

Jefferson County Industrial Development Agency
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915
www.jcida.com

Notice of Board Meeting

Date: September 22, 2022

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

From: Chairman Robert Aliasso

Re: Notice of Board of Directors' Meeting

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The Jefferson County Industrial Development Agency will hold their monthly Board Meeting on **Thursday, October 6, 2022 at 8:30 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

The live stream link will be available at www.jcida.com.

Zoom:
<https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVVjKytDdz09>
Meeting ID: 843 5525 0468
Passcode: 011440
1-929-205-6099 US (New York)

Please confirm your attendance with Peggy Sampson pssampson@jcida.com at your earliest convenience.

pss

c: David Zembiec, CEO
Marshall Weir
Lyle Eaton
Jay Matteson
Joy Nuffer
Robin Stephenson
Christine Powers
Greg Gardner
Kent Burto
Rob Aiken
Justin Miller, Esq.
Media

BOARD MEETING AGENDA
Thursday, October 6, 2022 - 8:30 a.m.

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes – September 1, 2022**
- V. Treasurer’s Report – September 30, 2022**
- VI. Committee Reports**
 - a. Alternative Energy Ad Hoc Committee**
 - b. Finance Committee**
 - i. Proposed Budget - 2023**
- VII. Unfinished Business**
 - 1. 146 Arsenal Street update**
- VIII. New Business**
- IX. Counsel**
 - 1. Project Authorizing Resolution No. 10.06.2022.01 for L2, LLC**
 - 2. Project Authorizing Resolution No. 10.06.2022.02 for Three Mile Bay Ventures, LLC (Sally Port View, LLC)**
 - 3. Project Authorizing Resolution No. 10.06.2022.03 for Wilna PV, LLC**
 - 4. Authorizing Resolution No. 10.06.2022.04 for Convalt Energy**
 - 5. Authorizing Resolution No. 10.06.2022.05 for DigiCollect**
- X. Adjournment**

Jefferson County Industrial Development Agency
Board Meeting Minutes
September 1, 2022

DRAFT

The Jefferson County Industrial Development Agency held their board meeting on Thursday, September 1, 2022 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: Robert E. Aliasso, Jr., Paul Warneck, Lisa L'Huillier, David Converse

Excused: John Jennings, William Johnson

Absent: W. Edward Walldroff

Also Present: Rob Aiken

Zoom: Justin Miller, Esq., Craig Fox (Watertown Daily Times), Kurtis Bennett (Three Mile Bay Adventures), Glenn Frank (OYA), Jon Rappe (Wilna PV), Dallas Manson (Watertown Renewables)

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 8:24 a.m.
- II. Pledge of Allegiance**
- III. Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.
- IV. Minutes:** Minutes of the meeting held August 4, 2022 were presented. A motion to approve the minutes as presented was made by Ms. L'Huillier, seconded by Mr. Converse. All in favor. Carried.
- V. Treasurer's Report:** Mr. Warneck reviewed the financials for the period ending August 31, 2022. He said there are some big swings in the revenue due to the ARPA funds. He said that we now see a line item for the YMCA DCIP \$9M grant and will see when drawdowns occur. Mr. Warneck said two of the delinquent loans have now been issued demand letters while two others are running consistently two months behind.

Mr. Warneck noted the CWT Farms International refund of \$2,500 on the check disbursement statement. He said that it didn't get applied toward the closing invoice and was cut separately.

Chairman Aliasso asked Mr. Eaton about the bad debt reserve and when he will recommend the two delinquent loans that have demand letters. Mr. Eaton said that he will make a recommendation during the budget presentation for increasing the reserve and write off applicable loans.

After discussion, a motion was made by Ms. L'Huillier to accept the financial statement as presented, seconded by Mr. Converse. All in favor. Carried.

VI. Committee Reports:

- a. Corporate Park Ad Hoc Committee** – Mr. Converse reviewed the minutes.

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- i. **Lawman Group building review (Lots 10 & 11)** – Mr. Converse said the committee reviewed the site plans for both lots. He said that Lot 11 has been designated as manufacturing, but will ask the Town of Watertown Planning Board to make sure it will have an allowable use when applicable. A motion was made by Mr. Converse to approve the site plans, seconded by Mr. Warneck. Mr. Warneck said that he has no problem with Lot 10 but would make sure reciprocal easements are adequate to protect both properties for the secondary access. He said that we won't know if Lot 11 meets our requirements until we know the use of it. At this time Mr. Converse withdrew his motion, seconded by Mr. Warneck to vote on the lots separately.

Mr. Frank and Mr. Rappe joined the meeting at 8:34 a.m.

Lot10 –

A motion was made by Mr. Converse to approve the site plan for Lot 10, seconded by Mr. Warneck. All in favor. Carried.

Lot 11 –

A motion was made by Mr. Warneck to let the Town of Watertown Planning Board know that we can't opine on the use of whether or not it complies with the deed restrictions until we know the use and to recommend that reciprocal easements are adequate to protect both properties for the secondary access, seconded by Mr. Converse. All in favor. Carried.

- ii. **Easement with the Town of Watertown for Water District No. 1** –A request from the Town of Watertown (Water District No. 1 Extension) for a permanent and perpetual easement through vacant land on County Route 200 (Corporate Park) for the purpose of constructing, laying, installing, replacing, relocating, operating, maintaining, cleaning, repairing, and removing water lines, and appurtenances for the transmission of potable water. A motion was made by Mr. Converse to approve the easement subject to CEO and counsel approval, seconded by Mr. Warneck. All in favor. Carried.
- i. **Turning Lane** – Mr. Zembiec said that National Grid moving ahead with the gas line relocation, but has not yet provided a timeline. He said that Jim Lawrence indicated that some of the site work could get done this fall; otherwise, it will be done next spring.

- b. **Loan Review Committee** – Mr. Converse reviewed the minutes.

- i. **Resolution No. 09.01.2022.01 for Sally Port View, LLC** – The Committee recommended a \$112,500 RLF at 5%, amortized for 20 years with a 5-year balloon, interest only for the first 6 months. This is a participation loan with NCA (lead lender). Mr. Zembiec said the NCA loan committee met yesterday and is recommending to their board to pay the loan when 80% of the construction is complete. Board Members agreed to add the recommendation to the resolution. A motion was made by Mr. Converse to approve the modified resolution, seconded by Ms. L'Huillier. All in favor. Carried.

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VII. Counsel:

1. **Assignment Resolution No. 09.01.2022.02 for OYA Ellisburg Solar** – Attorney Miller said the resolution outlines the transition of direct ownership. Chairman Aliasso read the resolution. He asked for a motion to discuss the resolution. A motion was made by Mr. Warneck, seconded by Mr. Converse. Attorney Miller said that the company expects to close on the PILOT this month. Mr. Warneck asked if we would charge the reassignment fee. Attorney Miller said that it will be included during the closing.

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

2. **Initial Project Resolution No. 09.01.2022.03 for Wilna PV, LLC** – Chairman Aliasso read the purpose of the resolution. He asked for a motion to discuss the resolution/project. A motion was made by Ms. L’Huillier, seconded by Mr. Converse. It was noted that they are purchasing the property. Mr. Warneck said that they will probably still lease it to one of their subsidiaries.

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

3. **Initial Project Resolution No. 09.01.2022.04 for L2, LLC** – Mr. Converse said the Lawman Group will be consolidating their manufacturing and increasing their employment. Chairman Aliasso read the purpose of the resolution. He asked for a motion to discuss the resolution/project. A motion was made by Mr. Converse, seconded by Mr. Warneck. Chairman Aliasso pointed out that the SEQR has not been completed. Attorney Miller said that it will need to be complete before the final project authorizing resolution. Mr. Zembiec said the planning board is reviewing the matter this month. He also said that he will work with Attorney Miller to notify the other taxing jurisdictions whose existing facilities will be vacated, for consolidation into our Corporate Park.

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

Dallas Manson joined the meeting at 9 a.m.

4. **Initial Project Resolution No. 09.01.2022.05 for Three Mile Bay Ventures, LLC** – Chairman Aliasso read the purpose of the resolution. He asked for a motion to discuss the resolution/project. A motion was made by Mr. Converse, seconded by Mr. Warneck. Chairman Aliasso noted that the application skipped the Loan Review Committee and came directly to the Board. Mr. Warneck asked if it will be a 10-year or 15-year PILOT. Mr. Zembiec said that it will be a 15-year PILOT.

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

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VIII. Unfinished Business:

1. **146 Arsenal Street update** – Mr. Zembiec said that construction is moving along. He said that the YMCA, Mr. Weir and Ms. Nuffer have been working on the grant reports and funding disbursements.

IX. Counsel (continued):

5. **Initial Project Resolution No. 09.01.2022.06 for Watertown Renewables, LLC (North Site)** – Chairman Aliasso read the purpose of the resolution. He asked for a motion to discuss the resolution/project. A motion was made by Mr. Converse, seconded by Ms. L'Huillier.

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

6. **Initial Project Resolution No. 09.01.2022.07 for Watertown Renewables, LLC (South Site)** – Chairman Aliasso read the purpose of the resolution. He asked for a motion to discuss the resolution/project. A motion was made by Ms. L'Huillier, seconded by Mr. Warneck.

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

X. New Business:

1. **Alternative Energy Committee** – Mr. Warneck said the committee did not meet this past month. However, he wanted to mention the three large solar projects and their status. He said Boralex is on the verge of a final determination, Tracy Solar is a little behind Boralex and Riverside has a determination of a completed application. He said that we have not received an application for any of these projects as of yet. He feels that we need to get a good handle on the County position. Chairman Aliasso said that these projects will be deviations to the UTEP. Mr. Warneck said that we should be in a position to adequately inform the taxing jurisdictions (Brownville, Lyme, Clayton, Orleans, Hounsfield). He suggested setting up a committee meeting in the near future and speak with Bill Johnson on how to proceed.

- XI. **Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Converse. All in favor. The meeting adjourned at 9:13 a.m.

Respectfully submitted,

Peggy Sampson

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Prepared by Joy Nuffer, September 28, 2022

UNRECONCILED

Income Statement for the Nine Month Period Ending September 30, 2022

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
Revenues					
Application & Process Fees	\$ 11,000.00	26,250.00	\$ 0.00	5,000.00	(15,250.00)
Bond Admin Fee	6,000.00	3,000.00	0.00	0.00	3,000.00
FTZ Annual Fee	1,200.00	0.00	0.00	0.00	1,200.00
PILOT/Sale Leaseback Fees	1,227,142.00	678,520.33	146,345.00	183,808.00	548,621.67
Fee Income - RLF Program	24,474.00	43,422.72	3,618.56	3,618.56	(18,948.72)
Fee Income - Micro Program	13,389.00	25,167.20	2,097.26	2,097.26	(11,778.20)
Grant Income - Federal ARPA	0.00	3,351,000.00	292,000.00	850,000.00	(3,351,000.00)
Interest Income	2,481.00	721.40	0.00	11.13	1,759.60
Interest Income - RLF Program	29,085.00	19,969.26	2,217.62	5,529.11	9,115.74
Late Payment Penalty RLF	0.00	114.42	0.00	114.42	(114.42)
Interest Income - City Fund	3,600.00	1,945.39	0.00	0.00	1,654.61
Interest Income - Micro Prog.	9,650.00	8,948.30	621.64	710.52	701.70
Late Payment Penalty - Micro	0.00	330.78	7.46	126.03	(330.78)
Grant Income	0.00	300,000.00	300,000.00	0.00	(300,000.00)
Miscellaneous Income	1,500.00	21,552.93	0.00	1,193.62	(20,052.93)
YMCA Income	0.00	39,117.60	8,756.22	13,864.51	(39,117.60)
YMCA Grant Income	0.00	1,531,240.14	1,034,487.45	496,752.69	(1,531,240.14)
Total Revenues	1,329,521.00	6,051,300.47	1,790,151.21	1,562,825.85	(4,721,779.47)
Operations					
Office Expense	2,036.00	3,457.06	200.00	242.26	(1,421.06)
Admin Services Exp	792,260.00	615,301.00	58,985.00	58,985.00	176,959.00
Depreciation Expense - Siding	40,739.00	16,295.52	1,357.96	1,357.96	24,443.48
D&O Insurance	19,000.00	16,427.62	2,561.24	1,260.58	2,572.38
Commercial Insurance	36,354.00	29,544.36	2,462.03	2,462.03	6,809.64
FTZ Expense	1,250.00	1,250.00	0.00	0.00	0.00
Legal- Retainer	0.00	18,000.00	1,500.00	1,500.00	(18,000.00)
Legal - Unrestricted	50,000.00	22,762.45	426.26	455.80	27,237.55
Legal YMCA	10,000.00	18,949.85	5,349.85	11,025.00	(8,949.85)
Accounting & Auditing	16,000.00	11,400.00	0.00	0.00	4,600.00
Coffeen Park Taxes	1,800.00	1,743.44	0.00	0.00	56.56
Airport Park Taxes	1,200.00	1,056.39	0.00	0.00	143.61
Fees Expense	3,000.00	110.00	0.00	0.00	2,890.00
Grant Expense - Federal ARPA	0.00	2,351,000.00	292,000.00	850,000.00	(2,351,000.00)
Grant Expense YMCA	0.00	1,531,240.14	1,034,487.45	496,752.69	(1,531,240.14)
Bad Debt--RLF	190,000.00	(19,699.50)	0.00	0.00	209,699.50
Bad Debt--Micro	31,000.00	0.00	0.00	0.00	31,000.00
RLF Program Expense	24,474.00	43,422.72	3,618.56	3,618.56	(18,948.72)
Microenterprise Program Exp	13,389.00	25,167.20	2,097.26	2,097.26	(11,778.20)
RLF Audit Expense	800.00	0.00	0.00	0.00	800.00
146 Arsenal Bldg Maintenance	0.00	1,057.19	0.00	0.00	(1,057.19)
Plowing 146 Arsenal	0.00	15,900.00	0.00	0.00	(15,900.00)
IDA 146 Arsenal Bldg Expense	0.00	26,342.14	77.35	77.35	(26,342.14)
Building Depreciation	29,321.00	35,047.46	8,076.64	8,076.64	(5,726.46)
146 Arsenal Gas	0.00	7,962.72	0.00	0.00	(7,962.72)
146 Arsenal Electric	0.00	35,406.92	0.00	2,643.25	(35,406.92)
146 Arsenal Water	0.00	3,391.59	0.00	312.27	(3,391.59)
Miscellaneous - Unrestricted	200.00	103.23	0.00	0.00	96.77
Total Operations	1,262,823.00	4,812,639.50	1,413,199.60	1,440,866.65	(3,549,816.50)
Total Revenue	1,329,521.00	6,051,300.47	1,790,151.21	1,562,825.85	(4,721,779.47)
Total Expenses	1,262,823.00	4,812,639.50	1,413,199.60	1,440,866.65	(3,549,816.50)
Net Income Over Expenditures	\$ 66,698.00	1,238,660.97	\$ 376,951.61	121,959.20	(1,171,962.97)

For Internal Use Only

Jefferson County IDA
Balance Sheet
September 30, 2022

ASSETS

Current Assets		
General Checking	\$	1,314,370.09
Savings Account		258,411.40
PILOT Checking Account		279,095.63
Microenterprise Account		101,804.99
City Loan Account		287,875.03
Revolving Loan Fund Account		2,433,696.26
Miscellaneous Receivable		267,736.52
Acct Receivable - Rogers		17,519.31
RLF Loans Receivable		2,010,237.09
Microenterprise Loans Rec.		190,399.61
Allowance for Bad Debt-RLF		(190,000.00)
Allow. for Bad Debts-MICRO		(30,641.75)
Prepaid Expense		(850.52)
		<hr/>
Total Current Assets		6,939,653.66
Property and Equipment		
Accum Depr - Building	(1,050,754.52)	
Accum Depr. Equipment	(52,269.66)	
Accumulated Depreciation Sidin	(23,085.32)	
		<hr/>
Total Property and Equipment		(1,126,109.50)
Other Assets		
IT Server	6,050.00	
Equipment	13,366.00	
Corp. Park Improvements	209,995.14	
Airport Property	884,326.02	
Intangible Asset	53,195.00	
WIP Airport	315,770.46	
WIP Intersection	244,973.52	
Woolworth Building	505,000.00	
Rail Siding CCIP	244,434.00	
Land 146 Arsenal	8,577.50	
146 Ars Building Improvements	3,264,556.08	
		<hr/>
Total Other Assets		5,750,243.72
		<hr/>
Total Assets	\$	<u><u>11,563,787.88</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
Accounts Payable - Unrestrict	\$	(15,608.00)
PILOT Monies Payable		279,095.63
RLF Loan Payable		700,000.00
Due SHLDC		424.02
Due HUD - RLF Interest		668.42
Due HUD - MICRO Interest		6.09
Due HUD - CITY Loan Interest		4.89
Due To JCIDA		565.35
Maintenance Reserve Convergys		14,445.48
Maintenance Expense Convergys		25,927.57
ARPA Airport Sewer		1,208,000.00
Car Freshner Signage		11,000.00
		<hr/>

Unaudited - For Management Purposes Only

Jefferson County IDA
Balance Sheet
September 30, 2022

Total Current Liabilities		2,224,529.45
Long-Term Liabilities		
Due NYS/IAP L.T.	180,159.78	
Deferred Revenue - Rogers	18,000.51	
Total Long-Term Liabilities		198,160.29
Total Liabilities		2,422,689.74
Capital		
General Fund Bal - Unrestrict.	1,826,227.59	
Fund Bal - RLF Restricted	4,419,309.27	
Fund Bal - Micro Restricted	414,850.76	
Fund Bal - City Restricted	262,489.22	
Cap. Impr. Convergys	979,560.33	
Net Income	1,238,660.97	
Total Capital		9,141,098.14
Total Liabilities & Capital	\$	11,563,787.88

Jefferson County IDA
Miscellaneous Receivables
As of Sep 30, 2022

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

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
CONVALT CONVALT ENERGY. LLC	3669				27,486.30	27,486.30
CONVALT CONVALT ENERGY. LLC					27,486.30	27,486.30
MLR,LLC MLR,LLC	3716				91,225.00	91,225.00
MLR,LLC MLR,LLC					91,225.00	91,225.00
OYA ELLISBURG SOLAR OYA ELLISBURG SOLAR, LLC	3761	146,345.00				146,345.00
OYA ELLISBURG SOLAR OYA ELLISBURG SOLAR, LLC		146,345.00				146,345.00
YMCA YMCA EX DIRECTOR DENISE YOUNG	3759 3760	3,406.37 5,349.85				3,406.37 5,349.85
YMCA YMCA		8,756.22				8,756.22
Report Total		155,101.22			118,711.30	273,812.52

Jefferson County IDA
General Checking Cash Receipts Journal
For the Period From Sep 1, 2022 to Sep 30, 2022

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

Date	Account ID	Transaction	Line Description	Debit Amnt	Credit Amnt
9/1/22	125001 100001	2193	Invoice: 3727 JEFFERSON COUNTY INDUSTRIAL	3,618.56	3,618.56
9/1/22	125001 100001	1243	Invoice: 3728 JEFFERSON COUNTY INDUSTRIAL	2,097.26	2,097.26
9/1/22	125100 100001	0695	Invoice: 3744 YMCA	4,067.19	4,067.19
9/8/22	125001 125001 100001	0699	Invoice: 3748 Invoice: 3749 YMCA	13,864.51	2,839.51 11,025.00
9/22/22	207005 205602 100001	3396	DUE MICRO DUE SHLDC PAINFULL ACRES	989.37	565.35 424.02
				<u>24,636.89</u>	<u>24,636.89</u>

Jefferson County Industrial Development Agency
MICRO Loan Fund Receivables
 September 30, 2022

	Recipient	Date Issued	Original Amount	Current Balance	Payment Amount	Current Status	Purpose of Loan
	Colleens Cherry Tree Inn	5/1/2019	\$40,000.00	\$23,015.96	\$1,421.18	2 Months	Expand Restaurant - Ice Ceram Shop
	R. L. Gould & Son, LLC	3/1/2019	\$40,000.00	\$15,056.49	\$750.30	Current	Open UPS Store
	Tl Area Habitat For Humanity	4/1/2018	\$40,000.00	\$7,378.29	\$754.85	Current	Open ReStore
	Painfull Acres	3/1/2018	\$40,000.00	\$18,371.03	\$565.35	Current	Amish Furniture Store
	Pink Kettle	2/23/2022	\$24,800.00	\$22,589.02	\$468.01	Current	Retail Beverages
	Sarah's Barber Shop	3/11/2020	\$10,000.00	\$6,867.40	\$188.71	Demand Letter	Barber Shop
	The Scrub Hub	4/1/2018	\$18,656.00	\$2,744.39	\$352.06	Current	Scrubs Clothing
	Standard Machine	8/21/2021	\$40,000.00	\$37,352.70	\$749.30	Demand Letter	Fabrication
	Taste of Design	4/1/2007	\$40,000.00	\$14,487.32	\$277.54	1 Month	Coffee Shop
	Therartpy	7/1/2021	\$10,102.00	\$7,965.04	\$190.64	Current	Art Therapy
	Willowbrook	7/28/2021	\$40,000.00	\$34,571.97	\$754.85	Current	Purchase Golf Club
	Total MICRO Receivables		\$343,558.00	\$190,399.61		-	

Jefferson County Industrial Development Agency
Revolving Loan Fund Receivables
 September 30, 2022

	Recipient	Date Issued	Loan Amount	Current Balance	Payment Amount	Current Status	Purpose of Loan
1	Convallt	07/13/22	\$850,000.00	\$850,000.00	\$2,625.00	Current	Participation (SHLDC) Bridge loan
2	JCIDA	08/01/21	\$2,000,000.00	\$700,000.00	\$0.00	Current	146 Arsenal Remediation
3	MLR, LLC	07/01/07	\$250,000.00	\$73,571.16	\$1,307.83	Current	Expand Warehouse
4	Meadowbrook Terrace	08/01/12	\$250,000.00	\$11,478.95	\$2,879.32	Current	Working Cap During Construction
5	RBM Manufacturing	11/22/19	\$400,000.00	\$375,096.98	\$7,187.48	Current	Working Capital Additional 11/2020
	Total RLF Receivables		\$3,750,000.00	\$2,010,147.09		-	

Jefferson County IDA
Cash Disbursements Journal
For the Period From Sep 1, 2022 to Sep 30, 2022

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

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
9/1/22	7816	200001	Invoice: 22-897	3,812.00	
		200001	Invoice: 21-1266	4,118.50	
		200001	Invoice: 21-1387	8,577.50	
		100001	BERNIER, CARR & ASSOCIATES, P.C.		16,508.00
9/1/22	7817	200001	Invoice: 2369	58,985.00	
		100001	JEFF COUNTY LDC		58,985.00
9/1/22	7819	200001	Invoice: 45157-8/22	23.57	
		200001	Invoice: 45150-8/22	821.74	
		100001	NATIONAL GRID		845.31
9/8/22	7820	200001	Invoice: SEWER GRANT	292,000.00	
		100001	TOWN OF HOUNSFIELD		292,000.00
9/8/22	7821	200001	Invoice: 17024-9/22	1,797.94	
		100001	NATIONAL GRID		1,797.94
9/8/22	7822	200001	Invoice: 0001851-8/22	43.38	
		200001	Invoice: 0000011-8/22	268.89	
		100001	CITY OF WATERTOWN COMPTROLLER		312.27
9/15/22	7823	200001	Invoice: 9424365=22-23	15,608.00	
		100001	GREAT AMERICAN INSURANCE CO.		15,608.00
9/15/22	7824	200001	Invoice: 7dd5cla2	149.15	
		200001	Invoice: 527ae3cb	137.33	
		200001	Invoice: bOec7305	139.78	
		100001	JOHNSON NEWSPAPER CORP		426.26
9/15/22	7825	200001	Invoice: 867025	455.80	
		100001	JOHNSON NEWSPAPER CORPORATION		455.80
9/22/22	7826	200001	Invoice: 33354	77.35	
		100001	WESTELCOM		77.35
9/27/22	7828	200001	Invoice: 8879038	5,349.85	
		100001	HARRIS BEACH		5,349.85
9/29/22	7827	200001	Invoice: 8879037	1,500.00	
		100001	HARRIS BEACH		1,500.00
Total				393,865.78	393,865.78

**Jefferson County Industrial Development Agency
Finance Committee Meeting
September 16, 2022**

The Jefferson County Industrial Development Agency held a finance committee meeting on Friday, September 16, 2022, in the board room, 800 Starbuck Avenue, Watertown, NY.

Present: John Jennings, Chair, Rob Aiken, David Converse

Excused: Paul Warneck

Others Present: David Zembiel, Marshall Weir, Lyle Eaton, Peggy Sampson, Joy Nuffer, W. Edward Walldroff, Christine Powers

Zoom: Rob Aliasso

- I. Call to Order:** Chairman Jennings called the meeting to order at 10:16 a.m.
- II. Preliminary Budget for 2023:** Mr. Eaton reviewed the preliminary budget. He said the income is mostly fixed. He said that we will need \$1.2M in PILOT/Lease-leaseback fees this coming year.

Chairman Jennings asked what solar projects are on the horizon. Mr. Zembiel said that we have a few that are waiting to close, and we anticipate several large commercial projects next year. He said that he will talk with Bill Johnson and other county representatives about what they will be open to for the commercial projects. Mr. Walldroff indicated that the Boralex and Tracy solar projects plan to start building in the spring.

Chairman Jennings asked if we will have any expenses related to the 146 Arsenal Street building. Mr. Eaton said that we'll only have depreciation. Chairman Jennings asked about the legal expense for the YMCA. Mr. Eaton said it is an estimate and Mr. Zembiel said that it will be charged back to the YMCA.

III. Bad Debt Allowances –

- a. RLF:** The RLF allowance is currently \$190,000. Mr. Eaton stated he does not believe there are any potential bad debt accounts at this time. Mr. Eaton is not recommending a change to the RLF allowance.
- b. MICRO:** The MICRO allowance is currently \$30,000. Mr. Eaton is recommending an increase of \$60,000 to the MICRO allowance for a total of \$90,000. He said that he will make the entry this month and will recommend loan write-offs at the end of the year.

Mr. Eaton said that he will be talking with Harris Beach to see if we can use them for collections. If so, we will use them for the two MICRO loans that have been issued default letters.

After discussion, a motion was made by Mr. Converse to move the proposed budget to the full board for consideration, seconded by Mr. Aiken.

**Jefferson County Industrial Development Agency
Finance Committee Meeting
September 16, 2022**

- IV. **Adjournment:** With no further business before the committee, Mr. Converse made a motion to adjourn the meeting, seconded by Mr. Aiken. The meeting adjourned at 10:36 a.m.

Respectfully submitted,

Peggy Sampson

Jefferson County Industrial Development Agency

1/1/2023 to 12/31/2023 Budget

Approved : Finance Comm- 9/16/2022

Approved Board:

Proposed CY 2023 Budget Unrestric	Proposed CY 2023 Budget Restricted	Proposed CY 2023 Budget Total
--	---	--

Revenue

Application Fees	12,000		12,000
PILOT/ Sale Leaseback	1,200,963		1,200,963
RLF Fees	43,422		43,422
Micro. Fees	24,087		24,087
Bond Admin Fees	3,000		3,000
Interest Income	1,000		1,000
RLF Int.		32,000	32,000
RLF Late Chg		0	0
City Interest		0	0
Micro Interest		9,000	9,000
Micro Late Chg.		300	300
FTZ Fees	0		0
Misc Income	0		0
Total	1,284,472	41,300	1,325,772

Proposed CY 2023 Budget Unrestric	Proposed CY 2023 Budget Restricted	Proposed CY 2023 Budget Total
--	---	--

Expenses

Administrative Services	707,275		707,275
Office Expense	5,000		5,000
D&O Insurance	15,127		15,127
Commercial Ins.	29,600		29,600
FTZ Expense	1,250		1,250
Legal YMCA	10,000		10,000
Legal Retainer	18,000		18,000
Legal - Unres	40,000		40,000
Legal - RLF		0	0
Legal - Micro		0	0
Legal Corp Park	0		0
Auditing	15,000		15,000
CEDS Update	0		0
Corp. Park Taxes	2,000		2,000
Airport Taxes	2,000		2,000
Fees	1,000		1,000
Bad Debt RLF		190,000	190,000
Bad Debt Micro		90,000	90,000
RLF Expense		43,422	43,422
Micro Exp		24,087	24,087
RLF Audit		800	800
146 Arsenal Depreciation	113,404		113,404
Miscellaneous	200		200
Total	959,856	348,309	1,308,165

Revenue	1,284,472	41,300	1,325,772
Expenses	959,856	348,309	1,308,165
Net	324,616	(307,009)	17,607

PROJECT AUTHORIZING RESOLUTION
(L2, LLC Project)

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

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

Resolution No. 10.06.2022.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING L2, 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); (iv) ADOPTING FINDING WITH RESPECT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA"); AND (v) AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, **L2, 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 4.21 acres of real property located at County Route 200 in the Town of Watertown, New York (the "Land", being more particularly described as tax parcel No. 73.20-1-2.17); (ii) the planning, design, construction and operation of approximately 30,000 square feet of building space, portions of which will be leased by the Company to (a) **LAWMAN HEATING & COOLING, INC.** for operation as a sheet metal and roof manufacturing facility and (b) **DESIGN BUILD INNOVATIONS, LLC** for operation as a fabrication facility, along with interior office and warehousing spaces, exterior utility and site improvements, parking lots, loading docks, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention 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 September 1, 2022, 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); and (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

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

WHEREAS, pursuant to Section 859-a of the Act, the Agency held a public hearing on September 26, 2022 at 11:00 a.m., local time, at Town of Watertown Municipal Building, 22867 County Route 67, 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, the Town Planning Board of the Town of Watertown (the “Planning Board”) reviewed the proposed Project pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, “SEQRA”) and related Environmental Assessment Form (“EAF”), attached hereto as Exhibit B; 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; (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; and (iv) the review and ratification of findings pursuant to SEQRA in connection with the Project.

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, 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 result in the removal of a facility or plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's Application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other facility or plant to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

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

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

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

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

Section 2. 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, 2023 (*unless extended for good cause by the Executive Director of the Agency*).

Section 3. Based upon the representation and warranties made by the Company the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to approximately \$3,500,000.00, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed \$168,000.00. 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 Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement, PILOT Mortgage, and related documents with such changes as shall be approved by the Chairman, Vice Chairman, the Executive Director and counsel to the Agency upon execution.

Section 6. The Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver 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), Executive Director (or Deputy Executive Director) of the Agency shall approve, the execution thereof by the Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency to constitute conclusive evidence of such approval; provided, that, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

Section 7. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees,

charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

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

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

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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

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

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

W. Edward Walldroff, (Acting) Secretary

[SEAL]

EXHIBIT A
PUBLIC HEARING MATERIALS



Jefferson County Industrial Development Agency

800 Starbuck Avenue, Suite 800
Watertown, New York 13601

ph: 315.782.5865 / 800.553.4111
fx: 315.782.7915

www.jcida.com

NOTICE OF PUBLIC HEARING

September 12, 2022

VIA CERTIFIED MAIL/
RETURN RECEIPT REQUESTED

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

Re: Jefferson County Industrial Development Agency
L2, LLC Project

Ladies and Gentlemen:

Please note that on Monday, September 26, 2022 at 11:00 a.m. local time, at the Town of Watertown Municipal Building, 22867 County Route 67, 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

Jefferson County, New York

Attn: William W. Johnson, Chairman
County Legislature
195 Arsenal Street
Watertown, New York 13601

Jefferson County, New York

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

General Brown Central School District

Attn: Kelly Milkowich, President
Board of Education
17643 Cemetery Road
Dexter, New York 13634

General Brown Central School District

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

Town of Watertown, New York

Attn: Joel Bartlett, Town Supervisor
Town of Watertown Municipal Building
22867 County Route 67
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 September 26, 2022 at 11:00 a.m. at the Town of Watertown Municipal Building, 22867 County Route 67, Watertown, New York 13601 in connection with the matter described below.

L2, 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 4.21 acres of real property located at County Route 200 in the Town of Watertown, New York (the “Land”, being more particularly described as tax parcel No. 73.20-1-2.17); (ii) the planning, design, construction and operation of approximately 30,000 square feet of building space, portions of which will be leased by the Company to (a) **LAWMAN HEATING & COOLING, INC.** for operation as a sheet metal and roof manufacturing facility and (b) **DESIGN BUILD INNOVATIONS, LLC** for operation as a fabrication facility, along with interior office and warehousing spaces, exterior utility and site improvements, parking lots, loading docks, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention 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) 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 project financing; 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”).

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: <https://www.jcida.com/wp-content/uploads/2022/09/L2-LLC-Application-and-CBA.pdf>. The Agency will also live stream the public hearing through its webpage and also encourages all interested parties to submit written comments to the Agency, which will all be included within the public hearing record. Any written comments may be sent to Jefferson County Industrial Development Agency, 800 Starbuck Avenue, Watertown, New York 13601, Attn: David Zembiec, Chief Executive Officer and/or via email at dzembiec@jcida.com.

Dated: September 14, 2022

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

**Jefferson County Industrial Development Agency
Public Hearing Minutes
September 26, 2022**

The Jefferson County Industrial Development Agency held a public hearing at 11:00 a.m. Monday, September 26, 2022, at the Town of Watertown Municipal Building, 22867 County Route 67, Watertown, New York, and via live stream for **L2, LLC** for a Straight Lease transaction.

Project Information:

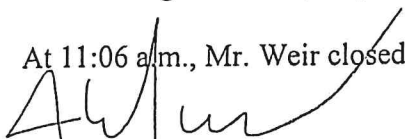
L2, LLC, for itself and/or for an entity or entities to be formed (collectively, the "Company"), has submitted an application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately 4.21 acres of real property located at County Route 200 in the Town of Watertown, New York (the "Land", being more particularly described as tax parcel No. 73.20-1-2.17); (ii) the planning, design, construction and operation of approximately 30,000 square feet of building space, portions of which will be leased by the Company to (a) **LAWMAN HEATING & COOLING, INC.** for operation as a sheet metal and roof manufacturing facility and (b) **DESIGN BUILD INNOVATIONS, LLC** for operation as a fabrication facility, along with interior office and warehousing spaces, exterior utility and site improvements, parking lots, loading docks, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention 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").

Staff: Marshall Weir, Deputy CEO

Public Present: No public was present.

Mr. Weir opened the hearing at 11:00 a.m. and read the public hearing rules and public hearing notice. He reviewed the financial assistance for the project as well as the cost benefit analysis. He said the cost benefit analysis shows a 98:1 benefit to cost ratio. The estimated costs of exemptions show a discounted value of \$521,800 with total benefits to state and region of \$50,954,771.

At 11:06 a.m., Mr. Weir closed the hearing.



Marshall Weir
Hearing Officer

EXHIBIT B
SEQRA MATERIALS

Short Environmental Assessment Form

Part 1 - Project Information

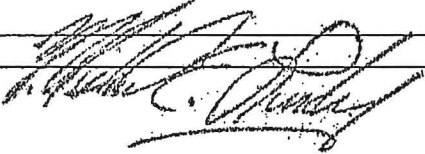
Instructions for Completing

Part 1 – Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 – Project and Sponsor Information			
Name of Action or Project: Office, manufacturing, warehouse facility on Lot 10			
Project Location (describe, and attach a location map): Lot 10, County Route 200, Jefferson County Corporate Park			
Brief Description of Proposed Action: Construction of a 29,320 s.f. office, manufacturing, warehouse facility			
Name of Applicant or Sponsor: Michael E. Lundy, Lundy Construction, LLC		Telephone: 315-493-2493 E-Mail: frontdesk@mlundygroup.com	
Address: 18841 US Route 11			
City/PO: Watertown		State: New York	Zip Code: 13601
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.		NO <input checked="" type="checkbox"/>	YES <input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other government Agency? If Yes, list agency(s) name and permit or approval: NY State Building Permit		NO <input type="checkbox"/>	YES <input checked="" type="checkbox"/>
3. a. Total acreage of the site of the proposed action?		4.21 acres	
b. Total acreage to be physically disturbed?		3.0 acres	
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor?		8.80 acres	
4. Check all land uses that occur on, are adjoining or near the proposed action: <input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input checked="" type="checkbox"/> Industrial <input type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban) <input type="checkbox"/> Forest <input type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other(Specify): <input type="checkbox"/> Parkland			

5. Is the proposed action,	NO	YES	N/A
a. A permitted use under the zoning regulations?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Consistent with the adopted comprehensive plan?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area?	NO	YES	
If Yes, identify: _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Are public transportation services available at or near the site of the proposed action?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
9. Does the proposed action meet or exceed the state energy code requirements?	NO	YES	
If the proposed action will exceed requirements, describe design features and technologies: _____ _____	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply?	NO	YES	
If No, describe method for providing potable water: _____ _____	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities?	NO	YES	
If No, describe method for providing wastewater treatment: _____ _____	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	<input type="checkbox"/>	<input type="checkbox"/>	
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____ Federal wetland on Lots 10 and 11 will be mitigated. _____ _____			

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply: <input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input type="checkbox"/> Urban <input checked="" type="checkbox"/> Suburban		
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
16. Is the project site located in the 100-year flood plan?	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
17. Will the proposed action create storm water discharge, either from point or non-point sources? If Yes,	NO	YES
a. Will storm water discharges flow to adjacent properties?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
If Yes, briefly describe: A storm water plan will be developed for this site.		
18. Does the proposed action include construction or other activities that would result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)? If Yes, explain the purpose and size of the impoundment:	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility? If Yes, describe:	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
20. Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste? If Yes, describe:	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE Applicant/sponsor/name: <u>Michael E. Lundy</u> Date: <u>8-1-22</u> Signature:  Title: <u>OWNER</u>		

Project: Date:

Short Environmental Assessment Form
Part 2 - Impact Assessment

Part 2 is to be completed by the Lead Agency.

Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept "Have my responses been reasonable considering the scale and context of the proposed action?"

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Will the proposed action result in a change in the use or intensity of use of land?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Will the proposed action impair the character or quality of the existing community?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. Will the proposed action impact existing:	<input checked="" type="checkbox"/>	<input type="checkbox"/>
a. public / private water supplies?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. public / private wastewater treatment utilities?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Will the proposed action create a hazard to environmental resources or human health?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

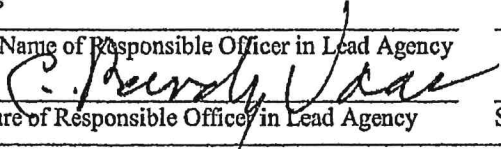
Project: Date:

Short Environmental Assessment Form

Part 3 Determination of Significance

For every question in Part 2 that was answered "moderate to large impact may occur", or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

1. The project is within existing land use plans of the Town of Watertown.
2. No effect on any archeological, historic, or natural sites.
3. Will be connected to existing water and sewerage lines.
4. The project will have no effect on existing wetlands, groundwater, waterbodies or air quality.
5. The project will not increase erosion or drainage areas.
6. A SWPPP will be prepared for this site.
7. SEQR coordination was completed with the Jefferson County Development Authority.

<input type="checkbox"/> Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.	
<input checked="" type="checkbox"/> Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.	
Town of Watertown Planning Board	September 1, 2022
Name of Lead Agency	Date
C. Randy Vaas	SEQR Coordinator
Print or Type Name of Responsible Officer in Lead Agency	Title of Responsible Officer
 Signature of Responsible Officer in Lead Agency	 Signature of Preparer (if different from Responsible Officer)

PRINT FORM

PROJECT AUTHORIZING RESOLUTION
(Three Mile Bay Ventures LLC Project)

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

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

Resolution No. 10.06.2022.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING THREE MILE BAY VENTURES 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, **THREE MILE BAY VENTURES 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 57.68 acres of real property located at 7828 NYS Route 12E in the Town of Lyme, New York (the "Land", being more particularly described as tax parcel No. 60.08-1-24.1); (ii) the planning, design, construction and operation of an approximately 10,000 square foot event-center destination facility, including five (5) cottages and laundromat space, along with utility and site improvements, parking lots, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention 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 September 1, 2022, 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 certain findings with respect to the New York State Environmental Quality Review Act; 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 Town of Lyme (the “Town”), the County of Jefferson (the “County”), and the Lyme 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 September 27, 2022 at 1:00 p.m., local time, at Town of Lyme Municipal Building, 12175 NYS Route 12E, Chaumont, New York 13622 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, 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, 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, 2023 (*unless extended for good cause by the Executive Director of the Agency*).

Section 3. Based upon the representation and warranties made by the Company the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to approximately **\$3,450,000.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **\$276,000.00**. 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 Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement, PILOT Mortgage, and related documents with such changes as shall be approved by the Chairman, Vice Chairman, the Executive Director and counsel to the Agency upon execution.

Section 6. The Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver 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), Executive Director (or Deputy Executive Director) of the Agency shall approve, the execution thereof by the Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency to constitute conclusive evidence of such approval; provided, that, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

Section 7. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

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

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

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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

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

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

W. Edward Walldroff, (Acting) Secretary

[SEAL]

EXHIBIT A
PUBLIC HEARING MATERIALS



Jefferson County Industrial Development Agency

800 Starbuck Avenue, Suite 800
Watertown, New York 13601

ph: 315.782.5865 / 800.553.4111
fx: 315.782.7915

www.jcida.com

NOTICE OF PUBLIC HEARING

September 12, 2022

VIA CERTIFIED MAIL/
RETURN RECEIPT REQUESTED

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

Re: Jefferson County Industrial Development Agency
Three Mile Bay Ventures LLC Project

Ladies and Gentlemen:

Please note that on Tuesday, September 27, 2022 at 1:00 p.m. local time, at the Town of Lyme Municipal Building, 12175 NYS Route 12E, Chaumont, New York 13622, 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: William W. Johnson, 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

Lyme Central School District

Attn: Deanna Lothrop, President
Board of Education
11868 Academy Street
Chaumont, New York 13622

Lyme Central School District

Attn: Cammy J. Morrison, Superintendent
11868 Academy Street
Chaumont, New York 13622

Town of Lyme, New York

Attn: Terry Countryman, Town Supervisor
Town of Wilna Municipal Building
12175 NYS Route 12E
Chaumont, New York 13622

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 September 27, 2022 at 1:00 p.m. at the Town of Lyme Municipal Building, 12175 NYS Route 12E, Chaumont, New York 13622 in connection with the matter described below.

THREE MILE BAY VENTURES 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 57.68 acres of real property located at 7828 NYS Route 12E in the Town of Lyme, New York (the “Land”, being more particularly described as tax parcel No. 60.08-1-24.1); (ii) the planning, design, construction and operation of an approximately 10,000 square foot event-center destination facility, including five (5) cottages and laundromat space, along with utility and site improvements, parking lots, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention 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) 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”).

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: <https://www.jcida.com/wp-content/uploads/2022/09/TMBV-Sally-Port-Application-and-CBA.pdf>. The Agency will also live stream the public hearing through its webpage and also encourages all interested parties to submit written comments to the Agency, which will all be included within the public hearing record. Any written comments may be sent to Jefferson County Industrial Development Agency, 800 Starbuck Avenue, Watertown, New York 13601, Attn: David Zembiec, Chief Executive Officer and/or via email at dzembiec@jcida.com.

Dated: September 14, 2022

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

**Jefferson County Industrial Development Agency
Public Hearing Minutes
September 27, 2022**

The Jefferson County Industrial Development Agency held a public hearing at 1:00 p.m. Tuesday, September 27, 2022, at the Town of Lyme Municipal Building, 12175 NYS Route 12E, Chaumont, New York, and via live stream for **Three Mile Bay Ventures, LLC** for a Straight Lease transaction.

Project Information:

THREE MILE BAY VENTURES 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 57.68 acres of real property located at 7828 NYS Route 12E in the Town of Lyme, New York (the “Land”, being more particularly described as tax parcel No. 60.08-1-24.1); (ii) the planning, design, construction and operation of an approximately 10,000 square foot event-center destination facility, including five (5) cottages and laundromat space, along with utility and site improvements, parking lots, access and egress improvements, signage, curbage, sidewalks, landscaping and stormwater retention 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”).

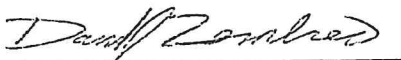
Staff: David J. Zembiec, CEO, Robin Stephenson, Economic Development Specialist

Public Present: Terry Countryman, Daniel Villa, Donald Bourquin

Mr. Zembiec opened the hearing at 1:07 p.m. and read the public hearing rules and public hearing notice. He reviewed the financial assistance for the project as well as the cost benefit analysis. He referred to the cost benefit analysis which was available for viewing as having a 28:1 benefit to cost ratio.

Mr. Terry Countryman of Chaumont, NY asked if the \$250,000 in the application was a grant by the JCIDA. Mr. Zembiec pointed out that was for loan financing split between the JCIDA and the North Country Alliance, not a grant. Mr. Donald Bourquin, also from Chaumont, NY, asked what the Town of Lyme would receive from the PILOT. Mr. Zembiec referred him to the cost benefit analysis summary on the table.

At 1:15 p.m., Mr. Zembiec closed the hearing.



David J. Zembiec
Hearing Officer

Jefferson County Industrial Development Agency
Public Hearing
Sign In Sheet

Date: Tuesday, September 27, 2022

Start Time: 1:00 p.m.

Location: Town of Lyme Municipal Office, 12175 NYS Route 12E, Chaumont, NY 13622

JCIDA Staff Member(s) Present: David Zembiec, CEO, *Robin Stephenson*
Economic Development Specialist

Company Name: Three Mile Bay Ventures LLC

Print Name and Address

Terry Countryman 27197 Three Mile Pt. Rd. Chaumont, N.Y. 13622	
DAVID L. VILLA 26130 County Route 57 THREE MILE BAY, NY 13622	
Donald Bourquie 12542 NYS 12E Chaumont NY 13622	

PROJECT AUTHORIZING RESOLUTION

(Wilna PV, LLC Project)

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

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

Resolution No. 10.06.2022.03

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING WILNA PV, 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, **WILNA PV, 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 21.21 acres of real property located at County Route 41 in the Town of Wilna, New York (the "Land", being more particularly described as a portion of tax parcel No. 68.00-1-40.1); (ii) the planning, design, construction and operation of (a) 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 September 1, 2022, 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 certain findings with respect to the New York State Environmental Quality Review Act; 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 Town of Wilna (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 September 28, 2022 at 3:00 p.m., local time, at the Town of Wilna Municipal Building, 414 State Street, Carthage, New York 13619 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; (iii) the provision of the Financial Assistance to the Company, which shall include (a) a mortgage recording tax exemption for financings undertaken to construct the Facility; and (b) 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, 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, 2023 (*unless extended for good cause by the Executive Director of the Agency*).

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

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

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

Section 6. The Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver 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), Executive Director (or Deputy Executive Director) of the Agency shall approve, the execution thereof by the Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency to constitute conclusive evidence of such approval; provided, that, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

Section 7. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

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

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

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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

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

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

W. Edward Walldroff, (Acting) Secretary

[SEAL]

EXHIBIT A
PUBLIC HEARING MATERIALS



Jefferson County Industrial Development Agency

800 Starbuck Avenue, Suite 800
Watertown, New York 13601

ph: 315.782.5865 / 800.553.4111
fx: 315.782.7915

www.jcida.com

NOTICE OF PUBLIC HEARING

September 12, 2022

VIA CERTIFIED MAIL/
RETURN RECEIPT REQUESTED

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

Re: Jefferson County Industrial Development Agency
Wilna PV, LLC Project

Ladies and Gentlemen:

Please note that on Wednesday, September 28, 2022 at 3:00 p.m. local time, at the Town of Wilna Municipal Building, 414 State Street, Carthage, New York 13619, 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: William W. Johnson, 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
Board of Education
36500 NYS Route 26
Carthage, New York 13619

Carthage Central School District

Attn: Jennifer L. Premo, Superintendent
36500 NYS Route 26
Carthage, New York 13619

Town of Wilna, New York

Attn: Paul H. Smith, Town Supervisor
Town of Wilna Municipal Office
414 State Street
Carthage, New York 13619

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 September 28, 2022 at 3:00 p.m. at the Town of Wilna Municipal Building, 414 State Street, Carthage, New York 13619 in connection with the matter described below.

WILNA PV, 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 21.21 acres of real property located at County Route 41 in the Town of Wilna, New York (the “Land”, being more particularly described as a portion of tax parcel No. 68.00-1-40.1); (ii) the planning, design, construction and operation of (a) 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) 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 project financing 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”).

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: <https://www.jcida.com/wp-content/uploads/2022/09/WPV-Application-and-CBA.pdf>. The Agency will also live stream the public hearing through its webpage and also encourages all interested parties to submit written comments to the Agency, which will all be included within the public hearing record. Any written comments may be sent to Jefferson County Industrial Development Agency, 800 Starbuck Avenue, Watertown, New York 13601, Attn: David Zembiel, Chief Executive Officer and/or via email at dzembiel@jcida.com.

Dated: September 14, 2022

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

**Jefferson County Industrial Development Agency
Public Hearing Minutes
September 28, 2022**

The Jefferson County Industrial Development Agency held a public hearing at 3:00 p.m. Wednesday, September 28, 2022, at the Town of Wilna Municipal Building, 414 State Street, Carthage, New York, and via live stream for **Wilna PV, LLC** for a Straight Lease transaction.

Project Information:

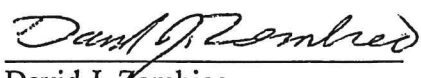
WILNA PV, LLC, for itself and/or for an entity or entities to be formed (collectively, the “Company”), has submitted an application to the Agency requesting the Agency’s assistance with a certain project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately 21.21 acres of real property located at County Route 41 in the Town of Wilna, New York (the “Land”, being more particularly described as a portion of tax parcel No. 68.00-1-40.1); (ii) the planning, design, construction and operation of (a) 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”).

Staff: David J. Zembiec, CEO

Public Present: None

Mr. Zembiec opened the hearing at 3:03 p.m. and read the public hearing rules and public hearing notice. He noted that the company’s application and the agency’s cost-benefit analysis was available at the sign-in table – although no one was in attendance – and also on the agency’s website.

With no one present in person or via remote participation, he closed the hearing at 3:08 p.m.


David J. Zembiec
Hearing Officer



800 Starbuck Avenue, A15

Watertown, NY 13601

Tel: +1.212.683.0400

July 15, 2022

David Zembiec
CEO
Jefferson County Industrial Development Authority (JCIDA)
800 Starbuck Avenue
Watertown, NY 13601

Sub: Convalt Energy Manufacturing Facility – Request for six (6) month extension of the LDA

Dear Mr. Zembiec:

Convalt Energy (Convalt) hereby thanks JCIDA and its partner entities for its continued support in the development of the solar manufacturing plant at the Watertown Airport Business Park. We hereby request an extension of the Land Development Agreement (LDA) that was executed on September 15, 2021 for a period of six (6) months as we conduct our debt financing for the factory.

Your help is greatly appreciated.

Thanks,

A handwritten signature in black ink, appearing to read 'Hari Achuthan', with a long horizontal line extending from the end of the signature.

Hari Achuthan
Chairman & CEO

AUTHORIZING RESOLUTION

(Convalt Energy, Inc. and Convalt Manufacturing, LLC – Phase 1 Project)

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

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

Resolution No. 10.06.2022.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE EXTENSION OF DEVELOPMENT RIGHTS PURSUANT TO A CERTAIN LAND DEVELOPMENT AGREEMENT WITH LICENSE AND EXCLUSIVE OPTION AND TRANSACTIONS CONTEMPLATED THEREBY.

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, **CONVALT ENERGY, INC.**, for itself and/or on behalf of an entity or entities to be formed (collectively, the “Company”), has submitted an application (the “Application”) to the Agency requesting the Agency’s assistance with a certain project or projects (collectively, the “Convalt Project”) consisting of: (i) the disposition by the Agency of all or portions of approximately 88.51 acres of real property owned by the Agency and located in the vicinity of State Route 12F in Town of Hounsfield, Jefferson County, New York, (ii) the planning, design, construction, equipping and operation of (a) the phased development of up to 500,000 square foot manufacturing facility to accommodate solar panel manufacturing and solar power plant generation, including building improvements for manufacturing, warehousing, office space, and related internal spaces, external parking improvements, storm water management and related site improvements, and related on and offsite utility improvements, and (b) one or more photovoltaic solar energy arrays installed for testing and energy production and sale for on and offsite usage, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the “Convalt Improvements”), and (iii) the acquisition in and around the Improvements and of certain items of equipment and other tangible personal property and equipment (the “Convalt Equipment” and, collectively with the Land and the Improvements, the “Convalt 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 one or more leasehold interests in the Convalt Facility for a period of time and sublease such interest in the Facility back to the Company; and

WHEREAS, as and for the first phase of the Convalt Project, the Company, by and through affiliate **Convalt Manufacturing, LLC**, is requesting that the Agency consider undertaking the first phase of a Project (the “Project”) consisting of: (i) the disposition by the Agency of all or portions of approximately 88.51 acres of real property owned by the Agency and located in the vicinity of State Route 12F in Town of Hounsfield, Jefferson County, New York (the “Land”, being more particularly described as one or more tax parcels as may be subdivided and/or merged, including TMID Nos 81.00-1-14.1 (29.93 acres), 81.00-1-13.1 (33.49 acres), 82.00-3-2.2 (8.45 acres), 81.00-3-2.3 (7.27 acres), and 82.00-3-5 (10.78 acres)), (ii) the planning, design, construction, equipping and operation of an approximately 300,000 square foot manufacturing facility to accommodate solar panel manufacturing and solar power plant generation, including building improvements for manufacturing, warehousing, office space, and related internal spaces, external parking improvements, storm water management and related site improvements, and related on and offsite utility 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, in furtherance of the Project, the Agency and Company entered into a certain Land Development Agreement with License and Exclusive Option, dated as of September 15, 2021 (the “LDA”), pursuant to which the Agency granted the Company with preliminary Project development access rights to the Land and an exclusive option to acquire the Land from the Agency in furtherance of the Project; and

WHEREAS, pursuant to correspondence dated July 15, 2022, the Company has requested, pursuant to Section 2.1 of the LDA, a six (6) month extension of the Development Term (as defined in the LDA); and

WHEREAS, pursuant to the request of the Company, the Agency desires to adopt a resolution authorizing the extension of Development Rights pursuant to the LDA.

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

Section 1. The Agency, upon review of a request from the Company relating to the extension of the LDA to allow sufficient time to perfect certain debt financing relating to the Project, hereby approves the extension of the Development Term, as defined within and governed by Article II of the LDA, to March 15, 2023. Such extension shall be subject tot the conditions approved by the board at this meeting.

Section 2. 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 3. These Resolutions shall take effect immediately upon adoption.

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

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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

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

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

W. Edward Walldroff, (Acting) Secretary

[SEAL]



800 Starbuck Avenue, A15

Watertown, NY 13601

Tel: +1.212.683.0400

July 15, 2022

David Zembiec
CEO
Jefferson County Industrial Development Authority (JCIDA)
800 Starbuck Avenue
Watertown, NY 13601

Sub: DigiCollect Facility – Request for six (6) month extension of the LDA

Dear Mr. Zembiec:

DigiCollect Corporation (DigiCollect) hereby thanks JCIDA and its partner entities for its continued support in the development of the manufacturing plant at the Watertown Airport Business Park. We hereby request an extension of the Land Development Agreement (LDA) that was executed on September 15, 2021 for a period of six (6) months as we conduct our financing for this building.

Your help is greatly appreciated.

Thanks,

A handwritten signature in black ink, appearing to read 'Hari Achuthan', with a long horizontal line extending from the end of the signature.

Hari Achuthan

Chairman & CEO

AUTHORIZING RESOLUTION
(Digicollect LLC Project)

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

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

Resolution No. 10.06.2022.05

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY APPROVING THE EXTENSION OF
DEVELOPMENT RIGHTS PURSUANT TO A CERTAIN LAND
DEVELOPMENT AGREEMENT WITH LICENSE AND EXCLUSIVE
OPTION AND TRANSACTIONS CONTEMPLATED THEREBY.

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, DIGICOLLECT LLC, for itself and/or on behalf of an entity or entities to be formed (collectively, the “Company”), has submitted an application (the “Application”) to the Agency requesting the Agency's assistance with a certain project or projects (collectively, the “Project”) consisting of: (i) the disposition by the Agency of all or portions of approximately 12.10 acres of real property owned by the Agency and located at 16904 State Route 12F in the Town of Hounsfield, Jefferson County, New York (the “Land”, being more particularly described as tax parcel No. 81.00-1-5), (ii) the phased planning, design, construction and operation of an approximately 50,000 square foot manufacturing facility for use by the Company to produce data sensors, monitors, data collection and storage and related software developed for renewable energy and utility usage, including building improvements for manufacturing, warehousing, office space, data storage and related internal spaces, external parking improvements, storm water management and related site improvements, and related on and offsite utility 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, in furtherance of the Project, the Agency and Company entered into a certain Land Development Agreement with License and Exclusive Option, dated as of September 15, 2021 (the "LDA"), pursuant to which the Agency granted the Company with preliminary Project development access rights to the Land and an exclusive option to acquire the Land from the Agency in furtherance of the Project; and

WHEREAS, pursuant to correspondence dated July 15, 2022, the Company has requested, pursuant to Section 2.1 of the LDA, a six (6) month extension of the Development Term (as defined in the LDA); and

WHEREAS, pursuant to the request of the Company, the Agency desires to adopt a resolution authorizing the extension of Development Rights pursuant to the LDA.

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

Section 1. The Agency, upon review of a request from the Company relating to the extension of the LDA to allow sufficient time to perfect certain debt financing relating to the Project, hereby approves the extension of the Development Term, as defined within and governed by Article II of the LDA, to March 15, 2023. Such extension shall be subject tot the conditions approved by the board at this meeting.

Section 2. 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 3. 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.				
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The resolutions were thereupon duly adopted.

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

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

W. Edward Walldroff, (Acting) Secretary

[SEAL]

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

2022 Board Attendance

[illegible]