

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
January 6, 2022**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, January 6, 2022 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** Robert E. Aliasso, Jr., W. Edward Walldroff

**Zoom:** Paul Warneck, John Jennings, David Converse, Lisa L'Huillier, William Johnson

**Excused:** None

**Absent:** None

**Also Present (Zoom):** Justin Miller, Esq., Christine Powers, Rob Aiken, Mike Ramos (Purcell Construction), Craig Fox (Watertown Daily Times)

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

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:12 a.m.
- II. Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the annual meeting held December 2, 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 December 31, 2021. He reported two loan delinquencies – Taste of Design and Colleen's Cherry Tree Inn. Mr. Eaton reported a default and indicated that a demand letter has been sent to Sarah's Barber Shop. After discussion, a motion was made by Mr. Warneck to accept the financial report as presented, seconded by Mr. Johnson. All in favor. Carried.
- V. Committee Reports:**
  - a. Alternative Energy Ad Hoc Committee** – Mr. Warneck reviewed the minutes of the committee meeting. He said that Dave and Marshall met with Lyme School District superintendent regarding their issues with doing a PILOT for the Convergent project without the educational contribution.
    - i. Proposed Fee Schedule** – Mr. Warneck said the proposed fee schedule helps the IDA come in line to where we should be to be consistent with other agencies.
    - ii. Renewable Energy Application information update** – Mr. Warneck said the update in the renewable section is to help us gather information to comply with the state's new appraisal model.

A motion was made by Mr. Converse, seconded by Ms. L'Huillier to approve the proposed fee schedule and the added language to the renewable energy section of the application. All in favor. Carried.

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Convergent – Mr. Zembiec said that when we met with the school, they seemed concerned about losing and an increase in the budget after the PILOT. He thinks there is a misunderstanding. He said that Attorney Miller is trying to touch base with the Convergent attorney since we haven't heard from them directly. He said that the school thinks the tax cap will reduce after the PILOT; however, Mr. Zembiec and Mr. Warneck agree that that is incorrect. Mr. Warneck suggested another meeting with the school to get a better handle on what their fears are.

Attorney Miller noted that when a project goes into a PILOT and becomes exempt in the first instance the nuisance with regard to the tax cap is that ratable assessed value can never be counted towards their growth factor. He said it doesn't change anything when a PILOT stops and that ratable becomes taxable from exempt. He said the revenue is always there whether its PILOT revenue or tax revenue when it becomes taxable. He doesn't think it's a budget hit or a hit on their tax rate in any particular year, it's just a growth factor issue. He thinks its an educational thing and working through the logic with each taxing jurisdiction.

Chairman Aliasso left the meeting at 8:29 a.m.

- b. Building and Grounds Ad Hoc Committee** – Mr. Zembiec said that Mike Ramos from Purcell has joined the meeting to provide an update on the 146 Arsenal Street remediation project.

- i. 146 Arsenal Street Remediation** – Mr. Ramos reported that the demolition portion is complete. He said that there was an allowance of \$227,000 for an additional 1/8 of an inch in the contract. He said they broke the building up by 10x10 squares, so a unit price was done if a change order was needed. He said the \$227,000 was used for 636 squares. He said some of the squares took more than 6 passes which was 3/4 of an inch deep. He said that he was told by BCA that structurally they couldn't go any deeper than 3/4 of an inch. There were 10 remaining squares out of 642 that did not pass which led to the engineer saying that it had to be removed without damaging the deck. He said it was started last night after hours using six men for eight hours and they removed 6 of the 10 squares. He said it will be finished tonight during off hours. Then it will get cleaned up and ready for the concrete. He noted that Watertown Concrete cancelled because of today's weather, but said that it is scheduled to pour cement Wednesday, Thursday and Friday of next week and Monday and Tuesday of the following week.

Mr. Ramos said that there is one area which the YMCA is calling their mechanical room which is approximately 2,000 square feet that needs an underlayment material which is 1/4 inch thick. He said that area will be done on Wednesday the 12<sup>th</sup>.

Mr. Ramos said that with the additional grinding, they let everyone know that there was a \$8,120 allowance for additional concrete that may be needed. He said it will probably be used. The 636 squares used the allowance and we ended up with 496 new ones in addition to the 636 squares. They grinded 1,157 squares total. He said that 25 squares were a misinterpretation of the rules which will be

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paid by Paradigm which put it down to 1,132 and then they took the 636 out of the allowance and ended up 496 additional. He said he sent the proposal over the Dave. He said the additional concrete will be taken care by the allowance and won't change the contract value and they have a RFI in the old harvest house area. He said that six floor drains were found where the kitchen used to be and that we are waiting on a response from BCA for that. He is assuming they will want those floor drains removed and it will be an additional cost for HydeStone to do that work. He said in the same vicinity there was some broken up concrete, but he is hopeful the engineer will say to pour concrete overtop. He said when all is complete they will remove the temporary fencing so the City can use the parking lot and maintain it again.

Mr. Warneck asked if board members can tour the building to see what has been done before the concrete is poured. Mr. Ramos said that he can meet members at the building.

Mr. Walldroff said that with all the work being done on the floor, he assumes BCA has coordinated that with future plans. His concern is that he is hoping that we are not missing any opportunities at this point in time re-doing the floor to the point where down the road when they start the rebuild something was missed and have to tear up floor sections because they didn't anticipate blueprints. He assumes they are seeking future plans with opportunity now with the floor being demoed. Mr. Ramos said that he agrees and indicated that it was the plan all along. Mr. Weir said that BCA has been a part of this since we have two meetings a week. Mr. Walldroff just wants to be sure that all parties involved are forward thinking that way the YMCA won't have to go back and demo the floor that we are pouring down because something was missed. Mr. Zembiec said that there is cross communication weekly/monthly with involved parties.

A motion was made Mr. Walldroff to approve an additional \$300,000 (for a new total of \$2,600,000) to the Purcell contract for additional PCB remediation, seconded by Mr. Converse. All in favor. Carried.

Mr. Ramos left the meeting at 8:52 a.m.

- ii. Proposed Second Amendment to Lease Agreement (with YMCA for 146 Arsenal Street)** – Mr. Zembiec said that the draft amendment extends the expiration date to February 18, 2022. He suggested extending the expiration date to April 15, 2022 to allow time to negotiate with the YMCA for the main ground lease. A motion was made by Mr. Converse, seconded by Ms. L'Huillier. Roll call vote was taken. Mr. Converse – Yea, Mr. Walldroff – Yea, Mr. Aliasso – Absent, Mr. Jennings – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

**VI. Unfinished Business:**

- 1. Initial Project Resolution No. 01.06.2022.01 for CWT Farms International Inc.** – Mr. Zembiec said that the proposed project doubled in size, so we requested a new application. Attorney Miller said we are restarting the process for the increased square footage and noted that construction is planned to start in late spring. It was noted that the company is still waiting to hear about the Empire State Development state funding for the project.

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

**VII. New Business:**

- 1. Bowers & Co. – Engagement Letter for Stub Period Audit (10/1/21 – 12/31/21) –** Vice Chairman Jennings read the resolution. The stub period audit will start on January 31, 2022 and will cost \$6,500 for the audit and \$400 for preparation of information returns. A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Converse. All in favor. Carried.
- 2. American Recovery Plan Funds from Jefferson County –** Mr. Zembiec said the County approved \$4.6 million that will be allocated to the IDA and JCLDC. He said IDA items will include the 146 Arsenal Street remediation and the sewer project at the Business Complex at the airport. He said that he will work with Attorney Miller and the County for an MOU for the funds.
- 3. Proposed MOU with NYSDEC/County of Jefferson/NYSERDA for Deferiet Mill –** Mr. Zembiec said today's proposed MOU follows up on the MOU that was approved last month. He said it provides protection from DEC for the IDA, the County, and NYSERDA.

Attorney Miller said that the first MOU sets the stage for how the County will contemplate closing on the property and transferring it. He said the IDA may need to create a bankruptcy remote sister agency to hold the property, so the IDA won't be held as the responsible party. He said that the DEC is the enforcing authority and will let the IDA/County/NYSERDA off the hook for their good efforts but could go after previous owners if they pursue it.

Mr. Walldroff asked why we should take further action now before the exploratory results are received. Mr. Zembiec said the MOU puts the agencies (IDA/County/NYSERDA) at ease, so we won't be responsible.

Mr. Zembiec indicated that the County has already approved the MOU. A motion was made by Mr. Warneck to approve the MOU as presented, seconded by Mr. Walldroff. All in favor. Carried.

Mr. Walldroff asked about the timeline. Mr. Zembiec said that NYSERDA is working on Phase I and will then proceed to Phase II.

- 4. Supplemental Project Authorizing Resolution 01.06.2022.03 for Roth Industries Inc. –** Attorney Miller said Roth approached staff regarding their cost increases for their project which stemmed from supply chain materials. He said the project is nearly done and they have requested an increase in the sales tax benefit for a total of \$91,800.

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

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**VIII. Counsel:** None.

**Other** – Mr. Johnson asked about the Newton Falls track upgrade. Mr. Zembiec said that St. Lawrence County received a grant, and the three counties (Jefferson, Lewis and St. Lawrence) created a PILOT. He said that he believes the improvements have been completed, but indicated that the track has not been utilized yet.

**IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Converse, seconded by Ms. L'Huillier. All in favor. The meeting adjourned at 9:20 a.m.

Respectfully submitted,

*Peggy Sampson*

**INITIAL PROJECT RESOLUTION**  
*(CWT Farms International, Inc. Project)*

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday January 6, 2022 at 8:30 a.m.

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

Resolution No. 01.06.2022.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) ACCEPTING AN APPLICATION SUBMITTED BY CWT FARMS INTERNATIONAL, INC., FOR ITSELF AND/OR ON BEHALF OF ONE OR MORE ENTITIES TO BE FORMED (COLLECTIVELY, THE "COMPANY") WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW); (ii) AUTHORIZING THE SCHEDULING AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; AND (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY 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, as amended (hereinafter collectively called the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, CWT Farms International, Inc., 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 6 acres of vacant real property located at 20835 Alexander Drive in the Town of Watertown, New York 13601 (the "Land", being more particularly described as TMID No 82.00-2-1.5 and Lot 8 in the TIAg Park), (ii) the planning, design, construction, equipping and operation of an approximately 49,000 square foot poultry hatchery facility, including hatching spaces, warehousing, storage, shipping, receiving, office and mechanical spaces, external parking improvements, 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 and the Improvements, the "Facility"), and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a

period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

WHEREAS, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (A) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the construction and equipping of the Facility, (B) a mortgage recording tax exemption for financings undertaken to construct the Facility, and (C) a partial real property tax abatement through a payment-in-lieu-of-tax agreement (the "PILOT Agreement"), pursuant to which the Company would make payments in lieu of real property taxes to the Agency for the benefit of each affected tax jurisdiction (the "Affected Tax Jurisdictions"); and

WHEREAS, the Agency desires to (i) accept the Application, (ii) authorize the scheduling and conduct of a public hearing pursuant to an in accordance with the Act, and describe the forms of financial assistance contemplated by the Agency; and

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

Section 1. Based upon the representations made by the Company to the Agency in the Application, the Agency hereby finds and determines that:

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

(B) It is desirable and in the public interest for the Agency to appoint the Company as agent to construct the Improvements and acquire the Equipment constituting the Facility pursuant to the Agent Agreement and Leaseback Agreement to be negotiated as components of one or more Straight Lease Transactions; and

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

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

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



reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The proposed financial assistance being contemplated by the Agency includes (i) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included within the Project or used in the acquisition, construction or equipping of the Project, (ii) a mortgage recording tax exemption for financings undertaken to construct the Facility, and (iii) a partial real property tax abatement through a payment-in-lieu-of-tax agreement (the "PILOT Agreement"), pursuant to which the Company would make payments in lieu of real property taxes to the Agency for the benefit of the Affected Tax Jurisdictions.

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

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

Section 5. Harris Beach PLLC, as General and Transaction Counsel for the Agency, is hereby authorized to work with counsel to the Company and others to prepare for submission to the Agency all documents necessary to effect the conduct of the Public Hearing issuance of the Disposition Notice.

Section 6. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized and directed to negotiate, but not execute, certain lease agreements, an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), the PILOT Agreement(s), and related documents to undertake the Straight Lease Transaction. The Agency's authorization of the Project and the Financial Assistance shall be subject to the adoption of Agency resolutions relative to same.

Section 7. The Chairman, Vice Chairman and Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 8. The officers, employees and agents of the Agency are hereby authorized and directed for an in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.



Section 10. These Resolutions shall take effect immediately.

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

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

The Resolution was thereupon duly adopted.

STATE OF NEW YORK                     )  
COUNTY OF JEFFERSON               ) SS:

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

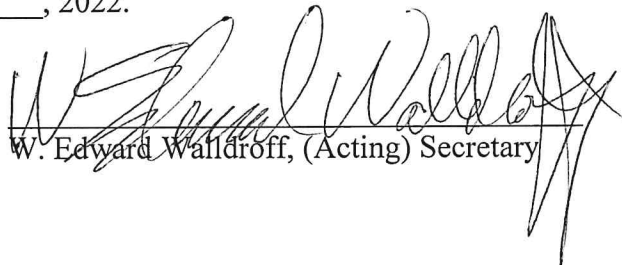
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on January 6, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

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

I FURTHER CERTIFY, that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 6<sup>th</sup> day of January, 2022.

  
W. Edward Walldroff, (Acting) Secretary

[SEAL]



**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**Resolution Number 01.06.2022.02**

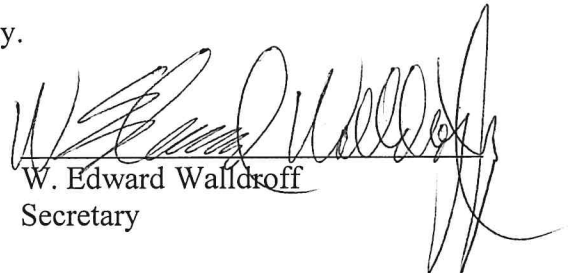
**to Engage Auditors for Stub Period Audit**

**WHEREAS**, Bowers & Company has presented an engagement letter to audit the financial statements for the stub period of October 1, 2021 to December 31, 2021. The fee will be \$6,500 for the audit and \$400 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 stub period audit 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

## SUPPLEMENTAL PROJECT AUTHORIZING RESOLUTION

*(Roth Industries Inc. Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, January 6, 2022 at 8:30 a.m.

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

Resolution No. 01.06.2022.03

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) AUTHORIZING ADDITIONAL FINANCIAL ASSISTANCE TO ROTH INDUSTRIES, INC. (THE "COMPANY") IN CONNECTION WITH A CERTAIN PROJECT PREVIOUSLY UNDERTAKEN BY THE AGENCY (AS MORE FULLY DESCRIBED BELOW); AND (ii) 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, pursuant to a certain Project Authorizing Resolution adopted March 4, 2021 (the "Project Authorizing Resolution"), the Agency previously authorized the undertaking of a certain project (the "2021 Project", as described within the Project Authorizing Resolution") for the benefit of **ROTH INDUSTRIES, INC.** (hereinafter, the "Company"); and

WHEREAS, pursuant to the Project Authorizing Resolution, the Agency and Company entered into (i) a certain Agent and Financial Assistance and Project Agreement, dated as of March 15, 2021 (the "Agent Agreement, as amended November 30, 2021), and (ii) a "Straight Lease Transaction", as defined within the Act, entered into as of November 30, 2021 and including a 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 (the "Straight Lease Documents"); and

WHEREAS, the Project Authorizing Resolution, Agent Agreement and Straight Lease Documents authorized the provision of certain Financial Assistance to the Company, including (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; and

WHEREAS, the Company has advised the Agency that it has encountered certain project cost increases in connection with completing the Project, and in furtherance of same has requested an increase in the total amount of sales tax exemptions from \$62,720 to \$91,800; and

WHEREAS, the Agency desires to approve the Company's request for additional financial assistance in the form of sales tax exemptions for the Project, such increase to be memorialized in the form of a Second Amendment to Agent and Financial Assistance and Project Agreement (the "Amendment", along with related forms).

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

Section 1. Subject to all terms and conditions as set forth within the Project Authorizing Resolution and Agent Agreements, the Agency hereby authorizes the provision of additional financial assistance to the Company as set forth above. The foregoing approval involves the provision of less than \$100,000 in additional financial assistance, for which no public hearing is required.

Section 2. The Agency's approval is subject to the Company executing the Amendment and the payment by the Company of all costs and fees of the Agency in connection with same.

Section 3. 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 4. 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 Chief Executive Officer of the Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:


That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on January 6, 2022, 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 January 6, 2022.

  
\_\_\_\_\_  
David J. Zembiel  
CEO

[SEAL]



## SECOND AMENDMENT TO AGENT AND FINANCIAL ASSISTANCE AND PROJECT AGREEMENT

THIS FIRST AMENDMENT TO AGENT AND FINANCIAL ASSISTANCE AND PROJECT AGREEMENT (hereinafter, this "Amendment"), made as of January \_\_, 2022, by and between the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation duly existing under the laws of the State of New York with offices at 800 Starbuck Avenue, Suite 800, Watertown, New York 13601 (the "Agency") and **ROTH INDUSTRIES INC.**, a Delaware corporation having offices at 268 Bellew Avenue, Watertown, New York 13601 (the "Company").

### WITNESSETH:

WHEREAS, the Agency and Company previously entered into a certain Agent and Financial Assistance and Project Agreement, dated as of March 15, 2021 (the "Agent Agreement", as amended pursuant to that certain First Amendment to Agent and Financial Assistance and Project Agreement, dated as of November 30, 2021) in connection with a certain Project (as defined within the Agent Agreement); and

WHEREAS, pursuant to resolution adopted by the Agency on January 6, 2022, the Agency has authorized an increase in the amount of sales and use tax exemption benefit to be provided to the Company from \$62,720 to \$91,800; and

WHEREAS, the Agency and Company desire to further amend the Agent Agreement to document same.

NOW THEREFORE, in consideration of the covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, it is mutually agreed as follows:

1. Section 2(j) of the Agent Agreement is hereby amended to read as follows:

(j) In accordance with the Resolution and the Cost-Benefit Analysis (the "CBA") disclosed by the Agency at its public hearing for the Project (the "Public Hearing"), the Company further: (i) covenants that the purchase of goods and services relating to the Project and subject to New York State and local sales and use taxes are estimated in an amount up to \$1,147,500.00, and, therefore, the value of the sales and use tax exemption benefits authorized and approved by the Agency, subject to Section 2(i) of this Agent Agreement, cannot exceed \$91,800.00, (ii) confirms that the mortgage recording tax exemption amount shall not exceed \$12,000.00, and (iii) and confirms that real property tax abatement benefits to be provided to the Company shall conform to those disclosed within the CBA at the Public Hearing for the Project and as contained within the PILOT Agreement, a copy of such CBA and PILOT Agreement are attached hereto as **Exhibit D** (and if said PILOT Agreement is entered into after the date hereof, upon execution by the Agency and Company it shall be deemed and will be automatically become a component hereof).

2. All other provisions of the Agent Agreement shall remain unchanged and in full force and effect in accordance with the terms thereof.
3. This Amendment may be executed in any number of counterparts each of which shall be deemed an original but which together shall constitute a single instrument.

*(Remainder of page intentionally left blank)*

*[Signature Page to Second Amendment to Agent and Financial Assistance  
and Project Agreement]*

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

JEFFERSON COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By: David J. Zembiec  
Name: David J. Zembiec  
Title: Chief Executive Officer

ROTH INDUSTRIES INC.

By: \_\_\_\_\_  
Name: Joseph Brown  
Title: President