

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
November 4, 2021**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, November 4, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

**Excused:** William Johnson

**Absent:** None

**Also Present:** Christine Powers, Rob Aiken, Craig Fox (Watertown Daily Times), John Pirsos (Channel 7 News)

**Zoom:** Justin Miller, Esq., John Renzi, Donald Rutherford

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

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:58 a.m.
- II. Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the regular meeting held October 7, 2021 were presented. A motion to approve the minutes as presented was made by Mr. Converse, seconded by Mr. Jennings. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Warneck reviewed the financials for the period ending October 31, 2021. He asked Mr. Eaton to keep the 146 Arsenal Street report until we close on the lease, even though it only shows depreciation at this point. Mr. Warneck noted that today's financial report is part of the stub period and will change in January. Mr. Aliasso noted that Wright Brothers paid off their loan. After discussion, a motion was made by Mr. Warneck to accept the financial report as presented, seconded by Mr. Jennings. All in favor. Carried.
- V. Committee Reports:**
  - a. Audit Committee**
    - i. Resolution No. 11.04.2021.01 to Engage Auditors for Annual Audit – Mr.** Jennings said that the audit committee met with Bowers and Co. on October 19<sup>th</sup> to discuss their proposal for the annual audit. The fee will be \$10,900 for the audit and \$500 for the preparation of information returns. A motion was made by Mr. Warneck to approve the resolution, seconded by Ms. L'Huillier. All in favor. Carried.

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**b. Governance Committee**

**i. Resolution No. 11.04.2021.02 for Annual Internal Policy and Procedure**

**Review** – The Bylaws, Audit and Finance Committee Charter and Investment Policy with Internal Controls were revised and recommended for approval by the committee. It was noted that the Audit and Finance Charter was revised to recommend appointment and compensation for an independent auditor to the board rather than have that power independently, as the previous wording indicated. A motion was made by Mr. Walldroff to approve the resolution, seconded by Mr. Converse. All in favor. Carried.

**ii. Committee Structure** – Chairman Aliasso said that he made a few changes to the committee structure which now includes a few non-IDA board members. A motion was made by Mr. Warneck, seconded by Mr. Walldroff. All in favor. Carried.

**iii. Summary Results of Confidential Evaluation of Board Performance** – Mr. Walldroff reaffirmed his comments at the committee meeting “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”. A motion was made by Mr. Converse to accept the summary results, seconded by Mr. Jennings. All in favor. Carried.

**Rail Spur at the City Center Industrial Park –**

At this time, Mr. Zembiec asked Chairman Aliasso to move the agenda to discuss the Rail Spur at the City Center Industrial Park. For background, Mr. Zembiec said that the IDA swapped land with Renzi (MLR Realty) to move the rail spur to allow Renzi to expand. He said that Renzi received site plan approval and their storm water permits when the federal wetlands changed back to the Obama era regulations. He said that Renzi had already ordered piping, which under the new stricter guidelines must be replaced with a larger, longer pipe. Because of supply chain issues, the new piping to comply with the change will be delayed. Mr. Zembiec said this change has caused costs increased by approximately \$400,000. Mr. Zembiec said that they are a local company, and we should support them by finding a way to mitigate expenses. Mr. Zembiec said that he is already working with Mr. Rutherford and will have Attorney Miller help as well.

John Renzi said the project is cobwebbed and indicated that they can’t get new pipes until mid-December. He said the issue goes back to the beginning because the IDA gave them a wetland which is incurring so many costs and said that he is looking for some recovery. He said that they are dealing with fiber issues, national grid issues, grading issues, and supply chain issues.

Mr. Rutherford said that he talked with Mr. Zembiec, and they are looking into the two agencies splitting the costs for moving the rail spur. He noted that the Trust has already paid \$80,000. He said that the business is vital to the area and said that we should support them.

Mr. Renzi said there is a real significant delay and costing them a significant amount of money. He said that they are not a small business looking for a handout, he just said that it is critically important to understand the need for this issue to be addressed.

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Mr. Warneck said that they are a homegrown company, and we should support them. Mr. Walldroff said the definition of a waterway is absurd. He said that Renzi should be made whole and noted their importance in food security.

Mr. Warneck asked if the county can play a role by using some of the ARP funds. Mr. Zembiec said that he will inquire.

Mr. Zembiec, Mr. Rutherford and Attorney Miller will work on options for a solution and keep the board informed.

Mr. Renzi and Mr. Rutherford left the meeting at 9:22 a.m.

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

- i. Resolution No. 11.04.2021.03 for Standard Machine and Fabrication –**  
Chairman Aliasso said that Justin Poirier applied for an additional \$20,000 loan for a total loan of \$40,000. He said that he needed additional equipment due to supply chain delays. A motion was made by Mr. Converse to approve the resolution, seconded by Ms. L’Huillier. All in favor. Carried.

- d. Alternative Energy Ad Hoc Committee –** Mr. Warneck said that he attended a Department of Tax and Finance webinar as well as the Tug Hill webinar which covered various issues for renewable projects. Mr. Warneck mentioned a court case that involved a municipality that did not correctly opt out of 487. Mr. Zembiec indicated that we could send a letter to municipalities advising them to check to make sure they took the right steps to opt out. Mr. Warneck said that Tug Hill will put the information in their monthly newsletter as well. Mr. Warneck said that a committee meeting needs to be scheduled soon.

- e. Building and Grounds Ad Hoc Committee –** Mr. Zembiec said clean up continues at 146 Arsenal Street. He said scarification is taking place and required additional equipment for areas that had waves in the concrete. The new equipment will also speed the process. Mr. Warneck asked if it is working. Mr. Zembiec said that it is too soon to tell.

Mr. Zembiec said that he will be updating Corporate Park tenants about the covenants and the entrance sign. He said the Town of Watertown planning board will require future corporate park projects to demonstrate they comply with the park covenants before receiving site plan approval.

**VI. Unfinished Business:** Mr. Zembiec said that we are expecting to hear about the County’s ARP funding next week.

**VII. New Business:**

- 1. Proposed Fee Schedule –** Mr. Zembiec recommended an update to the fee structure. He proposed an annual administrative fee of \$1,500 for renewable energy projects as well as a flat \$2,000 fee for application for assignment of benefits to new ownership.

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Chairman Aliasso asked if we will assign a time period for reassignment. Attorney Miller said it is an issue if the assignment falls between board approval and closing.

Mr. Matteson left the meeting at 9:41 a.m.

Attorney Miller said that he can add the fees to the transaction documents. He said that he would impose the annual administrative fee to all projects, not just renewable energy projects. Mr. Converse asked how our fees compare to other IDA's around the state. Attorney Miller said they are higher. He said there could be a perception that the fee is already high upfront before adding the annual fee.

Chairman Aliasso instructed Mr. Zembiec to work with Attorney Miller to review our fee structure.

Mr. Warneck asked what happens when an assignment occurs without IDA board approval. Attorney Miller said that it is considered an incurable default.

Mr. Walldroff said that we might want to consider reducing our upfront fee from 2% to 1.5%.

Ms. Powers left the meeting at 9:56 a.m.

2. **Resolution No. 11.04.2021.04 to Write Off WIP items for 146 Arsenal Street** – Mr. Eaton recommended writing off \$5,864.54 for Concentrix Deck WIP and \$11,000 for 146 Arsenal Renovations WIP. This will remove them from the balance sheet and add them as an expense. A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Warneck. All in favor. Carried.
3. **Resolution No. 11.04.2021.05 to Convert Stream Capital Reserve Account to Remediation Fund** – Staff made a recommendation to convert the Stream Capital Reserve Account with a balance of \$496,902.73 to a Remediation Fund for 146 Arsenal Street. A motion was made by Ms. L'Huillier to approve the resolution, seconded by Mr. Jennings. All in favor. Carried.

**VIII. Counsel:**

1. **Authorizing Project Resolution No. 11.04.2021.06 for MLR Realty, LLC** – Attorney Miller noted the discussion earlier in the meeting regarding development challenges and ongoing wetland issues. He said this approval is assistance for the build out, but indicated that there may be some adjustments with arrangements on the rail later on. Mr. Zembiec reminded board members that this is a front-loaded 10-year PILOT.

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



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- 2. Authorizing Project Resolution No. 11.04.2021.07 for 31606 Felt Mills LLC** – Attorney Miller said the standard process was followed for accepting the application and holding the public hearing.

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

At 10:08 a.m. there was a quick break.

**Executive Session –**

At 10:13 a.m., a motion was made by Mr. Walldroff to go into executive session to discuss a possible acquisition or sale of real property, seconded by Mr. Warneck. Board Members, LDC Board Member Aiken, Staff and Counsel remained.

At 10:43 a.m., a motion was made by Mr. Warneck to leave executive session, seconded by Mr. Jennings. All in favor. No action was taken.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Walldroff, seconded by Ms. L’Huillier. All in favor. The meeting adjourned at 10:43 a.m.

Respectfully submitted,

*Peggy Sampson*

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution Number 11.04.2021.01  
to Engage Auditors for Annual Audit**

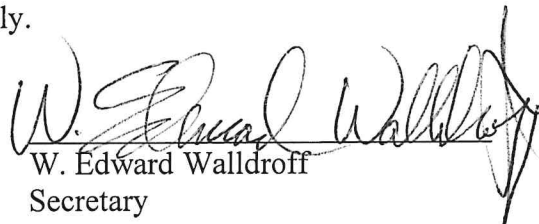
**WHEREAS**, the Audit Committee met on October 19, 2021 to meet with Bowers & Company CPAs PLLC, and

**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

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 11.04.2021.02**  
**For Annual Internal Policy and Procedure Review**

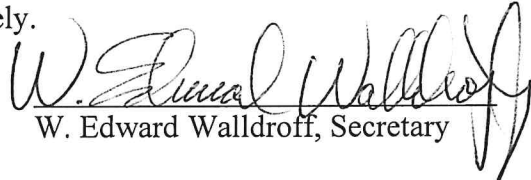
**WHEREAS**, on October 15, 2021 the JCIDA Governance Committee met to review the listed policies and procedures. After review and discussion, they recommended the following internal policies for the Board's consideration:

- 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

**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

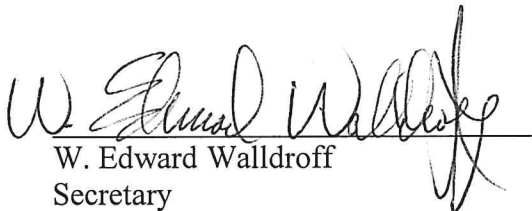
**WHEREAS**, Staff reviewed this request and recommends approval of an additional \$20,000 for a total loan of \$40,000. The total amount will be amortized using the original terms (five-year amortization with a rate of 5%). Staff also recommends interest only until the closing can occur. Personnel will 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

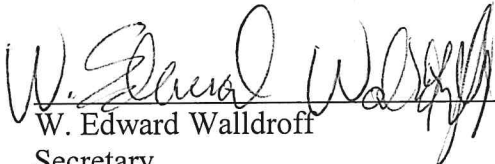
**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**Resolution Number 11.04.2021.04**

**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.

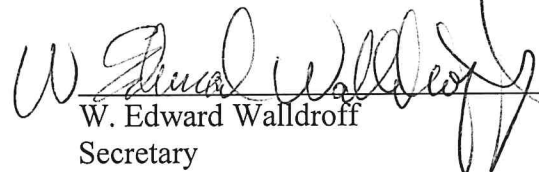
  
W. Edward Walldroff  
Secretary

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

The 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:

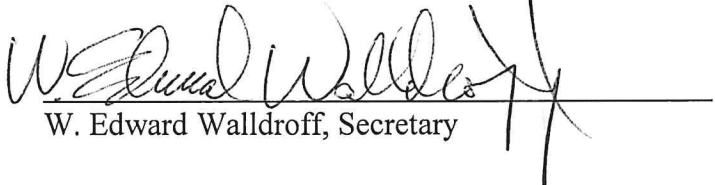
That I have compared the foregoing extract of the minutes of the meeting of the Jefferson  
County Industrial Development Agency (the "Agency") including the resolution contained  
therein, held on November 4, 2021, with the original thereof on file in my office, and that the  
same is a true and correct 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.

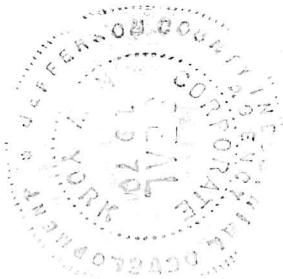
I FURTHER CERTIFY that there was a quorum of the members of the Agency present  
throughout said meeting.

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 4<sup>th</sup>  
day of November, 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.	X			
David J. Converse	X			
John Jennings	X			
William W. Johnson			X	
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The 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:

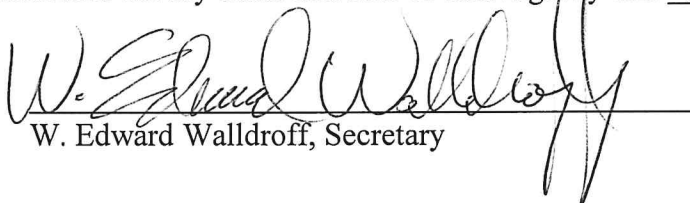
That I have compared the foregoing extract of the minutes of the meeting of the Jefferson  
County Industrial Development Agency (the "Agency") including the resolution contained  
therein, held on November 4, 2021, with the original thereof on file in my office, and that the  
same is a true and correct 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 4<sup>th</sup>  
day of November, 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").

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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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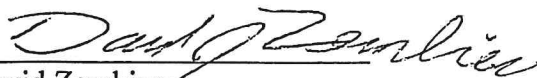
**Staff:** David Zembiec, CEO

**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