

**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:** October 21, 2021

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

**From:** Chairman Robert Aliasso

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

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The Jefferson County Industrial Development Agency will hold their monthly Board Meeting on **Thursday, November 4, 2021 at 8:30 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

The live stream link will be available at [www.jcida.com](http://www.jcida.com).

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

pss

c: David Zembiec, 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, November 4, 2021 - 8:30 a.m.**

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes – October 7, 2021**
- V. Treasurer’s Report – October 31, 2021**
- VI. Committee Reports**
  - a. Audit Committee**
    - i. Resolution No. 11.04.2021.01 to Engage Auditors for Annual Audit**
  - b. Governance Committee**
    - i. Resolution No. 11.04.2021.02 for Annual Internal Policy and Procedures Review**
    - ii. Committee Structure**
    - iii. Summary Results of Confidential Evaluation of Board Performance**
  - c. Loan Review Committee**
    - i. Resolution No. 11.04.2021.03 for Standard Machine and Fabrication**
  - d. Alternative Energy Ad Hoc Committee**
  - e. Building and Grounds Ad Hoc Committee**
- VII. Unfinished Business**
- VIII. New Business**
  - 1. Proposed Fee Schedule**
  - 2. Resolution No. 11.04.2021.04 to Write Off WIP items for 146 Arsenal Street**
  - 3. Resolution No. 11.04.2021.05 to Convert Stream Capital Reserve Account to Remediation Fund**
  - 4. Rail Spur at City Center Industrial Park**
- IX. Counsel**
  - 1. Authorizing Project Resolution No. 11.04.2021.06 for MLR Realty, LLC**
  - 2. Authorizing Project Resolution No. 11.04.2021.07 for 31606 Felt Mills LLC**
- X. Adjournment**

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

**DRAFT**

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.

**DRAFT**

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.



**DRAFT**

**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.

**DRAFT**

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*

# JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

## Income Statement for the One Month Period Ending October 31, 2021

Prepared by Lyle Eaton, October 27, 2021

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
<b>Revenues</b>					
Application & Process Fees	\$ 10,000.00	(1,250.00)	\$ (1,250.00)	2,600.00	11,250.00
Bond Admin Fee	3,000.00	0.00	0.00	0.00	3,000.00
PILOT/Sale Leaseback Fees	900,000.00	110,089.86	110,089.86	0.00	789,910.14
JC Grant Marketing	0.00	22,950.00	22,950.00	0.00	(22,950.00)
Fee Income - RLF Program	10,000.00	0.00	0.00	1,497.96	10,000.00
Fee Income - Micro Program	5,000.00	0.00	0.00	5,336.13	5,000.00
Fee Income City Fund	0.00	0.00	0.00	1,739.95	0.00
Interest Income	2,000.00	271.51	271.51	231.46	1,728.49
Interest Income - RLF Program	24,185.00	3,412.26	3,412.26	1,935.96	20,772.74
Interest Income - City Fund	3,600.00	330.83	330.83	332.23	3,269.17
Interest Income - Micro Prog.	7,650.00	812.06	812.06	796.94	6,837.94
Late Payment Penalty - Micro	0.00	86.28	86.28	0.00	(86.28)
Miscellaneous Income	1,500.00	37,450.31	37,450.31	182,627.16	(35,950.31)
YMCA Income	0.00	0.00	0.00	21,067.48	0.00
<b>Total Revenues</b>	<b>966,935.00</b>	<b>174,153.11</b>	<b>174,153.11</b>	<b>218,165.27</b>	<b>792,781.89</b>
<b>Operations</b>					
Office Expense	1,500.00	220.20	220.20	580.40	1,279.80
Admin Services Exp	549,215.00	45,768.00	45,768.00	55,222.08	503,447.00
Depreciation Expense - Siding	0.00	1,357.96	1,357.96	1,357.96	(1,357.96)
D&O Insurance	15,000.00	1,260.58	1,260.58	1,214.33	13,739.42
Commercial Insurance	0.00	2,462.03	2,462.03	643.92	(2,462.03)
FTZ Expense	1,250.00	0.00	0.00	0.00	1,250.00
Legal- Retainer	0.00	1,500.00	1,500.00	1,500.00	(1,500.00)
Legal - Unrestricted	50,000.00	271.74	271.74	37,092.00	49,728.26
Legal YMCA	10,000.00	0.00	0.00	0.00	10,000.00
Accounting & Auditing	12,000.00	0.00	0.00	0.00	12,000.00
Coffeen Park Taxes	1,800.00	0.00	0.00	0.00	1,800.00
Airport Park Taxes	1,200.00	0.00	0.00	0.00	1,200.00
Fees Expense	3,000.00	0.00	0.00	0.00	3,000.00
Bad Debt--RLF	190,000.00	0.00	0.00	0.00	190,000.00
Bad Debt--Micro	31,000.00	0.00	0.00	0.00	31,000.00
RLF Program Expense	10,000.00	0.00	0.00	1,739.95	10,000.00
Microenterprise Program Exp	5,000.00	0.00	0.00	5,336.13	5,000.00
City Loan Fund Expenses	0.00	0.00	0.00	1,497.96	0.00
RLF Audit Expense	800.00	0.00	0.00	0.00	800.00
Plowing 146 Arsenal	0.00	0.00	0.00	22,839.00	0.00
IDA 146 Arsenal Bldg Expense	43,372.00	0.00	0.00	312.07	43,372.00
Insurance	0.00	0.00	0.00	2,155.75	0.00
Building Depreciation	0.00	2,443.47	2,443.47	2,443.47	(2,443.47)
146 Arsenal Electric	0.00	0.00	0.00	4,317.29	0.00
146 Arsenal Water	0.00	0.00	0.00	268.89	0.00
Salary Expense	0.00	0.00	0.00	2,481.54	0.00
Miscellaneous - Unrestricted	200.00	0.00	0.00	0.00	200.00
<b>Total Operations</b>	<b>925,337.00</b>	<b>55,283.98</b>	<b>55,283.98</b>	<b>141,002.74</b>	<b>870,053.02</b>
Total Revenue	966,935.00	174,153.11	174,153.11	218,165.27	792,781.89
Total Expenses	925,337.00	55,283.98	55,283.98	141,002.74	870,053.02
<b>Net Income Over Expenditures</b>	<b>\$ 41,598.00</b>	<b>118,869.13</b>	<b>\$ 118,869.13</b>	<b>77,162.53</b>	<b>(77,271.13)</b>

For Intern\_7 Use Only

Jeff Co Industrial Development Agency  
Balance Sheet  
October 31, 2021

ASSETS

Current Assets		
General Checking	\$	699,656.23
Savings Account		1,413,822.91
PILOT Checking Account		83,311.26
Microenterprise Account		109,408.64
City Loan Account		207,196.21
Revolving Loan Fund Account		1,920,197.56
PILOT Monies Receivable		32,468.33
Miscellaneous Receivable		329,431.86
Acct Receivable - Rogers		17,519.31
RLF Loans Receivable		2,530,119.17
Microenterprise Loans Rec.		197,077.27
Watn. Economic Growth Fund Rec		79,059.37
Allowance for Bad Debt-RLF		(190,000.00)
Allow. for Bad Debts-MICRO		(30,641.75)
Prepaid Expense		41,398.85
		<hr/>
Total Current Assets		7,440,025.22
Property and Equipment		
Accum Depr - Building	(1,018,150.53)	
Accum Depr. Equipment	(52,269.66)	
Accumulated Depreciation Sidin	(8,147.76)	
		<hr/>
Total Property and Equipment		(1,078,567.95)
Other Assets		
IT Server	6,050.00	
Galaxy Tablets	13,366.00	
146 Arsenal WIP Remediation	973,580.35	
Corp. Park Improvements	209,995.14	
Airport Property	884,326.02	
Intangible Asset	53,195.00	
WIP Airport	145,825.86	
WIP Intersection	244,973.52	
Woolworth Building	505,000.00	
Rail Siding CCIP	244,434.00	
146 Ars Building Improvements	730,948.56	
WIP Arsenal Deck & Sidewalks	12,495.00	
WIP 146 Arsenal - Renovations	5,864.54	
		<hr/>
Total Other Assets		4,030,053.99
		<hr/>
Total Assets	\$	<u><u>10,391,511.26</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
Accounts Payable - Unrestrict	\$	17,213.63
PILOT Monies Payable		115,779.59
RLF Loan Payable		2,000,000.00
Maintenance Reserve Convergys		14,445.48
Maintenance Expense Convergys		25,927.57
Car Freshner Signage		11,000.00
JC Grant - Marketing		(22,950.00)
		<hr/>
Total Current Liabilities		2,161,416.27
Unaudited - For Management Purposes Only		

Jeff Co Industrial Development Agency  
Balance Sheet  
October 31, 2021

Long-Term Liabilities		
Due NYS/IAP L.T.	180,159.78	
Deferred Revenue - Rogers	<u>18,000.51</u>	
Total Long-Term Liabilities		<u>198,160.29</u>
Total Liabilities		2,359,576.56
Capital		
General Fund Bal - Unrestrict.	1,836,855.99	
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	<u>118,869.13</u>	
Total Capital		<u>8,031,934.70</u>
Total Liabilities & Capital	\$	<u><u>10,391,511.26</u></u>

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

	Current Year Budget	Year-to-Date Total	Current Month	Previous Month	% YTD of Budget
<b>Expenses</b>					
Plowing 146 Arsenal	\$ 0.00	0.00	\$ 0.00	22,839.00	0.00
IDA 146 Arsenal Bldg Expens	43,372.00	0.00	0.00	312.07	0.00
Insurance	0.00	0.00	0.00	2,155.75	0.00
Building Depreciation	0.00	2,443.47	2,443.47	2,443.47	0.00
146 Arsenal Electric	0.00	0.00	0.00	4,317.29	0.00
146 Arsenal Water	0.00	0.00	0.00	268.89	0.00
Salary Expense	0.00	0.00	0.00	2,481.54	0.00
<b>Total Expenses</b>	<b>\$ 43,372.00</b>	<b>2,443.47</b>	<b>\$ 2,443.47</b>	<b>34,818.01</b>	<b>5.63</b>

## Jeff Co Industrial Development Agency

## Miscellaneous Receivables

As of Oct 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
GSPP CR 47 NORTH GSPP 24658 CR 47 NORTH	3666	48,696.80				48,696.80
GSPP CR 47 NORTH GSPP 24658 CR 47 NORTH		48,696.80				48,696.80
GSPP CR 47 SOUTH GSPP 24658 CR 47 SOUTH LLC	3667	48,708.80				48,708.80
GSPP CR 47 SOUTH GSPP 24658 CR 47 SOUTH LLC		48,708.80				48,708.80
MLR,LLC MLR,LLC	3660	182,450.00				182,450.00
MLR,LLC MLR,LLC		182,450.00				182,450.00
OYA ROBINSON OYA ROBINSON ROAD LLC	3651	24,888.13				24,888.13
OYA ROBINSON OYA ROBINSON ROAD LLC		24,888.13				24,888.13
OYA WAYSIDE OYA WAYSIDE DRIVE, LLC	3652	24,888.13				24,888.13
OYA WAYSIDE OYA WAYSIDE DRIVE, LLC		24,888.13				24,888.13
Report Total		329,631.8 - 11 -			-338.38	329,293.48



# Jeff Co Industrial Development Agency

## General Checking Cash Receipts Journal

For the Period From Oct 1, 2021 to Oct 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
10/7/21	125001 100001	2183	Invoice: 3657 JEFFERSON COUNTY INDUSTRIAL	1,497.96	1,497.96
10/7/21	125001 100001	1230	Invoice: 3658 JEFFERSON COUNTY INDUSTRIAL	5,336.13	5,336.13
10/7/21	125001 100001	1544	Invoice: 3659 JEFFERSON COUNTY INDUSTRIAL	1,739.95	1,739.95
10/7/21	207005 205602 100001	1413	DUE MICRO DUE SHLDC MAIN STREET CRAFTS & DRAFTS	269.03	134.51 134.52
10/7/21	207005 205602 100001	554	DUE MICRO DUE SHLDC THE SANDWICH BAR	1,937.73	968.86 968.87
10/7/21	125100 100001	0650	Invoice: 3649 YMCA	15,226.00	15,226.00
10/7/21	125501 412501 100001	3319	9/21 PRINCIPAL 9/21 INTEREST KENNETH F. ROGERS	314.91	178.49 136.42
10/14/21	125001 100001	15	Invoice: 3614 OYA ROBINSON ROAD LLC	24,888.13	24,888.13
10/14/21	125001 100001	16	Invoice: 3615 OYA WAYSIDE DRIVE, LLC	24,888.13	24,888.13
10/14/21	207005 205602 100001	19453	10/21 DUE MICRO 10/21 DUE SHLDC PAINFULL ACRES	989.37	565.35 424.02
10/28/21	125501 412501 100001	3338	10/21 PRINCIPAL 10/21 INTEREST KENNETH F. ROGERS	314.91	179.82 135.09
				<u>77,402.25</u>	<u>77,402.25</u>

# Jeff Co Industrial Development Agency

## Microenterprise Cash Receipts Journal

For the Period From Oct 1, 2021 to Oct 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
10/7/21	127003	7626	Invoice: 3384		952.53
	416003		10/21 INTEREST		16.33
	103003		THE SANDWICH BAR	968.86	
10/7/21	127003	7621	Invoice: 3329		119.74
	416003		10/21 INTEREST		14.77
	103003		MAIN STREET CRAFTS & DRAFTS	134.51	
10/7/21	127003	1007	Invoice: 3621		149.79
	416003		10/21 INTEREST		40.85
	103003		THERARTPY	190.64	
10/7/21	416003	9237	10/21 INTEREST		166.67
	103003		WILLOWBROOK ENTERPRISE, INC.	166.67	
10/7/21	127003	6213	Invoice: 3281		323.97
	416003		10/21 INTEREST		28.09
	103003		THE SCRUB HUB	352.06	
10/14/21	127003	1002	Invoice: 3629		294.09
	416003		10/21 INTEREST		83.33
	103003		STANDARD MACHINE AND FABRICATION	377.42	
10/14/21	127003	0098	Invoice: 3411		1,291.56
	416003		8/21 INTEREST		129.62
	416103		8/21 LATE		78.82
	103003		COLLEEN'S CHERRY TREE INN	1,500.00	
10/21/21	127003	7629	Invoice: 3274		466.94
	416003		10/21 INTEREST		98.41
	103003		PAINFULL ACRES	565.35	
10/21/21	127003	0049335587	Invoice: 1354		205.74
	416003		9/21 INTEREST		71.80
	416103		9/21 LATE		7.46
	103003		TASTE OF DESIGN	285.00	
10/28/21	127003	1371	Invoice: 3394		654.10
	416003		11/21 INTEREST		96.20
	103003		R.L.GOULD & SON, LLC	750.30	
10/28/21	127003	3612	Invoice: 3282		688.86
	416003		10/21 INTEREST		65.99
	103003		THOUSAND ISLANDS AREA HABITAT FOR HUMAN	754.85	
				<b>6,045.66</b>	<b>6,045.66</b>

**Jeff Co Industrial Development Agency****RLF Cash Receipts Journal****For the Period From Oct 1, 2021 to Oct 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
10/14/21	126002	3589	Invoice: 2504		867.73
	415002		9/21 INTEREST		744.72
	120102		WRIGHT BROS. LLC	1,612.45	
10/14/21	415002	6180	10/21 INTEREST		1,000.00
	120102		RBM MANUFACTURING CORP	1,000.00	
10/28/21	126002	80305	Invoice: 2526		2,694.00
	415002		9/21 INTEREST		185.32
	120102		MEADOWBROOK TERRACE	2,879.32	
10/28/21	126002	3619	Invoice: 2504		177,865.74
	415002		10/21 INTEREST		1,482.22
	120102		WRIGHT BROS. LLC	179,347.96	
				<b>184,839.73</b>	<b>184,839.73</b>

# Jeff Co Industrial Development Agency

## PILOT Cash Receipts Journal

For the Period From Oct 1, 2021 to Oct 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
10/7/21	121001 102001	000665863	Invoice: 3655 MORGAN WATERTOWN TOWNHOMES, LLC	29,178.80	29,178.80
10/14/21	121001 102001	1853	Invoice: 3664 WOOLWORTH WATERTOWN, LLC	4,901.00	4,901.00
10/14/21	121001 102001	40032583	Invoice: 3656 MORGAN WATERTOWN TOWNHOMES, LLC	21,116.53	21,116.53
10/18/21	121001 102001	ACH	Invoice: 3661 NEW YORK AIR BRAKE COMPANY	2,643.86	2,643.86
10/21/21	121001 102001	016722	Invoice: 3665 CURRENT APPLICATIONS	1,199.93	1,199.93
10/21/21	121001 102001	11355	Invoice: 3663 WATERTOWN INDUSTRIAL CENTER	15,136.11	15,136.11
10/21/21	121001 102001	349	Invoice: 3654 MDD, LLC	1,218.38	1,218.38
				<u>75,394.61</u>	<u>75,394.61</u>

# Jeff Co Industrial Development Agency

## Cash Disbursements Journal

For the Period From Oct 1, 2021 to Oct 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
10/7/21	7621	200001 100001	Invoice: 10/21 MAIN ST JEFFERSON COUNTY INDUSTRIAL	134.51	134.51
10/7/21	7622	200001 200001 100001	Invoice: 45150-9/21 Invoice: 45157-9/21 NATIONAL GRID	532.66 23.57	556.23
10/7/21	7623	200001 100001	Invoice: 10/21 MAIN ST SACKETS HARBOR LDC	134.52	134.52
10/7/21	7624	200001 100001	Invoice: 3372433-0448-8 WASTE MANAGEMENT	82.35	82.35
10/7/21	7625	200001 200001 100001	Invoice: 0000011-9/21 Invoice: 1851-9/21 CITY OF WATERTOWN COMPTROLLER	268.89 43.38	312.27
10/7/21	7626	200001 100001	Invoice: 10/21 SANDWICH JEFFERSON COUNTY INDUSTRIAL	968.86	968.86
10/7/21	7627	200001 100001	Invoice: SANDWICH 10/21 SACKETS HARBOR LDC	968.87	968.87
10/14/21	7628	200001 100001	Invoice: T0006405 DATA FACTS, INC.	20.20	20.20
10/14/21	7629	200001 100001	Invoice: 10/21 PAINFULL JEFFERSON COUNTY INDUSTRIAL	565.35	565.35
10/14/21	7630	200001 100001	Invoice: 3401 REFUND NORBUT SOLAR FARMS	1,250.00	1,250.00
10/14/21	7631	200001 200001 100001	Invoice: dafea52d Invoice: 5b06f2f0 JOHNSON NEWSPAPER CORP	150.01 121.73	271.74
10/14/21	7632	200001 100001	Invoice: 10/21 PAINFULL SACKETS HARBOR LDC	424.02	424.02
10/21/21	7633	200001 100001	Invoice: 21-1012 BERNIER, CARR & ASSOCIATES, P.C.	4,942.20	4,942.20
10/21/21	7634	200001 100001	Invoice: 1012021 GREAT AMERICAN INSURANCE CO.	15,127.00	15,127.00
10/21/21	7635	200001 100001	Invoice: 2351 JEFF COUNTY LDC	45,768.00	45,768.00
10/21/21	7636	200001 100001	Invoice: 17024-9/21 NATIONAL GRID	3,761.06	3,761.06
10/21/21	7637	200001 100001	Invoice: 10122021 SELECTIVE INSURANCE CO	29,544.31	29,544.31
10/21/21	7638	200001 200001 100001	Invoice: 2096 Invoice: 2097 SWARTZMOSES	18,540.00 18,552.00	37,092.00
10/28/21	7639	200001 100001	Invoice: 1 PURCELL CONSTRUCTION	327,058.87	327,058.87
10/28/21	7640	200001 100001	Invoice: 8824940 HARRIS BEACH	1,500.00	1,500.00
10/28/21	7641	200001 100001	Invoice: 2 PURCELL CONSTRUCTION	508,031.02	508,031.02
<b>Total</b>				<b>978,513.38</b>	<b>978,513.38</b>

**Jeff Co Industrial Development Agency**  
**Unrestricted Aged Payables**  
**As of Oct 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
JEFFERSON COUNTY INDUSTRIAL	3668	9/30/21	2,499.06
JEFFERSON COUNTY INDUSTRIAL			2,499.06
PURCELL CONSTRUCTION	1	9/25/21	17,213.63
PURCELL CONSTRUCTION			17,213.63
			19,712.69

Jefferson County Industrial Development Agency  
Revolving Loan Fund Receivables  
October 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	41,783.25	Current	Working Cap During Construction
3	MLR, LLC	July-07	250,000.00	88,245.92	Current	Expand Warehouse
4	Wright Bros, LLC	June-12	241,743.00	0.00	Paid in full	Purchase Building
5	JCIDA	August-21	2,000,000.00	2,000,000.00	Current	146 Arsenal Remediation
<b>Total RLF Receivables</b>			<b>2,941,743.00</b>	<b>2,530,029.17</b>	<b>-</b>	



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

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
	Colleens Cherry Tree Inn	May-19	40,000.00	29,816.36	2 Delinquent	Expand Restaurant - Ice Ceram Shop
	R. L. Gould & Son, LLC	March-19	40,000.00	22,433.98	Current	Open UPS Store
	Tl Area Habitat For Humanity	April-18	40,000.00	15,147.88	Current	Open ReStore
	Main Street Crafts & Drafts	Sep-18	7,150.00	3,425.25	Current	Craft Shop & Bar
	Painfull Acres	Mar-18	40,000.00	23,148.81	Current	Amish Furniture Store
	The Sandwich Bar	Feb-19	19,000.00	2,967.45	Current	Restaurant
	Sarah's Barber Shop	Mar-20	10,000.00	7,571.02	2 Delinquent	Barber Shop
	The Scrub Hub	Apr-18	18,656.00	6,398.35	Current	Scrubs Clothing
	Standard Machine	Aug-21	20,000.00	19,705.91	New Loan	Fabrication
	Therartpy	Jul-21	10,102.00	9,654.49	Current	Art Therapy
	Taste of Design	Apr-07	40,000.00	16,807.77	1 Delinquent	Coffee Shop
	Willowbrook	Jul-21	40,000.00	40,000.00	Current	Purchase Gole Club
	Total MICRO Receivables		324,908.00	197,077.27	-	

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

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Current Applications	Apr-15	101,403.00	79,059.37	Current	Manufacturing Plant Expansion
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	<b>Total CITY FUNDReceivables</b>		<b>101,403.00</b>	<b>79,059.37</b>	<b>-</b>	

	A	B	C	D	E	F	G	H	I
1	JCIDA WIP 146 ARSENAL ABATEMENT								
2	GL# 150200								Board
3									Allocation
4	Vendor Payments			Amount					8/18/2021
5	Date	Vendor	Invoice#	Paid	Paid Date	Check#	Balance	Retainage	2,000,000
6	07/02/21	SES	1272	13,150.00	7/15/2021	7558	13,150.00		1,986,850.00
7	06/30/21	PARADiGM	21.0630.45	6,035.00	7/15/2021	7563	19,185.00		1,980,815.00
8	06/30/21	Harris Beach	8811903	6,325.00	7/22/2021	7565	25,510.00		1,974,490.00
9	07/16/21	Bernier Carr	21-641	48,695.00	7/25/2021	7570	74,205.00		1,925,795.00
10	07/14/21	PARADiGM	21.0714.5	7,250.00	7/29/2021	7573	81,455.00		1,918,545.00
11	7/xx/21	Thomas Trash Service	7-INVOICES	1,600.00	7/29/2021	7572	83,055.00		1,916,945.00
12	08/08/21	PARADiGM	21.0806.03	12,500.00	8/12/2021	7582	95,555.00		1,904,445.00
13	07/30/21	Harris Beach	8815480	4,325.00	8/12/2021	7583	99,880.00		1,900,120.00
14	07/31/21	Bernier Carr	21-787	898.07	8/24/2021	7587	100,778.07		1,899,221.93
15	08/31/21	DANC--Tipping Fees	Aug-21	1,071.32	9/9/2021	7599	101,849.39		1,898,150.61
16	08/30/21	PARADiGM	21-0621-5	5,300.00	9/16/2021	7605	107,149.39		1,892,850.61
17	09/07/21	Thomas Trash Service	19700005	200.00	9/16/2021	7606	107,349.39		1,892,650.61
18	08/31/21	Harris Beach	8821006	4,900.00	9/23/2021	7615	112,249.39		1,887,750.61
19	08/31/21	Bernier Carr	21-889	4,055.00	9/23/2021	7607	116,304.39		1,883,695.61
20	09/07/21	DANC--Tipping Fees	472959	30.24	9/23/2021	7608	116,334.63		1,883,665.37
21	09/30/21	Bernier Carr	21-1012	4,942.20	10/21/2021	7633	121,276.83		1,878,723.17
22	09/25/21	Purcell	1	327,058.87			448,335.70	17,213.63	1,551,664.30
23	10/25/21	Pufcell	2	508,031.02			956,366.72	26,738.47	1,043,633.28
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	A	B	C	D	E	F	G	H	I
1	JCIDA WIP 146 ARSENAL ABATEMENT								
2	GL# 150200								
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4	Vendor Payments PURCELL			Amount					Contract
5	Date		Invoice#	Billed	Paid Date	Check#	Balance	Retainage	1,700,378.00
6	09/25/21		1	344,272.50			344,272.50	17,213.63	1,356,105.50
7	10/25/21		2	534,769.50			879,042.00	26,738.47	821,336.00
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	A	B	C	D	E	F	G	H	I
1	JCIDA WIP 146 ARSENAL ABATEMENT								
2	GL# 150200								Board
3									approved 71/2%
4	Vendor Payments-BCA			Amount					7/9/2021
5	Date	Vendor	Invoice#	Paid	Paid Date	Check#	Balance	Retainage	127,528.00
6	07/16/21		21-641	48,695.00	7/25/2021	7570	48,695.00		78,833.00
7	07/31/21		21-787	898.07	8/24/2021	7587	49,593.07		77,934.93
8	08/31/21		21-889	4,055.00	9/23/2021	7607	53,648.07		73,879.93
9	09/30/21		21-1012	4,942.20			58,590.27		68,937.73
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	A	B	C	D	E	F	G	H	I
1	JCIDA WIP 146 ARSENAL ABATEMENT								
2	GL# 150200								Board
3									Allocation
4	Vendor Payments- PARADIGM			Amount					7/9/2021
5	Date	Vendor	Invoice#	Paid	Paid Date	Check#	Balance	Retainage	249,500
6	06/30/21		21.0630.45	6,035.00	7/15/2021	7563	6,035.00		243,465.00
7	07/14/21		21.0714.5	7,250.00	7/29/2021	7573	13,285.00		236,215.00
8	08/08/21		21.0806.03	12,500.00	8/12/2021	7582	25,785.00		223,715.00
9	08/30/21		21.0621.5	5,300.00	9/16/2021	7605	31,085.00		218,415.00
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1	JCIDA WIP 146 ARSENAL ABATEMENT								
2	GL# 150200								
3									
4	Vendor Payments- SES			Amount					Quote
5	Date	Vendor	Invoice#	Paid	Paid Date	Check#	Balance	Retainage	8,750
6	07/02/21	SES	1272	13,150.00	7/15/2021	7558	13,150.00		-4,400.00
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**Jefferson County Industrial Development Agency  
(Jefferson County Civic Facility Development Corporation)  
Audit Committee Meeting Minutes  
October 19, 2021**

The Jefferson County Industrial Development Agency (Jefferson County Civic Facility Development Corporation) held an audit committee meeting on Tuesday, October 19, 2021 in the board room, 800 Starbuck Avenue, Watertown, NY.

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

**Also Present:** David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Liz Bush and Andrew Swords from Bowers & Company

**Excused:** Paul Warneck

**I. Call to Order:** The meeting was called to order at 8:25 a.m.

**II. Engage Audit Firm:**

Mr. Jennings indicated that the purpose of the pre-audit meeting is to engage Bowers & Company to complete the 2020-2021 audit.

Ms. Bush asked if there was any concerns or litigation; no one was aware of any. Ms. Bush asked if there were any questionable/problem loans. Mr. Eaton said no and noted that the bad debt allowance remained the same. Ms. Bush asked if there were any bankruptcies. Mr. Eaton said no.

Ms. Bush asked if there has been any activity at the Airport Park project. Mr. Eaton indicated that no money has been expended. Ms. Bush said to keep in mind that the threshold for a single audit is \$750,000 in federal money. Mr. Zembiec said it may occur next year between the Airport and YMCA projects. Mr. Zembiec mentioned the over \$4 million request to Jefferson County for part of the American Recover Plan funds for childcare training, helping landlords impacted by the pandemic, an innovation fund for businesses, the PCB remediation at 146 Arsenal Street, and the sewer project at the Airport Park.

Ms. Bush asked if any new loans were issued. Mr. Eaton said there were a few including the \$2 million loan to the IDA for the remediation project at 146 Arsenal Street. Ms. Bush asked if there were any loan commitments at the end of the year. Mr. Eaton said no.

The audit has been scheduled to start during the week of October 25, 2021. Liz Bush will be the lead partner (fourth year). Ms. Bush presented the engagement letter. The fee is \$10,900 plus \$500 for information returns. It was noted that the JCIDA audit will include the JCCFDC. Mr. Eaton will provide Ms. Bush with a list of the loan balances for the loan confirmations.

A motion was made by Mr. Aliasso to recommend approval of the engagement letter for the fiscal year ending 9/30/21 to the full board of directors, seconded by Mr. Jennings. All in favor.

Ms. Bush said the anticipated fee for the stub period (October 1, 2021 – December 31, 2021) is \$6,500 plus \$400 for information returns. Mr. Aliasso said the board will need to amend the bylaws when they approve the resolution to change the fiscal year and noted that we may need to approve/amend the budget to match up with the stub period.

**III. Adjournment:** With no further business before the committee, a motion to adjourn was made by Mr. Aliasso, seconded by Mr. Jennings. The meeting adjourned at 8:43 a.m.

Respectfully submitted,

*Peggy Sampson*

**DRAFT**

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution Number 11.04.2021.01**

**to Engage Auditors for Annual Audit**

**WHEREAS**, the Audit Committee met on October 19, 2021 to meet with Bowers & Company CPAs PLLC, and

**WHEREAS**, Bowers & Company presented an engagement letter to audit the financial statements for the year ended September 30, 2021. The fee will be \$10,900 for the audit and \$500 for the preparation of information returns, and

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

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

This resolution shall take effect immediately.

---

W. Edward Walldroff  
Secretary



## BOWERS & COMPANY CPAs PLLC

CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS CONSULTANTS

October 19, 2021

To the Board of Directors  
Jefferson County Industrial Development Agency  
800 Starbuck Avenue  
Watertown, NY 13601

We are pleased to confirm our understanding of the services we are to provide Jefferson County Industrial Development Agency for the year ended September 30, 2021. We will audit the financial statements of the governmental activities, including the related notes to the financial statements, which collectively comprise the basic financial statements, of Jefferson County Industrial Development Agency as of and for the year ended September 30, 2021. Accounting standards generally accepted in the United States of America provide for certain required supplementary information (RSI), such as management's discussion and analysis (MD&A), to supplement Jefferson County Industrial Development Agency's basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. As part of our engagement, we will apply certain limited procedures to Jefferson County Industrial Development Agency's RSI in accordance with auditing standards generally accepted in the United States of America. These limited procedures will consist of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We will not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance. The following RSI is required by generally accepted accounting principles and will be subjected to certain limited procedures, but will not be audited:

1) Management's Discussion and Analysis.

We have also been engaged to report on supplementary information other than RSI that accompanies Jefferson County Industrial Development Agency's financial statements. We will subject the following supplementary information to the auditing procedures applied in our audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America, and we will provide an opinion on it in relation to the financial statements as a whole in a report combined with our auditors' report on the financial statements:

- 1) Combining Statements of Fund Net Position - Jefferson County Industrial Development Agency and Component Units.
- 2) Combining Statements of Fund Revenues, Expenses and Changes in Fund Net Position - Jefferson County Industrial Development Agency and Component Units.
- 3) Combining Statement of Fund Net Position – Component Units.
- 4) Combining Statement of Fund Net Position.
- 5) Combining Statement of Fund Revenues, Expenses and Changes in Fund Net Position.

### **Audit Objectives**

The objective of our audit is the expression of opinions as to whether your financial statements are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles and to report on the fairness of the supplementary information referred to in the second paragraph when considered in relation to the financial statements as a whole. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America and the standards for financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and will include tests of the accounting records of Jefferson County Industrial Development Agency and other procedures we consider necessary to enable us to express such opinions. We will issue a written report upon completion of our audit of Jefferson County Industrial Development Agency's financial statements. Our report will be addressed to the Board of Directors of Jefferson County Industrial Development Agency. We cannot provide assurance that unmodified opinions will be expressed. Circumstances may arise in which it is necessary for us to modify our opinions or add emphasis-of-matter or other-matter paragraphs. If our opinions are other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or issue reports, or may withdraw from this engagement.

We will also provide a report (that does not include an opinion) on internal control related to the financial statements and compliance with the provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a material effect on the financial statements as required by *Government Auditing Standards*. The report on internal control and on compliance and other matters will include a paragraph that states (1) the purpose of the report is solely to describe the scope of testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control on compliance, and (2) the report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. The paragraph will also state that the report is not suitable for any other purpose. If during our audit, we become aware that Jefferson County Industrial Development Agency is subject to an audit requirement that is not encompassed in the terms of this engagement, we will communicate with management and those charged with governance that an audit in accordance with U.S. generally accepted auditing standards and the standards for financial audits contained in *Government Auditing Standards* may not satisfy the relevant legal, regulatory, or contractual requirements.

### **Audit Procedures—General**

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We will plan and perform the audit to obtain reasonable rather than absolute assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the government or to acts by management or employees acting on behalf of the government. Because the determination of abuse is subjective, *Government Auditing Standards* do not expect auditors to provide reasonable assurance of detecting waste or abuse.



Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is a risk that material misstatements or noncompliance may exist and not be detected by us, even though the audit is properly planned and performed in accordance with U.S. generally accepted auditing standards and *Government Auditing Standards*. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements or major programs. However, we will inform the appropriate level of management of any material errors, any fraudulent financial reporting, or misappropriation of assets that come to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential, and of any material abuse that comes to our attention. We will include such matters in the reports required for a Single Audit. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include tests of the physical existence of inventories, and direct confirmation of receivables and certain other assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will request written representations from your attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will require certain written representations from you about your responsibilities for the financial statements; schedule of expenditures of federal awards; federal award programs; compliance with laws, regulations, contracts, and grant agreements; and other responsibilities required by generally accepted auditing standards.

#### **Audit Procedures—Internal Control**

Our audit will include obtaining an understanding of the government and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. Tests of controls may be performed to test the effectiveness of certain controls that we consider relevant to preventing and detecting errors and fraud that are material to the financial statements and to preventing and detecting misstatements resulting from illegal acts and other noncompliance matters that have a direct and material effect on the financial statements. Our tests, if performed, will be less in scope than would be necessary to render an opinion on internal control and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to *Government Auditing Standards*.

An audit is not designed to provide assurance on internal control or to identify significant deficiencies or material weaknesses. Accordingly, we will express no such opinion. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards and *Government Auditing Standards*.

### **Audit Procedures—Compliance**

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of Jefferson County Industrial Development Agency's compliance with provisions of applicable laws, regulations, contracts, and agreements, including grant agreements. However, the objective of those procedures will not be to provide an opinion on overall compliance and we will not express such an opinion in our report on compliance issued pursuant to *Government Auditing Standards*.

### **Other Services**

We will also assist in preparing the financial statements and related notes of Jefferson County Industrial Development Agency in conformity with U.S. generally accepted accounting principles based on information provided by you. These nonaudit services do not constitute an audit under *Government Auditing Standards* and such services will not be conducted in accordance with *Government Auditing Standards*. We will perform the services in accordance with applicable professional standards. The other services are limited to the financial statement services previously defined. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities.

### **Management Responsibilities**

Management is responsible for designing, implementing, establishing and maintaining effective internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, and for evaluating and monitoring ongoing activities, to help ensure that appropriate goals and objectives are met; following laws and regulations; and ensuring that management and financial information is reliable and properly reported. Management is also responsible for implementing systems designed to achieve compliance with applicable laws, regulations, contracts, and grant agreements. You are also responsible for the selection and application of accounting principles; for the preparation and fair presentation of the financial statements, schedule of expenditures of federal awards, and all accompanying information in conformity with U.S. generally accepted accounting principles; and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements.

Management is also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, (2) additional information that we may request for the purpose of the audit, and (3) unrestricted access to persons within the government from whom we determine it necessary to obtain audit evidence.

Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the government involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the government complies with applicable laws, regulations, contracts, agreements, and grants. Management is also responsible for taking timely and appropriate steps to remedy fraud and noncompliance with provisions of laws, regulations, contracts, and grant agreements, or abuse that we report.

You are responsible for the preparation of the other supplementary information, which we have been engaged to report on, in conformity with U.S. generally accepted accounting principles. You agree to include our report on the supplementary information in any document that contains and indicates that we have reported on the supplementary information. You also agree to include the audited financial statements with any presentation of the supplementary information that includes our report thereon. Your responsibilities include acknowledging to us in the written representation letter that (1) you are responsible for presentation of the supplementary information in accordance with GAAP; (2) you believe the supplementary information, including its form and content, is fairly presented in accordance with GAAP; (3) the methods of measurement or presentation have not changed from those used in the prior period (or, if they have changed, the reasons for such changes); and (4) you have disclosed to us any significant assumptions or interpretations underlying the measurement or presentation of the supplementary information.

Management is responsible for establishing and maintaining a process for tracking the status of audit findings and recommendations. Management is also responsible for identifying and providing report copies of previous financial audits, attestation engagements, performance audits, or other studies related to the objectives discussed in the Audit Objectives section of this letter. This responsibility includes relaying to us corrective actions taken to address significant findings and recommendations resulting from those audits, attestation engagements, performance audits, or studies. You are also responsible for providing management's views on our current findings, conclusions, and recommendations, as well as your planned corrective actions, for the report, and for the timing and format for providing that information.

You agree to assume all management responsibilities relating to the financial statements and related notes, and any other nonaudit services we provide. You will be required to acknowledge in the management representation letter our assistance with preparation of the financial statements, schedule of expenditures of federal awards, and related notes and that you have reviewed and approved the financial statements, schedule of expenditures of federal awards, and related notes prior to their issuance and have accepted responsibility for them. Further, you agree to oversee the nonaudit services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of those services; and accept responsibility for them.



### **Engagement Administration, Fees, and Other**

We understand that your employees will prepare confirmations we request and will locate any documents selected by us for testing.

We will provide copies of our reports to the Agency; however, management is responsible for distribution of the reports and the financial statements. Unless restricted by law or regulation, or containing privileged and confidential information, copies of our reports are to be made available for public inspection.

The audit documentation for this engagement is the property of Bowers & Company CPA's, PLLC and constitutes confidential information. However, subject to applicable laws and regulations, audit documentation and appropriate individuals will be made available upon request and in a timely manner to U.S. Department of Housing and Urban Development or its designee, a federal agency providing direct or indirect funding, or the U.S. Government Accountability Office for purposes of a quality review of the audit, to resolve audit findings, or to carry out oversight responsibilities. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of Bowers & Company CPA's, PLLC personnel. Furthermore, upon request, we may provide copies of selected audit documentation to the aforementioned parties. These parties may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

The audit documentation for this engagement will be retained for a minimum of five years after the report release date or for any additional period requested by the U.S. Department of Housing and Urban Development. If we are aware that a federal awarding agency, pass-through entity, or auditee is contesting an audit finding, we will contact the party(ies) contesting the audit finding for guidance prior to destroying the audit documentation.

We expect to begin our audit on approximately October 25, 2021 and to issue our reports within a reasonable time. Elizabeth Bush is the engagement partner and is responsible for supervising the engagement and signing the reports or authorizing another individual to sign them. Our fees will be \$10,900 for the audit and \$500 for the preparation of information returns. The fee estimate is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. If significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs.

To ensure that Bowers & Company CPAs PLLC's independence is not impaired under the AICPA Code of Professional conduct, you agree to inform the engagement partner before entering into any substantive employment discussions with any of our personnel.

It is hereby understood and agreed that this engagement is being undertaken solely for the benefit for Jefferson County Industrial Development Agency and that no other person or entity shall be authorized to enforce the terms of the engagement.

We will schedule the engagement based in part on deadlines, working conditions, and the availability of your key personnel. We will plan the engagement based on the assumption that your personnel will cooperate and provide assistance by performing tasks such as preparing requested schedules, retrieving supporting documents, and preparing confirmations. If, for whatever reason, your personnel are unavailable to provide the necessary assistance in a timely manner, it may substantially increase the work we have to do to complete the engagement within the established deadlines, resulting in an increase in fees over our original fee estimate.

In connection with this engagement, we may communicate with you or others via email transmission. As emails can be intercepted and read, disclosed, or otherwise used or communicated by an unintended third party, or may not be delivered to each of the parties to whom they are directed and only to such parties, we cannot guarantee or warrant that emails from us will be properly delivered and read only by the addressee. Therefore, we specifically disclaim and waive any liability or responsibility whatsoever for interception or unintentional disclosure of emails transmitted by us in connection with the performance of this engagement. In that regard, you agree that we shall have no liability for any loss or damage to any person or entity resulting from the use of email transmissions, including any consequential, incidental, direct, indirect, or special damages, such as loss of revenues or anticipated profits, or disclosure or communication of confidential or proprietary information.

We appreciate the opportunity to be of service to Jefferson County Industrial Development Agency and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us.

Very truly yours,

*Banner & Company*

RESPONSE:

This letter correctly sets forth the understanding of Jefferson County Industrial Development Agency.

Management signature: *Dan Dombred*

Title: *CEC*

Date: *10/19/21*

Governance signature: \_\_\_\_\_

Title: \_\_\_\_\_

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

**Jefferson County Industrial Development Agency  
Governance Committee Meeting Minutes  
October 15, 2021**

The JCIDA governance committee meeting was in the board room at 800 Starbuck Avenue, Watertown, NY on Friday, October 15, 2021.

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

**Excused:** None

**Absent:** None

**Also Present:** David Zembiec, Peggy Sampson, Marshall Weir

- I. **Call to Order:** Mr. Walldroff called the meeting to order at 8:19 a.m.
- II. **Proposed Bylaws:** Committee members reviewed the proposed bylaws. The proposed change is to add the immediate past chairman to the executive committee as suggested at the last board meeting.

A motion was made by Mr. Warneck to move the proposed bylaws to the full board of directors, seconded by Mr. Johnson. All in favor.

- III. **Review Mission Statement/Performance Measurements:** Committee members reviewed the current mission statement. There were no updates/changes made. Staff is currently gathering the results from the previous year's goals and will update the performance measurement form when employment numbers are received.
- IV. **Review Current/Proposed Policies and Procedures:** It was noted that there were no changes made to the Disposition of Real Property Guidelines nor the Procurement Policy. The Financial Internal Controls were updated to reflect a title change for a staff member (Office Assistant to Finance Assistant).

After review and discussion, a motion was made by Mr. Warneck to recommend approval of the Investment Policy with Financial Internal Controls to the full board of directors, seconded by Mr. Johnson. All in favor.

- V. **Annual Confidential Board Evaluations:** Committee members reviewed the summary results of confidential evaluation of board performance. Mr. Walldroff commented on the improvement and said it looks good. Mr. Warneck commented on #3 (Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles) by saying that the board has shown that they know it and referenced work on the YMCA and Convalt projects. He said that there is clear improvement from everyone from the previous year. He said he particularly likes the sharing of information.

Mr. Walldroff said that the results are not lopsided even though there are a lot of varying opinions. He said that it shows give and take and makes it more realistic and credible.

After review and discussion, a motion was made by Mr. Johnson to send the results to the full board of directors, seconded by Mr. Warneck. All in favor.

Jefferson County Industrial Development Agency  
Governance Committee Meeting Minutes  
October 15, 2021

VI. Other

- a. **Local Labor Policy** – Mr. Zembiec said that he took a few examples from Clinton and Cayuga IDA's and merged them together to create a starting point for our proposed policy. He said that he has been communicating with local labor reps and Cheryl Mayforth and is waiting for language from a union rep regarding apprenticeships.

Mr. Warneck asked if the policy will deal with local construction companies that have out of town employees (i.e., Bette Cring). Mr. Zembiec said the policy will include adjacent counties as "local". He said that he will keep everyone informed while we continue to develop the policy.

- VII. **Adjournment:** With no further business before the committee, a motion to adjourn the meeting was made by Mr. Johnson, seconded by Mr. Warneck. The meeting adjourned at 8:37 a.m.

Respectfully submitted,

*Peggy Sampson*

**DRAFT**

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution Number 11.04.2021.02**

**For Annual Internal Policy and Procedure Review**

**WHEREAS**, on October 15, 2021 the JCIDA Governance Committee met to review the listed policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- Proposed Bylaws
- Mission Statement & Performance Measurements
- Proposed Audit and Finance Committee Charter
- Disposition of Real Property Guidelines
- Proposed Investment Policy with Internal Controls
- Procurement Policy

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

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

This resolution shall take effect immediately.

---

W. Edward Walldroff, Secretary

**BYLAWS  
OF THE  
JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Adopted April 7, 2011**

**Amended December 1, 2011**

**Amended April 5, 2012**

**Amended October 4, 2012**

**Amended August 29, 2013**

**Amended October 5, 2017**

**Reviewed October 1, 2020 Proposed 11/4/21**

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**ARTICLE I - THE AGENCY**

**Section 1. NAME.** The name of the Agency shall be "The Jefferson County Industrial Development Agency" (JCIDA).

**Section 2. MISSION STATEMENT.** To advance the job opportunities, health, general prosperity, and economic welfare of the people of the County and to improve their recreation opportunities, prosperity and standard of living.

**Section 3. SEAL OF AGENCY.** The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the year of its organization.

**Section 4. OFFICE OF AGENCY.** The office of the Agency shall be at 800 Starbuck Avenue, Suite 800 in the City of Watertown, New York, but the Agency may have other offices at such other places as the Agency may from time to time designate by resolution.

**Section 5. FISCAL YEAR.** The fiscal year of the Agency shall commence on the first day of October of each year and end on the last day of September.

**ARTICLE II - BOARD OF DIRECTORS**

**Section 1. BOARD MEMBER APPOINTMENTS.** There shall be seven board members for the JCIDA. All board member appointments are made by the Jefferson County Board of Legislators (JCBOL). All board members shall serve at the pleasure of the JCBOL.

**Section 2. - RESIGNATIONS AND REMOVAL OF DIRECTORS.**

(a) Any Director of the Agency may resign at any time by giving written notice to the Chairman or the Secretary. The resignation by or removal of a member of the Agency from the Agency board shall have the effect of resignation or removal of that Director of the Agency. Any such resignation shall take effect at the time specified



therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective.

### **ARTICLE III - OFFICERS**

**Section 1. OFFICERS.** The officers of the Agency shall be a Chairman, a Vice Chairman, a Secretary, a Treasurer, and at the option of the Agency, an Assistant Secretary, and an Assistant Treasurer.

**Section 2. CHAIRMAN.** The Chairman shall preside at all meetings of the Agency. Except as otherwise authorized by resolution of the Agency the Chairman or board approved designee shall sign all agreements, contracts, deeds, and any other instruments of the Agency. At each meeting the Chairman or board approved designee shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Agency.

**Section 3. VICE CHAIRMAN.** The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Agency shall appoint a new Chairman.

**Section 4. SECRETARY.** The Secretary shall review the records of the Agency, and shall review the record keeping procedures of the Agency and storage of such records. The Secretary shall ensure that the seal of the Agency is stored in a safe place and he/she, except as otherwise authorized by resolution of the Agency, shall have power to affix such seal to all contracts and other instruments authorized to be executed by the Agency.

**Section 5. ASSISTANT SECRETARY.** The Assistant Secretary shall perform the duties of the Secretary in the absence or incapacity of the Secretary; and in the case of the resignation or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed on the secretary until such time as the Agency shall appoint a new Secretary.

**Section 6. TREASURER.** The Treasurer shall oversee the care and custody of all funds of the Agency. The Treasurer or board approved designee shall sign all instruments of indebtedness, all orders, and all checks for the direction of the Agency. Except as otherwise authorized by resolution of the Agency, all such instruments of indebtedness, orders and checks shall be counter-signed by the Chairman. Treasurer shall oversee with the Comptroller regular books of accounts showing receipts and expenditures, and shall render to the Agency at each regular meeting an account of his transactions and also of the financial condition of the Agency. He/she shall give such bond for the faithful performance of his duties as the Agency may determine.

**Section 7. ASSISTANT TREASURER.** The Assistant Treasurer shall perform the duties of the Treasurer in the absence or incapacity of the treasurer; and in case of

resignation or death of the Treasurer, the Assistant Treasurer shall perform such duties as are imposed on the Treasurer until such time as the Agency shall appoint a new Treasurer. He/she shall give such bond for the faithful performance of his duties as the Agency may determine.

**Section 8. ADDITIONAL DUTIES.** The officers of the Agency shall perform such other duties and functions as may from time to time be required by the Agency, by the bylaws of the Agency, or by the rules and regulations of the Agency.

**Section 9. APPOINTMENT OF OFFICERS.** All officers of the Agency are appointed by the Board of Directors as recommended by the Nominating Committee.

**Section 10. VACANCIES.** Should any office become vacant, the Agency shall appoint a successor from among its membership at the next regular meeting, and such appointment shall be for the unexpired term of said office.

## ARTICLE VI - MEETINGS

**Section 1. ANNUAL MEETING.** The annual meeting of the Agency shall be held at the first meeting of the fiscal year.

**Section 2. REGULAR MEETINGS.** Regular meetings of the Agency may be held at such times and places as from time to time may be determined by resolution of the Agency.

**Section 3. SPECIAL MEETINGS.** The Chairman or CEO of the Agency may, when he/she deems it desirable, call a special meeting of the Agency for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Agency or may be mailed, faxed or e-mailed to the business or home address of each member of the Agency at least two days prior to the date of such special meeting. Waivers of notice may be signed by any members failing to receive a proper notice. At such the call, but if all the members of the Agency are present at special meeting, with or without notice thereof, any and all business may be transacted at such special meeting.

**Section 4. QUORUM.** At all meetings of the Agency, a majority of the members of the Agency shall constitute a quorum for the purpose of transacting business; provided that a smaller number may meet and adjourn to some other time or until the quorum is obtained.

**Section 5. ORDER OF BUSINESS.** At the regular meetings of the Agency the following shall be the order of business.

1. Call to Order
2. Pledge of Allegiance



3. Privilege of the Floor
4. Approval of the Minutes of the previous meeting
5. Treasurer's Report
6. Committee Reports
  - Executive Committee
  - Governance Committee
  - Loan Review Committee
  - Audit/Finance Committee
  - Nominating Committee
7. Unfinished Business
8. New Business
9. Counsel
10. Adjournment

All resolutions shall be in writing and shall be copied in a journal of the proceedings of the Agency.

**Section 6. MANNER OF VOTING.** The voting on all questions coming before the Agency shall be by consensus requiring a majority to pass or deny an action.

## ARTICLE V - COMMITTEES

**Section 1. EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the officers of the Agency and the immediate past chairman. The Executive Committee shall exercise the powers of the Board of Directors in the interim between meetings of the directors with general power to discharge the duties of the Board of Directors except as such power from time to time may be limited by the Board.

A majority of the Executive Committee shall constitute a quorum for the transaction of business.

The Executive Committee shall keep books of separate minutes and report their action at the next meeting of the Board of Directors or as often as they may be required by the Board.

**Section 2. GOVERNANCE COMMITTEE.** The Governance Committee shall be appointed by the Chairman and approved by the Board of Directors. The purpose of the committee is to (a) keep the Board informed of current best practices in corporate governance, (b) review corporate governance trends for applicability to the JCIDA, (c) update the JCIDA's corporate governance principles and governance practices, and (d) advise the Jefferson County Board of Legislators on the skills, qualities and professional or educational experiences necessary to be effective Board members. The Governance Committee shall be comprised of at least three members that are well versed in these areas of Corporate Governance.

**Section 3. LOAN REVIEW COMMITTEE.** The Loan Review Committee shall be appointed by the Chairman and approved by the Board of Directors. The purpose of the Loan Review Committee is to follow the adopted Lending Policy to review applications and business plans and make recommendations to the Board of Directors for loans and other incentives such as lease-leasebacks and PILOTs.

**Section 4. AUDIT COMMITTEE.** The Audit Committee shall be appointed by the Chairman and approved by the Board of Directors. The purpose of the committee is to (a) assure that the authority's board fulfills its responsibilities for the authority's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; and (b) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors. The Audit Committee shall be comprised of at least 3 members.

**Section 5. NOMINATING COMMITTEE.** The Nominating Committee shall be appointed by the Chairman and approved by the Board of Directors. The purpose of the Nominating Committee is to recommend officers for the Agency to be appointed at the regular monthly meeting of the Agency prior to the start of each fiscal year.

**Section 6. FINANCE COMMITTEE.** The Finance Committee shall be appointed by the Chairman and approved by the Board of Directors. It will review the Agency's budgets, proposals, and contracts. The Committee shall be composed of no less than three and no more than five members.

**Section 7. AD HOC COMMITTEES.** The Ad Hoc Committee(s) shall be appointed by the Chairman and approved by the Board of Directors. The Ad Hoc Committee(s) may be formed as needed at any regular meeting of the Agency.

## **ARTICLE VI - INDEMNIFICATION**

**Section 1. Authorized Indemnification.** Unless clearly prohibited by law or Section 2 of this Article, the Agency shall indemnify, defend and hold harmless any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil or administrative, investigative or otherwise, including any action by or in the right of the Agency, by reason that he or she, whether before or after adoption of this Section, (a) is or was a Member or officer of the Agency, or (b) is serving or served, in any capacity, at the request of the Agency, as a Member or officer of any affiliate of the Agency. The indemnification shall include, but shall not be limited to, all judgments, fines, penalties, amounts paid in settlement (provided the Agency shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

**Section 2. Prohibited Indemnification.** The Agency shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Members in good faith determine, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained a financial profit or other advantage to which he or she was not legally entitled.

**Section 3. Advancement of Expenses.** The Agency shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Agency, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Agency, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An Indemnified Person shall cooperate in good faith with any request by the Agency that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts among the interests of the parties.

**Section 4. Indemnification of Others.** Unless clearly prohibited by law or Section 2 of this Article, the Agency may approve indemnification as set forth in this Article for a person who is or was employed by the Agency or who is or was a volunteer for the Agency, and who is made, or threatened to be made, a party in any action or proceeding, as the result of such employment or volunteer activity.

**Section 5. Determination of Indemnification.** Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Members shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Members must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Member with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Members is not obtainable, the Members shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

**Section 6. Binding Effect.** Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by

amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

**Section 7. Insurance.** The Agency is not required to purchase Members' and officers' liability insurance, but the Agency may purchase such insurance if authorized and approved by the Members. To the extent permitted by law, such insurance may insure the Agency for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Members, officers, employees or volunteers of the Agency for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Agency.

## **ARTICLE VII - AMENDMENTS**

**Section 1. AMENDMENTS TO BYLAWS.** The bylaws of the Agency shall be amended only with the approval of at least a majority of all of the members of the Agency at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Agency.

**DRAFT**

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**AUDIT AND FINANCE COMMITTEE CHARTER**

**Adopted 10/7/10**

**Amended 12/1/11**

**Reviewed 10/01/20 Proposed 11/4/21**

**I. Purpose**

Pursuant to the By-laws of the Jefferson County Industrial Development Agency (the "Agency"), and in accordance with the Public Authorities Accountability Act of 2005 and Public Authority Reform Act of 2009, there is established an Audit and Finance Committee of the Agency whose purpose shall be to (1) assure that the Agency's board fulfills its responsibilities for the Agency's internal and external audit process, the financial reporting process and the system of risk assessment and internal controls over financial reporting; (2) provide an avenue of communication between management, the independent auditors, the internal auditors, and the board of directors; and (3) review proposals for the issuance of debt by the Agency and make recommendations regarding such proposals.

**II. Powers of the Audit and Finance Committee**

It shall be the responsibility of the audit and finance committee to:

- ~~Appoint, compensate, and oversee the work~~ Recommend the appointment and compensation of any public accounting firm employed by- the Agency, and provide oversight of that firm's service to the Agency.
- Conduct or authorize investigations into any matters within its scope of responsibility.
- Seek any information it requires from Agency employees, all of whom should be directed by the board to cooperate with committee requests.
- Meet with Agency staff, independent auditors or outside counsel, as necessary.
- Review proposals for the issuance of debt and make recommendations.
- ~~Retain~~ Recommend, at the Agency's expense, the retention of such outside counsel, experts and other advisors as the audit committee may deem appropriate.

The Agency Board will ensure that the Audit and Finance Committee has sufficient resources to carry out its duties.



### **III. Composition of Committee and Selection of Members**

**DRAFT**

The Audit and Finance Committee shall consist of at least three members of the Agency Board who are independent as defined in the Public Authorities Accountability Act of 2005. The Agency Board will appoint the Audit and Finance Committee members and the committee chair.

Audit and Finance Committee members shall be prohibited from being an employee of the Agency or an immediate family member of an employee of the Agency. In addition, audit and finance committee members shall not engage in any private business transactions with the Agency or receive compensation from any private entity that has material business relationships with the Agency, or be an immediate family member of an individual that engages in private business transactions with the Agency or receives compensation from an entity that has material business relationships with the Agency.

Ideally, all members on the Audit and Finance Committee shall possess or obtain a basic understanding of governmental financial reporting, auditing and debt issuances. The audit and finance committee shall have access to the services of at least one financial expert; whose name shall be disclosed in the annual report of the Agency.

The Audit and Finance Committee's financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls, 5) debt issuances and 6.) an understanding of Audit and Finance Committee functions.

### **IV. Meetings**

The Audit and Finance Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter.

Members of the Audit and Finance Committee are expected to attend each committee meeting, in person or via videoconference. The audit and finance committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary.

The Audit and Finance Committee will meet with the Agency's independent auditor at least annually to discuss the financial statements of the Agency.

Meeting agendas will be prepared for every meeting and provided to the audit and finance committee members along with briefing materials five business days before the scheduled audit and finance committee meeting. The audit and finance committee will act only on the affirmative vote of a majority of the members at a meeting. Minutes of these meetings will be recorded.

**DRAFT**

## **V. Responsibilities**

The Audit and Finance Committee shall have responsibilities related to: (a) the independent auditor and annual financial statements; (b) the Agency's internal auditors; (c) oversight of management's internal controls, compliance and risk assessment practices; (d) special investigations and whistleblower policies; and (e) issues related to debt issuance and the financial practices of the Agency.

### **A. Independent Auditors and Financial Statements**

The Audit and Finance Committee shall:

- ~~Appoint, compensate and oversee~~ Recommend appointment and compensation of an independent auditors retained by the Agency, and pre-approve/oversee all audit services provided by the independent auditor.
- Establish procedures for the engagement of the independent auditor to provide permitted audit services. The Agency's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the audit committee. Non-audit services include tasks that directly support the Agency's operations, such as bookkeeping or other services related to the accounting records or financial statements of the Agency, financial information systems design and implementation, appraisal or valuation services, actuarial services, investment banking services, and other tasks that may involve performing management functions or making management decisions.
- Review and approve the Agency's audited financial statements, associated management letter, report on internal controls and all other auditor communications.
- Review significant accounting and reporting issues, including complex or unusual transactions and management decisions, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Meet with the independent audit firm on a regular basis to discuss any significant issues that may have surfaced during the course of the audit.
- Review and discuss any significant risks reported in the independent audit findings and recommendations and assess the responsiveness and timeliness of management's follow-up activities pertaining to the same.

### **B. Internal Controls, Compliance and Risk Assessment**

The Audit and Finance Committee shall:

- Review management's assessments of the effectiveness of the Agency's internal controls and review the report on internal controls by the independent auditor as a part of the financial audit engagement.



**C. Special Investigations****DRAFT**

The Audit and Finance Committee shall:

- Ensure that the Agency has an appropriate confidential mechanism for individuals to report suspected fraudulent activities, allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by the directors, officers, or employees of the Agency or any persons having business dealings with the Agency or breaches of internal control.
- Develop procedures for the receipt, retention, investigation and/or referral of complaints concerning accounting, internal controls and auditing to the appropriate body.
- Request and oversee special investigations as needed and/or refer specific issues to the appropriate body for further investigation.

**D. Other Responsibilities of the Audit and Finance Committee**

The Audit and Finance Committee shall:

- Review proposals for the issuance of debt and to make recommendations.
- Present annually to the Agency Board a written report of how it has discharged its duties and met its responsibilities as outlined in the charter.
- Obtain any information and training needed to enhance the committee members' understanding of the role of internal audits and the independent auditor, the risk management process, internal controls, debt issuances and a certain level of familiarity in financial reporting standards and processes.
- Review the committee's charter annually, reassess its adequacy, and recommend any proposed changes to the board of the Agency. The Audit and Finance Committee charter will be updated as applicable laws, regulations, accounting and auditing standards change.

## **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

### **INVESTMENT POLICY**

Adopted 10/1/09 – Reviewed ~~10/01/20~~ Proposed 11/4/21

#### **I. INVESTMENT AND DEPOSIT POLICY**

##### **A. Introduction**

1. Scope – This investment and deposit policy applies to all monies and other financial resources available for investment and deposit on its own behalf or on behalf of any other entity or individual.
2. Objectives – The primary objectives of the local government's investment activities are, in priority order:
  - a. to conform with all applicable federal, state and other legal requirements (legal);
  - b. to adequately safeguard principal (safety);
  - c. to provide sufficient liquidity to meet all operating requirements (liquidity); and
  - d. to obtain a reasonable rate of return (yield).
3. Prudence – All participants in the investment process and all participants responsible for depositing the Agency's funds shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair confidence in the Agency to govern effectively.

Investments and deposits shall be made with judgment and care, under circumstances then prevailing, which persons of prudence, discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process and all participants responsible for depositing the Agency's funds shall refrain from personal business activity that could conflict with proper execution of the investment program or the deposit of the Agency's funds or which could impair their ability to make impartial investment decisions.

4. Diversification – It is the policy of the Agency to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling.

5. Internal Controls

- a. All money's collected by an officer or employee of the Agency shall be immediately deposited in such depositories and designated by the Agency for the receipt of such funds.
- b. The Agency shall maintain or cause to be maintained a proper record of all book, notes, securities or other evidences of indebtedness held by the Agency for investment and deposit purposes.
- c. The Agency is responsible for establishing and maintaining an internal control structure (attached) to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

1. Designation of Depositories

In accordance with the IDA Act, the Agency shall designate as depositories of its money those banks and trust companies authorized to serve as such pursuant to said law.

B. Investment Policy

1. Permitted Investments

Pursuant to GML Section 11, the Agency is authorized to invest monies not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- a. Special time deposit accounts;\*
- b. Certificates of deposit;\*
- c. Obligations of the United States of America;\*\*
- d. Obligations guaranteed by agencies of the United States of America where payment of principal and interest are guaranteed by the United States of America;\*\*

e. Obligations of the State of New York;\*

\* Special time deposit accounts and certificates of deposit are permitted investments provided that (1) they shall be payable within such time as the proceeds shall be needed to meet expenditures for which the monies were obtained and (2) they are collateralized in the same manner as set forth in Section VII (C) below for deposits of public funds.

\*\* All investment obligations shall be payable or redeemable at the option of the Agency within such times as the proceeds will be needed to meet expenditures for purposes for which the monies were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Agency within two years of the date of purchase.

## 2. Authorized Financial Institutions and Dealers

The Agency shall maintain a list of financial institutions and dealers, approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. All financial institutions with which the local government conducts business must be credit worthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Agency. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Chief Executive Officer or Chairman is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. Such listing shall be evaluated at least annually.

## 3. Purchase of Investments

The Agency may contract for the purchase of investments:

- a. Directly, including through a repurchase agreement, from an authorized trading partner.
- b. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the GML where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the governing board.
- c. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Agency by the bank or trust company shall be held pursuant to a written custodial agreement as described in GML Section 10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the local government, will be kept separate and apart from the general assets

of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the Agency a perfected interest in the securities.

#### 4. Repurchase Agreements

Repurchase agreements are authorized subject to the following restrictions:

- a. All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- b. Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.
- c. Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- d. No substitution of securities will be allowed.
- e. The custodian shall be a party other than the trading partner.

#### C. Deposit Policy

##### 1. Collateralization of Deposits

In accordance with the provisions of GML, 10, all deposits of the Agency, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

- a. By pledge of "eligible securities" with an aggregate "market value" as provided by GML Section 10, equal to the aggregate amount of deposits from the categories designated in Exhibit A attached hereto.
- b. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed 90 days

with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.

- c. By an eligible surety bond payable to the government for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations. The terms and conditions of any eligible surety shall be approved by the governing board.

## 2. Safekeeping and Collateralization

Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure local government deposits together with agreed upon interest, if any and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events, which will enable the local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the Agency or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may



cause ineligibility. Such agreement shall include all provisions necessary to provide the Agency a perfected interest in the securities.

A-1  
**EXHIBIT A**

**SCHEDULE OF ELIGIBLE SECURITIES**

- (1) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, an agency thereof or a United States government sponsored corporation.
- (2) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.
- (3) Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of the insurance or guaranty.
- (4) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation or such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public monies.
- (5) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (6) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- (7) Obligations of countries, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest categories by at least one nationally recognized statistical rating organization.
- (8) Obligations of domestic corporations rated one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- (9) Any mortgage related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.
- (10) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of not longer than 60 days from the date they are pledged.
- (11) Zero Coupon obligations of the United States government marketed as "Treasury strips".

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
FINANCIAL INTERNAL CONTROL SYSTEM**

Review Date ~~October 1, 2020~~ Proposed 11/4/21

These procedures are developed to provide an internal control structure to preserve the assets of the organization. Procedures shall be reviewed at least annually by the independent auditors who will make recommendations to the Board of Directors for suggested changes. Interim changes may be recommended by management; however, such changes shall not be implemented until approved by independent auditors and the board.

The following are daily procedures for processing cash receipts and disbursements:

**CASH RECEIPTS:**

The ~~Office Assistant~~ Finance Assistant or Executive Assistant shall open the daily mail and enter all cash payments in the accounting system. He/She shall make copies of the checks received and file same in the folder for the proper application of the payment.

Weekly, or as needed, the Chief Financial Officer or Finance Assistant shall prepare the bank deposit.

The Executive Assistant or ~~Office Assistant~~ Finance Assistant shall make all deposits.

The Chief Financial Officer shall be responsible assuring that all cash/checks are locked in the safe prior to deposit.

Upon completion of the deposit the Chief Financial Officer or ~~Office Assistant~~ Finance Assistant shall enter the deposit into the daily cash receipts record, and post the payments to the proper G/L accounts. A separate record is made of all checks posted, and is compared to checks received (by the ~~Office Assistant~~ Finance Assistant or Executive Assistant).

Discrepancies between checks received and posted shall be investigated at once and reported to the Chief Executive Officer if not reconciled.

All loan payments shall be entered on the appropriate amortization schedule with the date received.

PILOT payments shall be processed in the same manner and deposited to the proper account. Disbursements will be made to the proper taxing jurisdiction when due.

All bank accounts shall be reconciled monthly and must agree with the General Ledger. Bank accounts shall be reconciled by the ~~Office Assistant~~ Finance Assistant and approved by the Chief Executive Officer, Treasurer or Chief Financial Officer.

## **CASH DISBURSEMENTS:**

All purchases must be made according to the procurement policy. Procurement Policies must be reviewed annually and approved by the Board of Directors.

All invoices received shall be reviewed by the Chief Financial Officer and verified for accuracy and completeness. The ~~Office Assistant~~ Finance Assistant or Chief Financial Officer shall code all invoices and enter them in the system as payables. The Chief Financial Officer shall review all invoices prior to payment.

All invoices must be approved and properly initialed by an authorized signer prior to payment. Prior to filing paid invoices the ~~Office Assistant~~ Finance Assistant will review all invoices for required information; missing information must be complete prior to filing.

All reimbursement for expense reports must be audited by the Chief Financial Officer and approved by the Chief Executive Officer prior to payment. Complete detail of expenses and mileage reimbursement, with receipts must be provided. Mileage reimbursement shall be at the IRS approved rate. Expenses in excess of \$25.00 must have receipts, unless approved by the Chief Executive Officer or Treasurer.

The Chief Executive Officers expense report shall be audited by the Chief Financial Officer and approved by the Board Treasurer prior to issuing check. The Chief Executive Officer must provide a separate business mileage record to the Chief Financial Officer monthly.

Checks in an amount greater than \$1,000 require two authorized signatures. Authorized signers shall be approved by the Board of Directors.

The Chief Financial Officer will not be an authorized signer.

Checks less than \$1,000 will require only one signature by an authorized signer of the corporation.

An authorized signer may not sign his/her check for reimbursement of approved travel, unless signed by a second officer of the corporation.

Checks not printed on the accounting system must be entered as a manual check with all of the above approvals required.

## **FINANCIAL STATEMENTS:**

Financial statements and supporting schedules shall be prepared monthly by the Chief Financial Officer or Finance Assistant in a format approved by the Board of Directors.

A standard Income Statement and Balance Sheet with the following supporting schedules will be provided:

Miscellaneous Receivables  
Cash Disbursements  
Cash Receipts- General Account  
Unrestricted Aged Payables  
Detailed Activity on All loan Funds  
Special reports as requested by the board.

General Ledger accounts to be reconciled on an ongoing basis.

All Financial Statements shall be reviewed by the Chief Executive Officer or Treasurer prior to presentation to the board.

All investment of funds must be in accordance with investment policies. Investment activities shall be reported to the board monthly. All investment decisions must have the Chief Executive Officers approval after review for compliance with current investment policies.

The Chief Financial Officer will provide a monthly detail of investments to include maturity date and percentage return.

**JCIDA Committee Structure  
2021-2022**

**Executive Committee:**

Chairman – Robert E. Aliasso, Jr.  
Vice Chairman – John Jennings  
Treasurer – Paul Warneck  
Secretary – W. Edward Walldroff  
Immediate Past Chairman – David Converse

**Audit/Finance Committee:**

John Jennings, Chair  
David Converse  
Paul Warneck  
Rob Aiken

**Governance Committee:**

W. Edward Walldroff, Chair  
Paul Warneck  
Bill Johnson

**Nominating Committee:**

Lisa L'Huillier, Chair  
Bill Johnson  
John Jennings

**Loan Review Committee:**

David Converse, Chair  
Robert E. Aliasso, Jr.  
John Jennings  
Christine Powers  
Kent Burto

**Corporate Park (ad hoc):**

David Converse  
Paul Warneck  
John Jennings  
Rob Aiken

**Alternative Energy (ad hoc):**

Bill Johnson, Chair  
Paul Warneck  
John Jennings  
Christine Powers  
Staff – David Zembiec

**Building and Grounds (ad hoc):**

Kent Burto, Chair  
David Converse  
Lisa L'Huillier  
Greg Gardner  
John Jennings  
Rob Aiken  
Staff – David Zembiec

**Summary Results of Confidential Evaluation of Board Performance  
2020-2021**

	<b>Criteria</b>	<b>Agree</b>	<b>Somewhat Agree</b>	<b>Somewhat Disagree</b>	<b>Disagree</b>
1	Board members have a shared understanding of the mission and purpose of the Authority.	6	1		
2	The policies, practices and decisions of the Board are always consistent with this mission.	5	2		
3	Board members comprehend their role and fiduciary responsibilities and hold themselves and each other to these principles.	4	3		
4	The Board has adopted policies, by-laws, and practices for the effective governance, management and operations of the Authority and reviews these annually.	7			
5	The Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission.	4	3		
6	The decisions made by Board members are arrived at through independent judgment and deliberation, free of political influence or self-interest.	7			
7	Individual Board members communicate effectively with executive staff so as to be well informed on the status of all important issues.	7			
8	Board members are knowledgeable about the Authority's programs, financial statements, reporting requirements, and other transactions.	7			
9	The Board meets to review and approve all documents and reports prior to public release and is confident that the information being presented is accurate and complete.	6	1		
10	The Board knows the statutory obligations of the Authority and if the Authority is in compliance with state law.	6	1		
11	Board and committee meetings facilitate open, deliberate and thorough discussion, and the active participation of members.	7			
12	Board members have sufficient opportunity to research, discuss, question and prepare before decisions are made and votes taken.	6	1		
13	Individual Board members feel empowered to delay votes, defer agenda items, or table actions if they feel additional information or discussion is required.	7			
14	The Board exercises appropriate oversight of the CEO and other executive staff, including setting performance expectations and reviewing performance annually.	7			
15	The Board has identified the areas of most risk to the Authority and works with management to implement risk mitigation strategies before problems occur.	5	2		
16	Board members demonstrate leadership and vision and work respectfully with each other.	7			

Name of Authority: Jefferson County Industrial Development Agency

Date Completed:



**Jefferson County Industrial Development Agency  
Loan Review Committee Meeting Minutes  
October 27, 2021**

**Present:** Robert Aliasso, Chair; John Jennings, David Converse

**Absent:** None

**Also Present:** David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, Justin Poirier

**Zoom:** Justin Miller, Esq., Rob Aiken, Paul Warneck

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

**II. Pledge of Allegiance**

**III. Standard Machine and Fabrication** – A request for an additional \$20,000 MICRO loan to be used to purchase additional equipment for the machine shop. Staff reviewed the request and recommended approval of an additional \$20,000 for a total loan of \$40,000. The total amount will be amortized using the original terms (5-year amortization with a rate of 5%). Staff also recommended interest only until the closing can occur. Personnel will include the owner and two additional positions in year one. Collateral will remain a second position lien on the equipment behind Watertown Savings Bank and a personal guarantee of Justin Poirier.

Mr. Aliasso provided a recap of the project and indicated that the additional request is for additional equipment. Mr. Aliasso said that by combining the two loans, the total project cost is \$323,492.

Mr. Poirier said that he hasn't moved into the new location yet and will be operating out of the Mill Street location until the end of the month. He said that the new location does not have natural gas nor three phase power. He indicated that National Grid is way behind (16 to 18 weeks), so he is working with Pearson & Timmerman for a rotating phase inverter to provide the power he needs. He said that if it suffices, then he won't need three phase power which is estimated to cost about \$15,000.

After review and discussion, a motion was made by Mr. Converse to move the request to the full board, seconded by Mr. Jennings. All in favor.

Mr. Eaton asked Mr. Poirier if one machinist will be adequate. Mr. Poirier said that the current machinist will train Mr. Poirier and then they will bring on another employee.

Jefferson County Industrial Development Agency  
Loan Review Committee Meeting Minutes  
October 27, 2021

**IV. Other/Unfinished Business:**

1. **NY 18144 Game Farm, LLC** – A letter requesting consent for NY 18144 Game Farm, LLC to sell 100% of its membership rights to Distributed Solar Projects, LLC. Mr. Zembiec said that we are waiting for more information from the company on the proposed sale and whether or not they plan to close the PILOT and sell the project and ask for the PILOT to be reassigned, or if they will sell the project first. If they choose the latter route, we would need to approve reassignment and then close directly with the new owner.

Attorney Miller said that the IDA went through the process earlier in the spring and had the sense that this project would close quickly; therefore, he drafted the closing documents. He said months went by before we received a letter about the sale of the project. He said the purchase agreement has been signed, but has not closed yet. Attorney Miller said that we are waiting to hear if the project will close or if the new owner will submit a revised application.

Mr. Aliasso said that in his opinion, projects should have a period of time before they can be reassigned. Mr. Zembiec said that he will propose a fee schedule for the board to consider a \$2,000 fee for reassigning projects and a \$1,500 annual administrative fee, particularly for solar projects.

Attorney Miller said that an Energy Committee meeting should be scheduled to discuss metrics and how land tax will be addressed in the documents.

- 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 8:31 a.m.

Respectfully submitted,

*Peggy Sampson*

**Jefferson County Industrial Development Agency  
Loan Review Committee**

**Date:** 10/27/2021

**Borrower:** Standard Machine and Fabrication  
Additional

**Amount:** \$20,000.00

**Project:** Mr. Poirier has established a machine shop that we originally gave a \$20,000 MICRO loan there are some equipment expenses that have created a funding shortfall. He is requesting an additional \$20,000, for a \$40,000 total MICRO loan

**Personnel:** Owner, add 2 positions in year one

**Sources and Uses:**

Personal Cash	\$3,492	Additional Equipment	\$23,492
MICRO Loan	\$20,000		
Total Project	\$23,492		\$23,492

**Terms:**

Add to original \$20,000 loan, term-5 year loan, 5 % interest, re-amortize to one loan  
Staff recommends interest only until closing can occur

**Financials:**

A review of the forecasted financials are slightly optimistic, however there is definitely a need for this type of business, so we believe this will be a sound investment for the owner

**Collateral:**

UCC filing, second position lien on assets of the organization and personal guarantee of Justin Poirier  
Subordinate to Watertown Savings Bank

**Proforma-Standard Machine and Fabrication**

Proforma Sales	Year 1	Year 2	Year 3
Sales	\$148,913	\$297,826	\$487,221
Cost of Goods Sold	\$0	\$0	\$0
Gross Profit	\$148,913	\$297,826	\$487,221
Expenses	\$108,431	\$108,431	\$108,431
Net Profit	\$40,482	\$189,395	\$378,790
Depreciation	\$17,327	\$17,327	\$17,327
Cash Flow	\$57,809	\$206,722	\$396,117
Debt Service Requirem	\$15,011	\$15,011	\$15,011
Excess Cash	\$42,798	\$191,711	\$381,106

# Original Loan Request

Jefferson County Industrial Development Agency  
Loan Review Committee

**Date:** 6/23/2021

**Borrower:** Standard Machine and Fabrication

**Amount:** \$20,000.00

**Project:** Purchase of equipment to establish a machine shop that will provide service to local vehicle repair shops.

**Personnel:** Owner, add 2 positions in year one

## Sources and Uses:

Personal Cash	\$50,000	Building/Land	\$179,900
Bank Loan	\$230,000	Equipment & Expenses	\$89,000
JCIDA MICRO Loan	\$20,000	Advertising	\$15,000
Total Project	\$300,000	Reserves	\$16,100
			\$300,000

## Terms:

5 year loan, 5 % interest, contingent on bank financing

## Financials:

A review of the forecasted financials are slightly optimistic, however there is definitely a need for this type of business, so we believe this will be a sound investment for the owner

## Collateral:

UCC filing, second position lien on assets of the organization and personal guarantee of Justin Poirier

## Proforma-Standard Machine and Fabrication

Proforma Sales	Year 1	Year 2	Year 3
Sales	\$148,913	\$297,826	\$487,221
Cost of Goods Sold	\$0	\$0	\$0
Gross Profit	\$148,913	\$297,826	\$487,221
Expenses	\$108,431	\$108,431	\$108,431
Net Profit	\$40,482	\$189,395	\$378,790
Depreciation	\$17,327	\$17,327	\$17,327
Cash Flow	\$57,809	\$206,722	\$396,117
Debt Service Requirem	\$10,482	\$10,482	\$10,482
Excess Cash	\$47,327	\$196,240	\$385,635

\*No provision shown for taxes

\*No provision shown for Owner's Draw

\*The yearly expenses will most likely increase, not stay static

\*Cost of goods sold may be \$0 if all work is remanufactured?

**DRAFT**

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
Resolution Number 11.04.2021.03**

**RESOLUTION FOR AUTHORIZING A MICRO ENTERPRISE LOAN TO  
Standard Machine and Fabrication**

**WHEREAS**, Justin Poirier, owner of Standard Machine and Fabrication, requested by application to this Agency a Micro Enterprise Loan for an additional Twenty Thousand Dollars (\$20,000.00) to purchase additional equipment for the machine shop, and

**WHEREAS**, Staff reviewed this request and recommends approval of an additional \$20,000 for a total loan of \$40,000. The total amount will be amortized using the original terms (five-year amortization with a rate of 5%). Staff also recommends interest only until the closing can occur. Personnel will include the owner and 2 additional positions in year one. Collateral will remain a second position lien on the equipment behind Watertown Savings Bank and a personal guarantee of Justin Poirier, and

**WHEREAS**, on October 27, 2021, the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and recommended approval of the additional loan and original 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 approves an additional Twenty Thousand Dollar (\$20,000.00) loan to Standard Machine and Fabrication with all terms and conditions as set forth in this Resolution, and be it further,

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

This resolution shall take effect immediately.

---

W. Edward Walldroff  
Secretary

## JCIDA FEE SCHEDULE

**DRAFT**

### **Taxable and Tax Exempt Industrial Development Revenue Bonds**

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<b>Application Fee:</b>	A non-refundable fee of \$2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing.
<b>Fee:</b>	First \$10 million – 2% of the principal amount of the bond series. \$10 million - \$20 million – 1% of the bond series. Any amount over \$20 million – 0.5% of the bond series.  Annual Fee - \$1,500.00

### **Lease-Leaseback Transactions**

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<b>Application Fee:</b>	A non-refundable fee of \$2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing.
<b>Fee:</b>	With a PILOT: First \$10 million – 2% Second \$10-\$20 million - 0.5% Any amount over \$20 million - 0.25%  No PILOT – 25% of the abatement value

#### Renewable Energy

#### Projects:

Annual Administrative Fee    \$1,500

Application for Assignment of benefits to new ownership    \$2,000

**DRAFT**

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 11.04.2021.04**

**WHEREAS**, Lyle Eaton, CFO is recommending writing off the following WIP items related to 146 Arsenal Street and charge them to expense:

1. JCIDA WIP Concentrix Deck                      \$5,864.54
2. JCIDA WIP 146 Arsenal Renovations      \$11,000

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

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

---

W. Edward Walldroff  
Secretary



	A	B	C	D	E	F	G	H
1	JCIDA WIP CONCENTRIX DECK							
2	GL#181004							
3								
4	Vendor Payments							
5	Date	Vendor	Invoice#	Amount	Paid Date	Check#	Balance	
6	05/30/19	Aubertine	10943	7,225.00	6/12/2019	7042	7,225.00	
7	08/01/19	Aubertine	11113	1,275.00	8/20/2019	7077	8,500.00	
8	19/04/19	Aubertine	11274	2,500.00			11,000.00	
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	A	B	C	D	E	F	G
1	<b>JCIDA WIP 146 ARSENAL RENOVATIONS</b>						8/4/2021
2	181006						
3							
4	Vendor Payments						
5	Date	Vendor	Invoice#	Amount	Paid Date	Check#	Balance
6	07/30/21	Capital Construction	730JC-01	5,864.54			5,864.54
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**DRAFT**

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
Resolution Number 11.04.2021.05**

**WHEREAS**, Staff is recommending to convert the Stream Capital Reserve account with a balance of \$496,902.73 to a Remediation Fund for 146 Arsenal Street, and

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

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

---

W. Edward Walldroff  
Secretary

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

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, November 4, 2021 at 8:30 a.m.

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

Resolution No. 11.04.2021.06

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING MLR REALTY, LLC, FOR ITSELF AND/OR ON BEHALF OF ONE OR MORE 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 AN AGENT AGREEMENT, 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, MLR REALTY, LLC, for itself and/or on behalf of an entity to be formed (collectively, the “Company”), previously 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, curbage, 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, on October 7, 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) adopted findings 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 (v) 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

WHEREAS, in accordance with the Initial Project Resolution, the Agency published and forwarded a Notice of Public Hearing to the City of Watertown (the "City"), the County of Jefferson (the "County"), and the Watertown City School District (the "School", and together with the City 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 Thursday October 28, 2021 at 10:30 a.m., local time, at 800 Starbuck Avenue, Suite 800, Watertown, New York 13601 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) 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, (b) a mortgage recording tax exemption for financings undertaken to construct the Facility; and (c) 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

(B) It is desirable and in the public interest for the Agency to (i) acquire title to or other interest in the Land, the Existing Improvements, Improvements and the Equipment constituting the Facility, (ii) lease or sell the Agency's interest in the Land, Existing Improvements, 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 City, 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/or 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 December 31, 2022 (*unless extended for good cause by the Chief Executive Officer 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 **\$2,350,000.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$188,000.00**. 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 Chief Executive Officer (or Deputy Chief Executive Officer) 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 with such changes as shall be approved by the Chairman, Vice Chairman, the Chief Executive Officer and counsel to the Agency upon execution.

Section 6. The Chairman (or Vice Chairman), Chief Executive Officer (or Deputy Chief Executive Officer) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter with the Straight Lease Documents, the "Agency Documents"); and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman), Chief Executive Officer (or Deputy Chief Executive Officer) of the Agency shall approve, the execution thereof by the Chairman (or Vice Chairman), Chief Executive Officer (or Deputy Chief Executive Officer) of the Agency to constitute conclusive evidence of such approval; provided, that, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

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.

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:

I, the undersigned 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 November 4, 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.

\_\_\_\_\_  
W. Edward Walldroff, 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](http://www.jcida.com)

## NOTICE OF PUBLIC HEARING

October 14, 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  
MLR Realty, LLC Project

Ladies and Gentlemen:

Please note that on Thursday, October 28, 2021 at 10:30 a.m., local time, at 800 Starbuck Avenue, Suite 800, Watertown, New York 13601, 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.

Very truly yours,

JEFFERSON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

Schedule A  
Affected Tax Jurisdiction Officials

<b><u>Jefferson County, New York</u></b> Attn: Scott A. Gray, Chairman County Legislature 195 Arsenal Street Watertown, New York 13601	<b><u>Jefferson County, New York</u></b> Attn: Robert F. Hagemann III, County Admin County of Jefferson 195 Arsenal Street Watertown, New York 13601
<b><u>Watertown City School District</u></b> Attn: Maria T. Mesires, Chair, BOE 1351 Washington Street, P.O. Box 586 Watertown, New York 13601	<b><u>Watertown City School District</u></b> Attn: Patricia LaBarr, Superintendent 1351 Washington Street, P.O. Box 586 Watertown, New York 13601
<b><u>City of Watertown, New York</u></b> Attn: Jeffrey M. Smith, Mayor City Hall 245 Washington St., Rm. 302A Watertown, New York 13601	<b><u>City of Watertown, New York</u></b> Attn: Kenneth Mix, City Manager City Hall 245 Washington St., Rm. 302 Watertown, New York 13601

## 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 Thursday, October 28, 2021 at 10:30 a.m., local time, at 800 Starbuck Avenue, Suite 800, Watertown, New York 13601, in connection with the matter described below.

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, curbage, 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").

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 acquisition, construction or equipping of the Facility; (B) mortgage recording tax exemption(s) relating to financings undertaken by the Company in furtherance of the Project; and (C) a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement ("PILOT Agreement").

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](#). Interested parties will be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project. The Agency will also broadcast the public hearing at [Home - Jefferson County, NY Economic](#)



Development (jcida.com). 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).

JEFFERSON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

DATED: October 16, 2021

**Jefferson County Industrial Development Agency  
Public Hearing Minutes  
October 28, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 10:30 a.m. Thursday, October 28, 2021, at the 800 Starbuck Avenue, Suite 800, Watertown, New York, and via live stream for **MLR Realty LLC** for a Straight Lease transaction.

**Project Information:**

**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, curbage, 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”).

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 acquisition, construction or equipping of the Facility; (B) mortgage recording tax exemption(s) relating to financings undertaken by the Company in furtherance of the Project; and (C) a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement (“PILOT Agreement”).

**Jefferson County Industrial Development Agency  
Public Hearing Minutes  
October 28, 2021**

**MLR Realty LLC**

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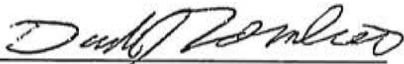
**Staff:** David Zembiec, CEO; Marshall Weir, Deputy CEO; Peggy Sampson, Executive Assistant

**Public Present:** None

Mr. Zembiec opened the hearing at 10:30 a.m. and read the public hearing notice and public hearing rules.

There was no public in attendance nor on the live stream chat; therefore, there was no public comment.

At 10:36 a.m., Mr. Zembiec closed the hearing.

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

**PROJECT AUTHORIZING RESOLUTION**  
*(31606 Felt Mills LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, November 4, 2021 at 8:30 a.m.

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

Resolution No. 11.04.2021.07

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING 31606 FELT MILLS 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, **31606 FELT MILLS LLC**, for itself and/or for an entity or entities to be formed (collectively, the "Company"), previously 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, on October 7, 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 Rutland (the "Town"), the County of Jefferson (the "County"), and the Carthage 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 Thursday October 28, 2021 at 7:00 p.m. local time, at Town of Rutland Municipal Office, 28411 State Route 126, Black River, New York 13612 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



(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 Rutland, 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 December 31, 2022 (*unless extended for good cause by the Chief Executive Officer of the Agency*).

Section 3. The Chairman, Vice Chairman and/or Chief Executive Officer (or Deputy Chief Executive Officer) 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 Chief Executive Officer 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.



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:

I, the undersigned 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 November 4, 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.

\_\_\_\_\_  
W. Edward Walldroff, 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](http://www.jcida.com)

## NOTICE OF PUBLIC HEARING

October 14, 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  
31606 Felt Mills LLC Project

Ladies and Gentlemen:

Please note that on Thursday, October 28, 2021 at 7:00 p.m. local time, at Town of Rutland Municipal Office, 28411 State Route 126, Black River, New York 13612, 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.

Very truly yours,

JEFFERSON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

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

**Carthage Central School District**

Attn: Garry Schwartz, President, BOE  
25059 Woolworth Street  
Carthage, New York 13619

**Carthage Central School District**

Attn: Jennifer L. Premo, Superintendent  
25059 Woolworth Street  
Carthage, New York 13619

**Town of Rutland, New York**

Attn: Gary Eddy, Town Supervisor  
Rutland Municipal Office  
28411 State Route 126  
Black River, New York 13612

## 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 Thursday, October 28, 2021 at 7:00 p.m. local time, at Town of Rutland Municipal Office, 28411 State Route 126, Black River, New York 13612 in connection with the matter described below.

**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").

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").

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](#). Interested parties will be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project. The Agency will also broadcast the public hearing at [Home - Jefferson County, NY Economic Development \(jcida.com\)](#). 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 Zembiel, Chief Executive Officer, Jefferson County IDA, 800 Starbuck Avenue, Watertown, New York 13601 and/or [dzembiel@jcida.com](mailto:dzembiel@jcida.com).

DATED: October 16, 2021

JEFFERSON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

**Jefferson County Industrial Development Agency  
Public Hearing Minutes  
October 28, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 7:00 p.m. Thursday, October 28, 2021, at the Town of Rutland Municipal Building, 28411 State Route 126, Black River, New York, and via live stream for **31606 Felt Mills LLC** for a Straight Lease transaction.

Project Information:

**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").

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").

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**Staff:** David Zembiec, CEO

**Public Present:** Logan M. Eddy, Gary D. Eddy

Mr. Zembiec opened the hearing at 7:00 p.m. and read the public hearing rules and public hearing notice.

Mr. Zembiec asked for public comment. **There was no public comment.**

At 7:06 p.m., Mr. Zembiec closed the hearing.

  
David Zembiec  
Hearing Officer



Jefferson County Industrial Development Agency  
 800 Starbuck Avenue, Suite 800  
 Watertown, NY 13601  
 (315) 782-5865

2021-2022 Board Attendance

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