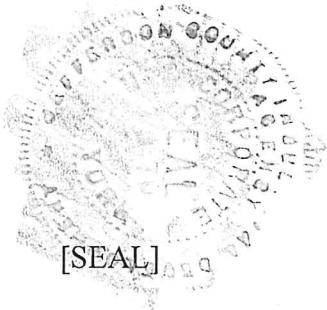
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on October 7, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the 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 7th day of October, 2021.



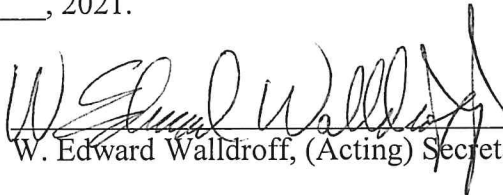

W. Edward Walldroff, (Acting) Secretary

EXHIBIT A
SEQRA MATERIALS

Project :

Date :

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.

Potential impact with shallow bedrock will mitigated by
drilling foundation post into bedrock.

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: *Felt's Mills Solar Project*

Name of Lead Agency: *Rutland Planning Board*

Name of Responsible Officer in Lead Agency: *Jonathan Boonhouwer*

Title of Responsible Officer: *Chairman*

Signature of Responsible Officer in Lead Agency: *John R*

Date: *3/24/2021*

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

SUPPLEMENTAL PROJECT AUTHORIZING RESOLUTION
(GSPP 24658 County Route 47 North, LLC Project – Assignment Authorization)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, October 7, 2021 at 8:30 a.m.

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

Resolution No. 10.07.2021.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) (i) AUTHORIZING AN ASSIGNMENT REQUEST RECEIVED FROM GSPP 24658 COUNTY ROUTE 47 NORTH, LLC (THE “COMPANY”) IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) TO BE UNDERTAKEN BY THE AGENCY AND THE COMPANY; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS WITH RESPECT TO SAME.

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, pursuant to a Project Authorizing Resolution adopted on October 15, 2020 (the “Project Authorizing Resolution”), the Agency appointed GSPP 24658 COUNTY ROUTE 47 NORTH, LLC (the “Company”), as agent of the Agency to undertake a certain Project (the “Project”) consisting of: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.06-1-38.1, Jefferson County, New York (the “Land”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.875 megawatts (the “Facility”) to be operated by the Company (the Land and the Facility collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; all as contemplated by and in furtherance of the purposes of Article 18-A of the General Municipal Law; and

WHEREAS, as of the date of the Company’s Application for Financial Assistance (the “Original Application”), the Original Application was submitted by and through Omni Navitas

through GSPP Omni Holdco, LLC as the original owner of the Company (the “Original Company Parent”); and

WHEREAS, pursuant to a certain Agreement to Assign Membership Interest, dated as of December 16, 2020, by and between the Original Company Parent and GSPP Holdco, LLC (“GSPP Holdco”), the Original Company Parent assigned 100% of its membership interest in the Company to GSPP Holdco (the “First Assignment”), and as of the same date, GSPP Holdco entered into a tax equity transaction whereby the ownership interests of the Company are held by GSPP NN Fund IV, LLC (“GSPP NN”) (the “Second Assignment”); and

WHEREAS, the Company has requested the Agency’s approval of the First Assignment and the Second Assignment (collectively, the “Assignment”) and has provided the Agency with an updated Application for Financial Assistance (the “Updated Application”) and additional background and financial information for the Agency to review and consider; and

WHEREAS, in addition to authorizing the within-described assignments, the Agency further desires to adopt a conformed description of the Project to be included within the project documents, which shall read as follows: (i) the acquisition by the Agency of a leasehold interest in an approximately 7.51 acre portion of a parcel of real property located at 24658 County Route 47 in the Town of Champion, New York (the “Land”, being more particularly described as a portion of tax parcel No. 76.06-1-38.5, as may be subdivided); (ii) the planning, design, construction and operation of a .875MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, on and offsite 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, in furtherance of the foregoing, the Agency desires to (i) authorize the Assignment subject to the terms and conditions set forth herein, (ii) the adoption of the conformed description of the Project as noted above, and (iii) the execution and delivery of certain documents and agreement in furtherance of same, if necessary.

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, the Agency hereby consents to, authorizes and approves the Assignment subject to the terms and conditions set forth herein. The Agency hereby further adopts the confirmed description of the Project as set forth above, with all other provisions of the Project Authorizing Resolution remaining in full force and effect as of the date hereof.

Section 2. The Agency's consent and approval of the Assignment is subject to payment by the Company of all costs and fees of the Agency in connection with review, consideration and authorization of the Assignment.

Section 3. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any documents and agreements necessary to effectuate the Assignment, with such changes as shall be approved by the Chairman, Vice Chairman and/or Chief Executive Officer and counsel to the Agency upon execution.

Section 4. 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 5. These Resolutions shall take effect immediately upon adoption.

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) Secretary of Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on October 7, 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.

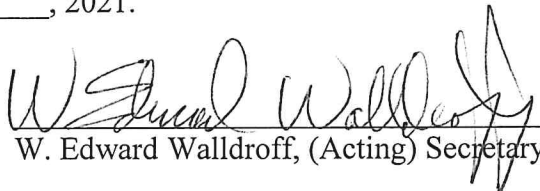
I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

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 7th day of October, 2021.



[SEAL]


W. Edward Walldroff, (Acting) Secretary

SUPPLEMENTAL PROJECT AUTHORIZING RESOLUTION
(GSPP 24658 County Route 47 South, LLC Project – Assignment Authorization)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, October 7, 2021 at 8:30 a.m.

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

Resolution No. 10.07.2021.05

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) (i) AUTHORIZING AN ASSIGNMENT REQUEST RECEIVED FROM GSPP 24658 COUNTY ROUTE 47 SOUTH, LLC (THE “COMPANY”) IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) TO BE UNDERTAKEN BY THE AGENCY AND THE COMPANY; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS WITH RESPECT TO SAME.

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, pursuant to a Project Authorizing Resolution adopted on October 15, 2020 (the “Project Authorizing Resolution”), the Agency appointed GSPP 24658 COUNTY ROUTE 47 SOUTH, LLC (the “Company”), as agent of the Agency to undertake a certain Project (the “Project”) consisting of: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.06-1-38.1, Jefferson County, New York (the “Land”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.875 megawatts (the “Facility”) to be operated by the Company (the Land and the Facility collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; all as contemplated by and in furtherance of the purposes of Article 18-A of the General Municipal Law; and

WHEREAS, as of the date of the Company’s Application for Financial Assistance (the “Original Application”), the Original Application was submitted by and through Omni Navitas

through GSPP Omni Holdco, LLC as the original owner of the Company (the "Original Company Parent"); and

WHEREAS, pursuant to a certain Agreement to Assign Membership Interest, dated as of December 16, 2020, by and between the Original Company Parent and GSPP Holdco, LLC ("GSPP Holdco"), the Original Company Parent assigned 100% of its membership interest in the Company to GSPP Holdco (the "First Assignment"), and as of the same date, GSPP Holdco entered into a tax equity transaction whereby the ownership interests of the Company are held by GSPP NN Fund IV, LLC ("GSPP NN") (the "Second Assignment"); and

WHEREAS, the Company has requested the Agency's approval of the First Assignment and the Second Assignment (collectively, the "Assignment") and has provided the Agency with an updated Application for Financial Assistance (the "Updated Application") and additional background and financial information for the Agency to review and consider; and

WHEREAS, in addition to authorizing the within-described assignments, the Agency further desires to adopt a conformed description of the Project to be included within the project documents, which shall read as follows: (i) the acquisition by the Agency of a leasehold interest in an approximately 7.44 acre portion of a parcel of real property located at 24658 County Route 47 in the Town of Champion, New York (the "Land", being more particularly described as a portion of tax parcel No. 76.06-1-38.6, as may be subdivided); (ii) the planning, design, construction and operation of a .875MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, on and offsite 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, in furtherance of the foregoing, the Agency desires to (i) authorize the Assignment subject to the terms and conditions set forth herein, (ii) the adoption of the conformed description of the Project as noted above, and (iii) the execution and delivery of certain documents and agreement in furtherance of same, if necessary.

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, the Agency hereby consents to, authorizes and approves the Assignment subject to the terms and conditions set forth herein. The Agency hereby further adopts the confirmed description of the Project as set forth above, with all other provisions of the Project Authorizing Resolution remaining in full force and effect as of the date hereof.

Section 2. The Agency's consent and approval of the Assignment is subject to payment by the Company of all costs and fees of the Agency in connection with review, consideration and authorization of the Assignment.

Section 3. The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any documents and agreements necessary to effectuate the Assignment, with such changes as shall be approved by the Chairman, Vice Chairman and/or Chief Executive Officer and counsel to the Agency upon execution.

Section 4. 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 5. These Resolutions shall take effect immediately upon adoption.

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) Secretary of Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on October 7, 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.

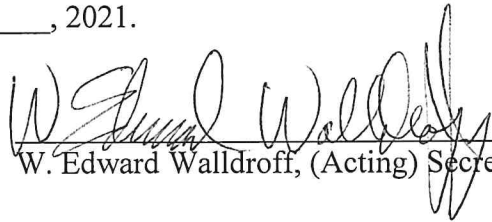
I FURTHER CERTIFY, that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of 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 7th day of October, 2021.




W. Edward Walldroff, (Acting) Secretary