

**Jefferson County Industrial Development Agency
Board Meeting Minutes
March 9, 2023**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, March 9, 2023 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: Paul Warneck, Lisa L'Huillier, David Converse, W. Edward Walldroff, John Condino, William Johnson

Zoom: Robert E. Aliasso, Jr.

Excused: None

Absent: None

Also Present: Rob Aiken

Zoom: Cathryn Crummey (Harris Beach), Kurtis Bennett, Craig Fox from the Watertown Daily Times

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

- I. Call to Order:** Chairman Aliasso called the meeting to order at 9:18 a.m.
- II. Privilege of the Floor:** Chairman Aliasso invited guests to speak. No one spoke.
- III. Minutes:** Minutes of the meeting held February 2, 2023 were presented. A motion to approve the minutes as presented was made by Ms. L'Huillier, seconded by Mr. Johnson. All in favor, except for Mr. Aliasso who couldn't vote because he was participating via Zoom. Carried.
- IV. Audit Report for 2022 – Bowers & Company:** Earlier this morning during the JCLDC board meeting, Chairman Aliasso suspended the LDC meeting at 8:20 a.m. to open the JCIDA board meeting for the audit presentation from Bowers & Company. Liz Bush presented an unmodified clean opinion. A management letter was not issued. She encouraged board members to read the Management Discussion and Analysis which provides useful information. Like the LDC, she said there were many changes this year – reporting on a 15-month period, implementing the new lease standard and having the single audit for the federal programs (ARPA and YMCA DOD grant).

Mr. Walldroff asked about the acreage reported at the Airport Industrial Park. The report says there is approximately 73 acres at a cost of \$32,965 per acre. Mr. Eaton said the cost per acre includes improvements that have been made. He said the east part of the park is approximately 88 acres and the west is approximately 12.9 acres. He will confirm the acres and Ms. Bush will update the note in the audit report.

Mr. Eaton said that we will have a different firm partner for the audit beginning with the 2023 audit.

Chairman Aliasso said the audit will be accepted as part of the next agenda item.

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- V. Annual Meeting Resolution No. 03.09.2023.01** - (Including acceptance of Audit, PARIS Reports, Ratification of Mission Statement and Performance Measurements, Property Disposition and Investment Policies, and Election of Officers): Chairman Aliasso read the opening of the resolution. He mentioned sections of the resolution that pertained to board officers, committee members, etc. The active project spreadsheet was included in the packet.

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

- VI. Treasurer’s Report:** Mr. Warneck reviewed the financials for the period ending February 28, 2023. Mr. Warneck reported that there is a new entry on the balance sheet labeled as ‘Grants Payable YMCA’. He said that there is one new delinquency for Thousand Islands Area Habitat for Humanity. Ms. Nuffer said it is more of a timing issue since it is a participation loan, and the payment comes from the Watertown Trust. After discussion, a motion was made by Ms. L’Huillier to accept the financial statement as presented, seconded by Mr. Johnson. All in favor, except for Mr. Aliasso who couldn’t vote because he was participating via Zoom. Carried.

VII. Committee Reports:

- a. Alternative Energy Ad Hoc Committee** – Mr. Warneck said the committee met yesterday for preliminary discussions with the taxing jurisdictions that will be involved in the Tracy Solar project. He said that the Town of Clayton expressed their concern over the decommissioning plan that the state will approve. He said other discussions included Host Community Agreements (HCA) pot of money and whether or not it can be shared. Mr. Warneck said that some developers are trying to use HCA’s and move away from PILOTs. He mentioned that Attorney Ben Wisniewski (Town of Clayton) said the tax cap issue faced by the school districts is to be addressed. Mr. Zembiec asked Ms. Crummey to locate and distribute the proposed legislation.

Mr. Johnson asked if the committee should schedule meetings with the two other projects that have received permits from ORES. Board members agreed. Mr. Condino said sooner rather than later. Staff will schedule the meetings.

Mr. Walldroff said his observation of yesterday's meeting is that it was a success to have the taxing jurisdictions at the table which allowed everyone to be on the same page when the meeting concluded.

Mr. Walldroff commented that the recent newsletter sent out by Ms. Stephenson supplies good information about the revenue generated by the solar project PILOTs to-date.

Mr. Matteson said that he was contacted regarding a proposed solar project that will be located in the Town of Adams/Ellisburg area. He said they were looking for guidance and are concerned about the ag land that will be used for the project. He said that he shared the decommissioning plan with them.

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b. Loan Review Committee

- i. **Resolution No. 03.09.2023.02 for Clayton Island Tours, LLC** – A request for a \$40,000 MICRO loan to be used for boat motors/upgrades and to install a 1,000-gallon fuel tank. Recommended terms are for a 5-year amortization with a rate of 6%. A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Condino. All in favor, except for Mr. Aliasso who couldn't vote because he was participating via Zoom. Carried.
- ii. **Resolution No. 03.09.2023.03 for Three Mile Bay Ventures, LLC** – On September 1, 2022, the JCIDA Board approved a Revolving Loan to Sally Port View, LLC in the amount of \$112,500 for capital improvements to real estate to be located in Three Mile Bay, NY. The North Country Alliance (lead agency) also approved a loan for \$112,500. Part of the commitment was a contingency for an Empire State Development grant for \$1,425,000. Mr. Bennett was notified that the grant will not be awarded. He has now re-applied for project financing, this time under Three Mile Bay Ventures, LLC (the property holding entity for the project) and increased his equity contribution. The company is requesting an additional commitment of \$137,500 from the IDA for a total loan of \$250,000. The loan will be amortized for 20 years with a 5-year balloon at a rate of 6% interest only for the first six months, and disbursed when construction is 80% complete.

Mr. Zembiel said that two things changed – the amount requested and the request to have the loan under Three Mile Bay Ventures. Mr. Zembiel said that we requested a new application for those reasons. He said the basic changes are to make up for the loss of the grant, reduce some of the construction costs and noted that Mr. Bennett has increased his equity. The shorter construction period will also reduce some of his interest costs.

Mr. Bennett said that he has already ordered and received construction materials. He said that the construction timeline is now estimated to be 6 months instead of 12 months. Mr. Zembiel said that we received a copy of the appraisal from Pursuit and is projected to be \$7.7M as built. Mr. Bennett said that the SBA has all the latest changes and should respond within the next week. He said that Lincoln Capital is ready to proceed.

Mr. Walldroff commented that the location is perfect and that he loves the business model. He said that it's a great economic engine that will have a positive effect on spinoff businesses.

The resolution will be updated to include the amount for the keyman life insurance for the amount of the loan - \$250,000.

A motion was made by Mr. Converse to approve the modified resolution, seconded by Mr. Johnson. All in favor, except for Mr. Aliasso who couldn't vote because he was participating via Zoom. Carried.

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VIII. Unfinished Business:

1. **146 Arsenal Street update** – Mr. Zembiec mentioned the tour that occurred last month. He said they have finished raising the over structure of the roof over the tennis courts and installed the steel for the pool area. He said the project is progressing and should be complete by November.

IX. New Business:

1. **Proposed Videoconferencing Policy** – As previously mentioned in the JCLDC board meeting earlier this morning, the state now allows agencies to adopt a videoconferencing policy. Mr. Zembiec suggested adding a new paragraph to section 4 that says, “When inclement weather creates hazardous travel conditions”. A motion was made by Mr. Warneck to approve the policy language as amended, seconded by Ms. L’Huillier. All in favor, except for Mr. Aliasso who couldn’t vote because he was participating via Zoom. Carried.

A public hearing will be held this month and the formal adoption of the policy will occur at the April board meeting.

Other –

Ms. L’Huillier said that she received a call from an ARPA rental property grant recipient who asked her to tour his remodeled apartment which had been badly damaged by previous tenants located at the corner of Bishop and Myrtle Streets. She said that the kitchen and bathroom of the 3 bed, 1.5 bath apartment was renovated. She said the apartment used to go for \$1,100 per month, but the owner thinks that it could now go for \$1,400 per month. She said the owner was very grateful to be a recipient of the grant award.

X. Counsel:

1. **Authorizing Resolution No. 03.09.2023.04 for Rail ownership transfer** – Mr. Zembiec said that the rail spur was moved to realign with Renzi Brothers and other city center park tenants such as Roth Industries. He said the project was held up as we waited to find insurance coverage on the property. The land has been re-subdivided, and the City of Watertown tax maps and parcel references have been updated. The IDA and the Watertown Local Development Corporation (WLDC) have agreed to redefine the rail spur relocation and the WLDC has agreed to undertake the ownership, operation and maintenance of the rail spur improvements located adjacent to and within the Project site. The resolution authorizes the IDA to dispose of the .64 acre portion of the rail spur improvements to the WLDC for \$1.00.

A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Condino. Roll call vote was taken. Mr. Converse – Yea, Mr. Condino – Yea, Mr. Aliasso – Abstained (Zoom), Mr. Walldroff – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea, Mr. Warneck – Yea. Carried.

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- 2. Authorizing Resolution No. 03.09.2023.05 for Convalt Energy LDC Extension** – The resolution number on the document was incorrect and will be changed to 03.09.2023.05. A resolution authorizing a 6-month extension to the Land Development Agreement that was due to expire 3/15/23. The new final expiration date is 9/15/23. Mr. Zembiec said that they are expecting to close within the extension period. Mr. Condino asked if they have a financing package. Mr. Zembiec said that they have a few proposals and are in the process of negotiating the best terms.

A motion was made by Mr. Walldroff to approve the resolution, seconded by Mr. Johnson. Discussion ensued. Mr. Converse asked how much farther they can go before we close. Mr. Zembiec indicated that this is the last extension and said that they can't build anything and have to go back to the town planning board for final approval. Roll call vote was taken. Mr. Aliasso – Abstained (Zoom), Mr. Converse – Yea, Mr. Condino – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea. Carried.

- XI. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Johnson, seconded by Mr. Converse. All in favor. The meeting adjourned at 9:56 a.m.

Respectfully submitted,

Peggy Sampson

ANNUAL MEETING RESOLUTIONS

An annual meeting of the Jefferson County Industrial Development Agency was convened on March 9, 2023 at 8:30 a.m.

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

Resolution No. 03.09.2023.01

ANNUAL MEETING RESOLUTIONS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY"), INCLUDING (i) ACCEPTANCE OF ANNUAL AUDIT; (ii) RE-ADOPTING CERTAIN POLICIES, STANDARDS AND PROCEDURES RELATING TO THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY CHAPTER 506 OF THE LAWS OF 2009 OF THE STATE OF NEW YORK, (iii) ELECTION OF BOARD OFFICERS; (iii) APPOINTING BOARD COMMITTEE POSITIONS; (iv) APPOINTMENT OF AGENCY STAFF; AND (v) RELATED MATTERS

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 671 of the Laws of 1974 of the State of New York, as amended (hereinafter collectively called the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (hereinafter called "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to the Public Authorities Accountability Act of 2005 ("PAAA"), which was signed into law on January 13, 2006 as Chapter 766 of the Laws of 2005, and Chapter 506 of the Laws of 2009 enacting the Public Authority Reform Act of 2009 ("PARA"), the Agency desires to undertake certain required annual policy reviews and readoption; and

WHEREAS, the Agency further desires to review and approve the annual audit of the Agency, along with certain other annual meeting matters.

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

Section 1. Pursuant to PAAA and PARA, the Agency has reviewed the Mission Statement and Performance Measures and the Agency hereby determines that no changes are required to the Mission Statement and Performance Measures and that the same is hereby approved.

Section 2. Pursuant to PAAA and PARA, the Agency has reviewed the Investment Policy and Disposition of Property Policy and the Agency hereby determines that no changes are and that the same is hereby approved.

Section 3. The Agency has reviewed the Independent Auditor's Report for the fiscal year ended December 31, 2022, as prepared by Bowers and Company CPA's PLLC in the form presented at the meeting, and such audit is hereby approved.

Section 4. The Agency hereby authorizes and approves the 2022 Annual Report to be filed with (i) the New York State Authority Budget Office via the Public Authorities Reporting Information System, and (ii) the appropriate local officials.

Section 5. **Annual Officer Election**. Upon motion, second and board roll call vote, the following individuals are duly appointed to serve in the respective Officer Positions in accordance with the By-laws of the Agency for the period January 1, 2023 through December 31, 2023:

Robert E. Aliasso, Jr., Chair
William Johnson, Vice Chair
Paul Warneck, Treasurer
W. Edward Walldroff, Secretary

All Members of the Agency shall participate in such required annual and continuing training as may be required to remain informed of best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of public authorities and to adhere to the highest standards of responsible governance. Further, each Member shall execute (i) a Certification of No Conflict of Interest (ii) an Acknowledgement of Fiduciary Duties and Responsibilities.

Section 6. **Audit and Finance Committee**. Pursuant to subdivision 4 of Section 2824 of the PAL, and in accordance with the By-laws of the Agency, the following Members are nominated and confirmed to serve on the Audit and Finance Committee of the Agency for the period January 1, 2023 through December 31, 2023: Paul Warneck, David Converse, Christine Powers, Robert Aiken, and Robert E. Aliasso, Jr.

The Audit and Finance Committee shall perform the functions as described in the By-Laws.

Section 7. **Governance Committee**. Pursuant to subdivision 7 of Section 2824 of the PAL, and in accordance with the By-laws of the Agency, the following Members are nominated and confirmed to serve on the Governance Committee of the Agency for the period January 1, 2023 through December 31, 2023: W. Edward Walldroff, Paul Warneck, and William Johnson.

The Governance Committee shall perform the functions as described in the By-Laws.

Section 8. **Appointment of Staff.** Pursuant to and in accordance with the By-laws of the Agency, the Members of the Agency hereby ratify the appointment of the following individuals to serve as at will employees in the following appointed positions:

David J. Zembiec, Chief Executive Officer
Frank M. Weir, Deputy Chief Executive Officer
Lyle V. Eaton, Chief Financial Officer
Joy E. Nuffer, Finance Assistant
Jay M. Matteson, Agricultural Coordinator
Robin Stephenson, Economic Development Specialist
Peggy Sampson, Executive Assistant

Section 9. That the proper officers of the Agency are hereby authorized, empowered and directed to do all things, and acts and to execute all documents as may be necessary, or advisable and proper, to carry on the business of the Agency, for and on behalf of the Agency.

Section 10. This Resolution shall take effect immediately.

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

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

The Resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

I, W. Edward Walldroff, the undersigned Secretary of the Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

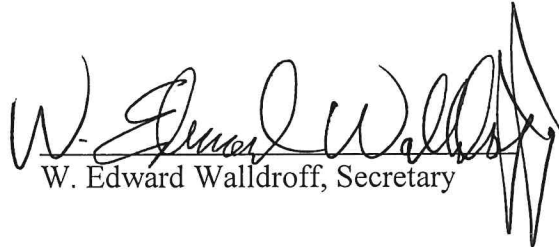
That I have compared the annexed extract of minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on March 9, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 9th day of march 2023.


W. Edward Walldroff, Secretary

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 03.09.2023.02

RESOLUTION FOR AUTHORIZING A MICRO ENTERPRISE LOAN TO
Clayton Island Tours, LLC

WHEREAS, David Kay, owner of Clayton Island Tours, LLC requested by application to this Agency a Micro Enterprise Loan in the amount of Forty Thousand Dollars (\$40,000.00) to be used for boat motors/upgrades and to install a 1,000-gallon fuel tank, and

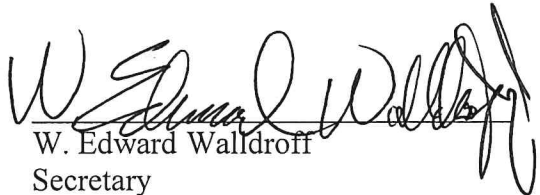
WHEREAS, Staff reviewed this request and recommends approval of a loan in the amount of \$40,000 for a five-year amortization with a rate of 6%. There are two employees in the off season and 46 employees in the summer. Collateral will be a first position lien on all assets of the business and a personal guarantee of David Kay, and

WHEREAS, on February 22, 2023, the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and recommended approval of the loan and terms to the full Board of Directors, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approved the request for a Forty Thousand Dollar (\$40,000.00) loan to Clayton Island Tours, LLC with all terms and conditions as set forth in this Resolution, and be it further,

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

This resolution shall take effect immediately.


W. Edward Walldroff
Secretary

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 03.09.2023.03

**RESOLUTION FOR AUTHORIZING A REVOLVING LOAN TO
THREE MILE BAY VENTURES, LLC (Sally Port View LLC)**

WHEREAS, on 9/1/22 the JCIDA Board approved a Revolving Loan for Sally Port View, LLC in the amount of \$112,500 for capital improvements to real estate to be located in Three Mile Bay, NY. The North Country Alliance (lead agency) also approved a loan for \$112,500, and

WHEREAS, one of the contingencies was for Empire State Development funding of \$1,425,000 which was not approved, and

WHEREAS, the owner has now re-applied for project financing, this time under Three Mile Bay Ventures, LLC – the property holding entity for the project, and

WHEREAS, the company is requesting an additional commitment of \$137,500 from the IDA for a total loan of \$250,000. The loan will be amortized for 20 years with a 5-year balloon at a rate of 6%, interest only for the first 6 months, and disbursed when construction is 80% complete. There are 14FTEs projected over three years. Collateral will be a co-proportional second mortgage position, assignment of rents and leases on all real estate located at 7828 NYS Route 12E, Three Mile Bay, NY 13693, co-proportional second lien on all assets of the business, and a personal guarantee by Kurtis Bennett. The loan will be contingent upon keyman life insurance in the amount of \$250,000, approval of \$112,500 in financing from the North Country Alliance, and bank financing of \$5,000,000, and

WHEREAS, on February 22, 2023, the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and recommended approval of the revised loan and terms to the full Board of Directors, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approves a two hundred fifty thousand dollar (\$250,000) loan to Three Mile Bay Ventures, LLC with all terms and conditions as set forth in this Resolution, and be it further,

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

This resolution shall take effect immediately.



David J. Zembiel
CEO

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

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday March 9, 2023 at 8:30 a.m.

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

Resolution No. 03.09.2023.04

SUPPLEMENTAL AUTHORIZING RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) RELATING TO A CERTAIN PROJECT (AS DESCRIBED BELOW) PREVIOUSLY AUTHORIZED FOR THE BENEFIT OF MLR REALTY, LLC (THE “COMPANY”) AND THE ACQUISITION AND DISPOSITION OF CERTAIN RAIL SPUR LANDS (AS DEFINED HEREIN).

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, as amended (hereinafter collectively called the “Act”), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to resolutions adopted October 7, 2021 and November 4, 2021 (the “Authorizing Resolutions”), the Agency previously appointed MLR Realty, LLC, for itself and/or on behalf of an entity to be formed (collectively, the “Company”) as agent to undertake a certain project (the “Project”) consisting of: (i) the acquisition by the Agency of a leasehold interest in an approximately 40 acres of real property located at or adjacent to 901 Rail Drive, Watertown, New York 13601 (the “Land”, being more particularly described as TMID No 9-43-101.008 (approx. 21 acres), portions of TMID No 9-43-101.220 (approximately 10 acres), TMID No 9-43-101.210 (approximately 6 acres), and 9-26-102.001 approximately 3 acres)), along with the existing improvements located thereon including approximately 100,000 square feet of building space and related onsite improvements (the “Existing Improvements”) utilized for warehousing, storage and office space by Renzi Bros, Inc. d/b/a Renzi Food Service (“Renzi Foodservice”), (ii) the planning, design, construction, reconstruction, modification and equipping of the Existing Improvements and the addition of approximately 20,000 square feet of building addition to provide for expanded docking, refrigerated storage and warehousing space, including warehousing, storage, shipping, receiving, office and mechanical spaces, additional external parking improvements, driveways, curbage, landscaping, storm water management and related site improvements (collectively, the “Improvements”), and (iii) the acquisition in and around the Improvements and of certain items of equipment and other tangible personal property and equipment (the “Equipment” and, collectively with the Land, the Existing Improvements and the Improvements, the “Facility”), and (iv) entering into a straight lease transaction (within the

meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

WHEREAS, the Land has been re-subdivided and the City of Watertown tax maps and parcel references have been updated since the adoption of the Authorizing Resolutions; and

WHEREAS, the Agency and Watertown Local Development Corporation ("WLDC") have agreed to redefine the Rail Spur Relocation aspects of the Project, whereby WLDC has agreed to undertake the ownership, operation and maintenance of the rail spur improvements located adjacent to and within the Project site; and

WHEREAS, the Agency desires to amend the Authorizing Resolutions for the purposes of: (i) updating the description of the Land to include updated tax parcel numbers; and (ii) amend the property acquisition and disposition components of the "Rail Spur Relocation" authorized by the Agency on October 7, 2021.

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

Section 1. In connection with the re-subdivision of the Land within the Project and adjacent parcels, the Agency hereby amends the Authorizing Resolutions to revise the Project description to read as follows:

a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in an approximately 40 acres of real property located at or adjacent to 901 Rail Drive, Watertown, New York 13601 (the "Land", being more particularly described as TMID No 9-43-108.000 (approximately 20.4 acres), TMID No 9-43-101.010 (approximately .66 acres), TMID No 9-43-101.223 (approximately 1.79 acres), TMID No 9-43-101.221 (approximately 8.35 acres), TMID No 9-43-111.000 (approximately 8.19 acres), and TMID No 9-43-110.000 (approximately .17 acres), along with the existing improvements located thereon including approximately 100,000 square feet of building space and related onsite improvements (the "Existing Improvements") utilized for warehousing, storage and office space by Renzi Bros, Inc. d/b/a Renzi Food Service ("Renzi Foodservice"), (ii) the planning, design, construction, reconstruction, modification and equipping of the Existing Improvements and the addition of approximately 20,000 square feet of building addition to provide for expanded docking, refrigerated storage and warehousing space, including warehousing, storage, shipping, receiving, office and mechanical spaces, additional external parking improvements, driveways, curbage, landscaping, storm water management and related site improvements (collectively, the "Improvements"), and (iii) the acquisition in and around the Improvements and of certain items of equipment and other tangible personal property and equipment (the "Equipment" and, collectively with the Land, the Existing Improvements and the Improvements, the "Facility"), and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

Section 2. The Agency hereby authorizes the disposition of the .64 acre portion of the Rail Spur improvements to WLDC for the sum of \$1.00 for future ownership, operation and maintenance, such parcel being more particularly identified as TMID No 9-43-109.000 (the "Rail Spur Lands"). The Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby authorized to execute and deliver all necessary deeds and recording forms associated with transferring the Rail Spur Lands to WLDC, along with related documents with such changes as shall be approved by the Chairman, Vice Chairman, and/or Chief Executive Officer, and counsel to the Agency upon execution.

Section 3. The officers, employees and agents of the Agency are hereby authorized and directed for an in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately and all remaining provisions and approvals contained within the Authorizing Resolutions shall remain in full force and effect.

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

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

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

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

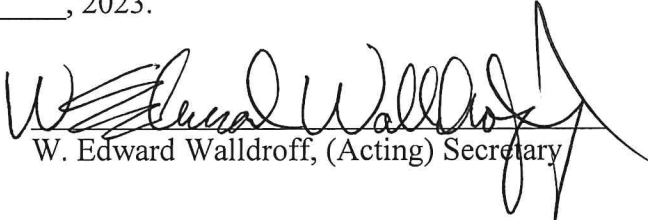
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on March 9, 2023, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 9th day of march, 2023.


W. Edward Walldroff, (Acting) Secretary

[SEAL]



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, March 9, 2023 at 8:30 a.m.

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

Resolution No. 03.09.2023.05

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, **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, as amended pursuant to a LDA Amendment Number 1, dated as of November 4, 2022 (collectively, 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 request from the Company pursuant to Section 2.1 of the LDA, the Agency previously approved and granted the first available six (6) month extension of the Development Term (as defined in the LDA) by resolution adopted October 6, 2022 and as memorialized within that certain First Extension to Land Development Agreement with License and Exclusive Option, dated as of October 11, 2022, whereby the LDA Development Term currently expires as of March 15, 2023; and

WHEREAS, the Company has submitted a request to the Agency for approval of a second and final extension of the Development Term through and including September 15, 2023; 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 September 15, 2023. Such extension shall be subject to the payment by the Company of all outstanding expenses of the Agency.

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.				X
David J. Converse	X			
John J. Condino	X			
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

I, the undersigned (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 March 9, 2023, 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 9th day of March, 2023.


W. Edward Walldroff, (Acting) Secretary

[SEAL]

