

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: February 17, 2021

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

From: Chairman David Converse

Re: Notice of Board of Directors' Meeting

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

Zoom:

<https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVjKytDdz09>

Meeting ID: 843 5525 0468

Passcode: 011440

1-929-205-6099 US (New York)

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

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

pss

c: David Zembiec, CEO
Marshall Weir
Lyle Eaton
Christine Powers
Greg Gardner
Kent Burto
Rob Aiken
Media

Jefferson County Industrial Development Agency

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BOARD MEETING AGENDA

Thursday, March 4, 2021 - 8:30 a.m.

- I. Call to Order
- II. Pledge of Allegiance
- III. Privilege of the Floor
- IV. Minutes – February 11, 2021
Special Minutes – February 18, 2021
- V. Treasurer’s Report – February 28, 2021
- VI. Committee Reports
 - a. Loan Review Committee
- VII. Unfinished Business
 1. 146 Arsenal Street Building
 2. YMCA Project
 3. NYS REDI Program
- VIII. New Business
 1. Consider Resolution No. 03.04.2021.01 to authorize application to USDA’s Rural Business Development Grant Program to assist in the construction of a solar panel manufacturing facility in Jefferson County
- IX. Counsel

Attorney Miller:

 1. Consider Project Authorizing Resolution No. 03.04.2021.02 for Roth Industries, Inc.

Attorney Moses:

NY USLE Carthage SR26 A LLC

 1. Consider Tax Exemption Resolution No. 03.04.2021.03
 2. Consider Authorizing Resolution No. 03.04.2021.04

NY USLE Carthage SR26 B LLC

 1. Consider Tax Exemption Resolution No. 03.04.2021.05
 2. Consider Authorizing Resolution No. 03.04.2021.06
- X. Adjournment

DRAFT

**Jefferson County Industrial Development Agency
Board Meeting Minutes
February 11, 2021**

The Jefferson County Industrial Development Agency held their board meeting on Thursday, February 11, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: David Converse, Chair, W. Edward Walldroff

Zoom: Paul Warneck, William Johnson, Robert E. Aliasso, Jr., Lisa L'Huillier, John Jennings

Excused: None

Absent: None

Also Present: None

Zoom: Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Christine Powers, Emily Griffin from 7News, Thomas Iorizzo

Staff Present: David Zembiec, Lyle Eaton, Marshall Weir

Zoom: Joy Nuffer

- I. **Call to Order:** Chairman Converse called the meeting to order at 8:30 a.m.
- II. **Privilege of the Floor:** Mr. Converse invited guests to speak. Tom Iorizzo requested to speak. Mr. Iorizzo represents the Carpenter's Union and questioned the application fees for the codes to various jurisdictions and who monitors that for the solar projects that arise. Response from the Board was the JCIDA is not involved in the code's enforcement fees. He also questioned whether there is a local labor clause in the UTEP associated with the solar projects. Response was there is language in the UTEP, and all attempts are made to encourage local labor in the discussion. It was suggested that we have a discussion later on how to better monitor use of local labor.
- III. **Minutes:** Minutes of the regular meeting held January 7, 2021 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Jennings. All in favor. Carried.
- IV. **Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending January 31, 2021. After discussion, a motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Jennings. All in favor. Carried.
- V. **Committee Reports:**

Loan Review Committee - A request from Roth for a 10-year accelerated PILOT for a 6,700 square foot addition to the existing manufacturing facility which will house a state of the art blow molding machine, and a separate 10,000 square foot warehouse building and storage building to support increased contract blow molding operations as well as proprietary products. There was discussion about the US Light Solar projects in Philadelphia, NY as well. Mr. Zembiec reported that the last he heard from the company; they were attempting to get local approval for tax abatement under 487b.

VI. Unfinished Business:

1. **146 Arsenal Street Building** – Mr. Zembiec stated several non-profits and public agencies have been given furniture from the building. We will open to the private sector for sale next.
2. **YMCA Project** – Mr. Zembiec will work with Mr. Burto to schedule a Building and Grounds committee meeting to review updated decision plans by the YMCA.
3. **NYS REDI Program** – Staff is still working with counsel to develop a practical approach to satisfying local match requirements.

VII. New Business:

1. **Resolution No. 02.11.2021.01 for OYA Robinson Road, LLC** –
A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Jennings. Mr. Aliasso questioned the clarity of when the payments would be made. After discussion it was decided to approve the above resolution after amending it to state the payments should be made as follows; \$99,552 at closing, then the balance of \$99,553 would be paid quarterly commencing on the first day of the month of the quarter after closing. All in favor. Carried.
2. **Resolution No. 02.11.2021.02 for OYA Wayside Drive, LLC** –
A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Jennings with the changes to approve the above resolution after amending it to state the payments should be made as follows; \$99,552 at closing, then the balance of \$99,553 would be paid quarterly commencing on the first day of the month of the quarter after closing.. All in favor. Carried.
3. **Resolution No. 02.11.2021.03 to acquire land from City of Watertown for the Watertown YMCA Project at 146 Arsenal Street** –
A motion was made by Mr. Jennings to approve the attached resolution, seconded by Mr. Aliasso. Ms. L’Huillier abstained. All others in favor. Roll call was taken, Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L’Huillier-abstain, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.
4. **Resolution No. 02.11.2021.09 to re-appoint member to WICLDC Board** –
A motion was made by Mr. Jennings to approve the attached resolution, seconded by Mr. Aliasso. Mr. Warneck abstained. All in favor. Carried.

It was also noted that the Jefferson County Legislators reappointed Mr. Warneck and Ms. L’Huillier for 4 more years to the JCIDA, JCLDC & JCCFDC Board.

VIII. Counsel:

Attorney Miller:

1. **Initial Project Resolution No. 02.11.2021.04 for Roth Industries, Inc.** – Attorney Miller gave details of the Roth expansion project. A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Aliasso. Roll call was taken. Mr. Aliasso-yea, Mr.

Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L’Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

Attorney Moses:

NY USLE Carthage SR26 A LLC

1. **Environmental Resolution No. 02.11.2021.05 –**

A motion was made by Mr. Warneck to approve the attached resolution, seconded by Ms. L’Huillier. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L’Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

2. **Preliminary Inducement Resolution No. 02.11.2021.06 –**

A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Jennings. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L’Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

3. **Preliminary Agreement –**

A motion was made by Mr. Aliasso to approve the agreement, seconded by Mr. Warneck. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L’Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

NY USLE Carthage SR26 B LLC

1. **Environmental Resolution No. 02.11.2021.07 –** A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Johnson. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L’Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

2. **Preliminary Inducement Resolution No. 02.11.2021.08 –** A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Jennings. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L’Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

3. **Preliminary Agreement –** A motion was made by Mr. Warneck to approve the agreement, seconded by Mr. Jennings. Roll call was taken. Mr. Aliasso-yea, Mr. Converse-yea, Mr. Jennings-yea, Mr. Johnson-yea, Ms. L’Huillier-yea, Mr. Walldroff-yea, Mr. Warneck-yea. Carried.

Executive Session – At 9:07 a.m. a motion was made by Mr. Aliasso to enter an executive session to discuss the financial & credit history of a particular corporation, seconded by Mr. Warneck. All in favor. Carried. Staff, Board members and Attorney Miller were present.

A motion was made by Mr. Aliasso to leave executive session, seconded by Mr. Warneck. All in favor. Carried. The Board left the executive session at 10:34 a.m.

Other – Attorney Miller began discussion centering around the legislation changes that relate to IDA's. He stated there has been some changes to the Real Property Tax Law, changing the discount to cash basis as opposed to project costs when assessing solar projects. Mr. Warneck also stated that there are changes associated with NYSERDA that may impact assessments. There was also discussion on Host Community Agreements and the pros and cons of the use of them.

A question was raised about an email that was received last night regarding the Philadelphia solar project from US Light Energy. There was discussion on the timing of the potential project, associated with meeting schedules and public hearing notice timing, and whether there was time to do a one-year "placeholder" PILOT for the time being. No action was taken at this point.

IX. Adjournment: With no further business before the board, a motion to adjourn was made by Mr. Walldroff, seconded by Mr. Aliasso. All in favor. The meeting adjourned at 11:01 a.m.

Respectfully submitted,

Joy Nuffer

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 02.11.2021.01

RESOLUTION TO ADJUST FEE ARRANGEMENT FOR
OYA ROBINSON ROAD, LLC

WHEREAS, OYA Robinson Road, LLC is requesting to pay the PILOT lease-leaseback fee of \$199,105 as follows:

Pay 50% or \$99,552 at closing, then

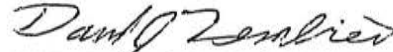
Pay the balance of \$99,553 quarterly, commencing on the first day of the month of the quarter after closing, and

WHEREAS, staff is recommending the request 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 the recommendation, 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. Zembiec
CEO

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 02.11.2021.02**

**RESOLUTION FOR FEE ARRANGEMENT FOR
OYA WAYSIDE DRIVE, LLC**

WHEREAS, OYA Wayside Drive, LLC is requesting to pay the PILOT lease-leaseback fee of \$199,105 as follows:

Pay 50% or \$99,552 at closing, then


Pay the balance of \$99,553 quarterly, commencing on the first day of the month of the quarter after closing, and

WHEREAS, staff is recommending the request 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 the recommendation, 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. Lembiec
CEO

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**Resolution Number 02.11.2021.03
to approve acquisition of land from City of Watertown**


WHEREAS, the Jefferson County Industrial Development Agency (the "Agency") is requesting approval to acquire a strip of land (75 ft X 135 ft) from the City of Watertown to accommodate the pool area for the Watertown Family YMCA project at 146 Arsenal Street, and

WHEREAS, the City of Watertown has offered to deed that property to the JCIDA for \$1.00, and

NOW, THEREFORE, BE IT RESOLVED, by the board of Directors of the Jefferson County Industrial Agency that it hereby approves the request, and be it further

RESOLVED, that the Chief Executive Officer or his designee is hereby authorized and directed to execute on behalf of the Agency necessary to complete the acquisition.

This resolution shall take effect immediately.


David J. Converse
Chairman

INITIAL PROJECT RESOLUTION

(Roth Industries Inc. Project)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, February 11, 2021 at 8:30 a.m.

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

Resolution No. 02.11.2021.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING AN APPLICATION SUBMITTED BY ROTH INDUSTRIES INC. WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW); (ii) AUTHORIZING THE SCHEDULING AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY; AND (iv) AUTHORIZING THE NEGOTIATION OF CERTAIN AGREEMENTS RELATING TO THE PROJECT.

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

WHEREAS, the Agency previously undertook a certain project (the "2005 Project") for the benefit of **ROTH INDUSTRIES, INC.** (hereinafter, the "Company") consisting of (i) the acquisition of fee title to an approximately 9 acre parcel of real property located at 268 Bellew Avenue South, Watertown, New York (the "Land", being more particularly identified as Tax Parcel No. 9-43-105.000) and the existing improvements located thereon comprised of approximately 20,000 square feet of space (the "2005 Existing Improvements"), (ii) the planning, design, engineering and construction of an approximately 10,000 square foot addition to the 2005 Existing Improvements to house additional manufacturing space to be operated by the Company (the "2005 Improvements"); (iii) the acquisition and installation in and around the Land, 2005 Existing improvements 2005 Improvements of certain machinery, equipment and other items of tangible personal property (the "2005 Equipment"; and, together with the Land, 2005 Existing Improvements and the 2005 Improvements, the "2005 Facility"); (iv) the issuance by the Agency of its Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005A in the principal amount of \$5,053,750 and Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005B in the principal amount of \$937,500; and (v) the sale of the 2005 Facility to the Company pursuant to the terms of a certain Installment Sale Agreement (the "2005 ISA"); and

WHEREAS, pursuant to and in accordance with a certain Project Authorizing Resolution adopted by the Agency on June 2, 2016 (the "2016 Project Authorizing Resolution"), the Agency previously undertook a certain project (the "2016 Project") for the benefit of the Company consisting of (i) the planning, design and construction of an approximately 27,500 square foot addition to the 2005 Facility (the "2016 Improvements") located on the Land for expanded manufacturing and warehousing operations by the Company; (ii) the acquisition and installation in and around the 2005 Facility and 2016 Improvements of certain machinery, equipment and other items of tangible personal property (the "2016 Equipment"; and, together with portions of the Land and the 2016 Improvements, the "2016 Facility"); and (iii) the undertaking of a straight-lease transaction in accordance with the Act whereby the Agency and Company entered into certain project documents (the "2016 Project Documents", each dated as of November 18, 2016, including (a) a Lease to Agency (the "Company Lease"), (b) a Lease Agreement (the "Lease Agreement"), (c) a Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), and (d) related documents, all relating to certain defined portion of the Land, which has been identified as Tax Parcel No. 9-43-105.700, and hereinafter the "2016 Facility Land"); and

WHEREAS, the Company has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition or retention by the Agency of a leasehold interest or other interest in a portion of the Land; (ii) the planning, design, construction and operation of (A) an approximately 6,700 square foot addition to house a certain blow molding machine and related equipment and (B) a 10,000 square foot storage warehouse facility (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together 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, pursuant to and in accordance with Section 859-a of the Act, the Agency desires to schedule and conduct a public hearing (the "Public Hearing") relating to the Project and the proposed financial assistance contemplated by the Agency (collectively, the "Financial Assistance"), such Financial Assistance to include (i) a sales and use tax exemption for purchases and rentals related to the acquisition, construction and equipping of the Facility, (ii) mortgage recording tax exemption(s) in connection with one or more mortgages to be secured against the Facility, and (iii) a real property tax abatement structure to be memorialized within the PILOT Agreement; and

WHEREAS, it is contemplated that the Agency will conduct the Public Hearing and negotiate, but not execute, an agent and financial assistance and project agreement (the "Agent Agreement"), a lease agreement (the "Lease Agreement"), leaseback agreement (the "Leaseback Agreement") and PILOT Agreement (which may be memorialized as amendments to the 2016 Project Documents) pursuant to which the Agency would be willing to take or retain a leasehold

interest in a portion of the Land, the Improvements, the Equipment and personal property constituting the Facility.

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

Section 1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's 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) The Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby creating significant employment opportunities and critical investment in 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 civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The Chairman, Vice Chairman, and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate the terms of (A) a Lease Agreement, pursuant to which the Company shall lease its interest in the Facility to the Agency, (B) a related Leaseback Agreement, pursuant to which the Agency conveys its interest in the Facility back to the Company, (C) the PILOT Agreement, and (E) related documents; *provided*, the provisions of the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

Section 3. The Agency hereby authorizes the scheduling and conduct a public hearing in compliance with the Act.

Section 4. Harris Beach PLLC, as Transaction Counsel for the Agency, is hereby authorized to work with counsel to the Company and others to prepare for submission to the Agency of all documents necessary to effect the foregoing authorizations.

Section 5. 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 6. These Resolutions shall take effect immediately.

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

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

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:

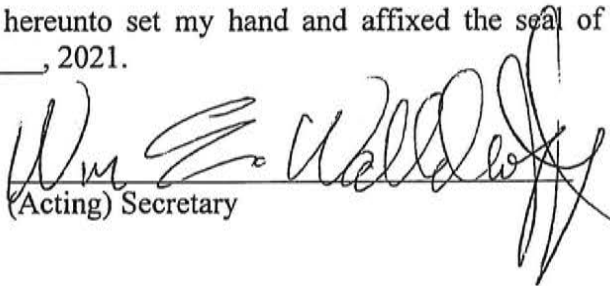
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on February 11, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same 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 11th day of February, 2021.


(Acting) Secretary

[SEAL]

ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on February 11, 2021, at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

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

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Joy Nuffer, Christine Powers, Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Thomas Iorizzo, and Emily Griffin from 7News

The following resolution was offered by Mr. Warneck, seconded by Ms. L'Huillier, to wit:

Resolution No. 02.11.2021.05

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 A LLC (THE "COMPANY") WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and

economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency is a local agency pursuant to the New York State Environmental Quality Review Act (the "SEQR Act"), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the "Regulations", and together with the SEQR Act, "SEQRA"); and

WHEREAS, undertaking the Project is an Action as defined by SEQRA; and

WHEREAS, the Town of Champion Planning Board (the "Town"), acting as lead agency, conducted an uncoordinated review of the Project, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

WHEREAS, the Agency has considered the Project and the EAF, together with the Agency's knowledge of the area surrounding the Project, and such further information as is available to the Agency; and

WHEREAS, the Agency has reviewed the classifications of actions contained in the Regulations; and

WHEREAS, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town that the Project will not result in a significant adverse environmental impact.

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

Section 1. The Project is an Unlisted Action pursuant to SEQRA.

Section 2. Although the Town, as lead agency, conducted an uncoordinated review and did not include the Agency as an involved agency, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

Section 4. Preparation of an Environmental Impact Statement is not required.

Section 5. This resolution shall take effect immediately.

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

David J. Converse	VOTING	<u>AYE</u>
John Jennings	VOTING	<u>AYE</u>
Robert E. Aliasso, Jr.	VOTING	<u>AYE</u>
W. Edward Walldroff	VOTING	<u>AYE</u>
Paul Warneck	VOTING	<u>AYE</u>
William Johnson	VOTING	<u>AYE</u>
Lisa L'Huillier	VOTING	<u>AYE</u>

The foregoing Resolution was thereupon declared duly adopted.


STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 11, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 11th day of February, 2021.



David J. Lembiec
Chief Executive Officer

PRELIMINARY INDUCEMENT RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on February 11, 2021, at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

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

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Joy Nuffer, Christine Powers, Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Thomas Iorizzo, and Emily Griffin from 7News

The following resolution was offered by Mr. Aliasso, seconded by Mr. Jennings, to wit:

Resolution No. 02.11.2021.06

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 A LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act,

"SEQRA"), by resolution adopted by the members of the Agency on February 11, 2021 (the "SEQR Resolution"), the Agency has determined that the Project will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

Section 1. The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby accepts the Application and makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

(C) The Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) of this Resolution, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York and improve their standard of living.

Section 2. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, the administrative fee of the Agency, and the reasonable fees and expenses, including attorneys' fees, incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (E) provide the Financial Assistance with respect to the Project, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") with respect to the Project Facility, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the Conveyance Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act

have been complied with; and (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance.

Section 4. The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and the First Chairman or Vice Chairman, Executive Director or Deputy Executive Director of the Agency is hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

Section 6. Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 7. The Agency hereby authorizes the Executive Director of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Agency Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly

summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 8. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 9. This Resolution shall take effect immediately.

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

David J. Converse	VOTING	<u>AYE</u>
John Jennings	VOTING	<u>AYE</u>
Robert E. Aliasso, Jr.	VOTING	<u>AYE</u>
W. Edward Walldroff	VOTING	<u>AYE</u>
Paul Warneck	VOTING	<u>AYE</u>
William Johnson	VOTING	<u>AYE</u>
Lisa L'Huillier	VOTING	<u>AYE</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 11, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 11th day of February, 2021.



David J. Zembiec, Chief Executive Officer

ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on February 11, 2021, at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

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

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Joy Nuffer, Christine Powers, Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Thomas Iorizzo, and Emily Griffin from 7News

The following resolution was offered by Mr. Warneck, seconded by Mr. Johnson, to wit:

Resolution No. 02.11.2021.07

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 B LLC (THE "COMPANY") WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and

economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.3 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency is a local agency pursuant to the New York State Environmental Quality Review Act (the "SEQR Act"), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the "Regulations", and together with the SEQR Act, "SEQRA"); and

WHEREAS, undertaking the Project is an Action as defined by SEQRA; and

WHEREAS, the Town of Champion Planning Board (the "Town"), acting as lead agency, conducted an uncoordinated review of the Project, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

WHEREAS, the Agency has considered the Project and the EAF, together with the Agency's knowledge of the area surrounding the Project, and such further information as is available to the Agency; and

WHEREAS, the Agency has reviewed the classifications of actions contained in the Regulations; and

WHEREAS, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town that the Project will not result in a significant adverse environmental impact.

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

Section 1. The Project is an Unlisted Action pursuant to SEQRA.

Section 2. Although the Town, as lead agency, conducted an uncoordinated review and did not include the Agency as an involved agency, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

Section 4. Preparation of an Environmental Impact Statement is not required.

Section 5. This resolution shall take effect immediately.

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

David J. Converse	VOTING	<u>AYE</u>
John Jennings	VOTING	<u>AYE</u>
Robert E. Aliasso, Jr.	VOTING	<u>AYE</u>
W. Edward Walldroff	VOTING	<u>AYE</u>
Paul Warneck	VOTING	<u>AYE</u>
William Johnson	VOTING	<u>AYE</u>
Lisa L'Huillier	VOTING	<u>AYE</u>

The foregoing Resolution was thereupon declared duly adopted.


STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 11, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 11th day of February, 2021.



David J. Lembiec
Chief Executive Officer

PRELIMINARY INDUCEMENT RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on February 11, 2021, at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

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

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Joy Nuffer, Christine Powers, Justin Miller, Esq., Matthew Moses, Esq., Kevin McAuliffe, Esq., Genevieve Trigg, Esq., Thomas Iorizzo, and Emily Griffin from 7News

The following resolution was offered by Mr. Aliasso, seconded by Mr. Jennings, to wit:

Resolution No. 02.11.2021.08

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 B LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.3 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act"), and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act,

"SEQRA"), by resolution adopted by the members of the Agency on February 11, 2021 (the "SEQR Resolution"), the Agency has determined that the Project will not have a significant effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

Section 1. The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby accepts the Application and makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

(C) The Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) of this Resolution, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York and improve their standard of living.

Section 2. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, the administrative fee of the Agency, and the reasonable fees and expenses, including attorneys' fees, incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (E) provide the Financial Assistance with respect to the Project, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") with respect to the Project Facility, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the Conveyance Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act

have been complied with; and (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance.

Section 4. The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and the First Chairman or Vice Chairman, Executive Director or Deputy Executive Director of the Agency is hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

Section 6. Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 7. The Agency hereby authorizes the Executive Director of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Agency Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly

summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 8. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 9. This Resolution shall take effect immediately.

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

David J. Converse	VOTING	<u>AYE</u>
John Jennings	VOTING	<u>AYE</u>
Robert E. Aliasso, Jr.	VOTING	<u>AYE</u>
W. Edward Walldroff	VOTING	<u>AYE</u>
Paul Warneck	VOTING	<u>AYE</u>
William Johnson	VOTING	<u>AYE</u>
Lisa L'Huillier	VOTING	<u>AYE</u>

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on February 11, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through said meeting.

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 02.11.2021.09
For Re-Appointment to WICLDC Board of Directors

WHEREAS, JCIDA is a member of the Watertown Industrial Center Local Development Corporation and shall appoint one member to their board of directors, and

WHEREAS, the JCIDA Board of Directors recommends re-appointing Paul J. Warneck to the WICLDC Board of Directors for a term to expire December 31, 2024, and

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

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

This resolution shall take effect immediately.



David J. Conyrese
Chairman

DRAFT

**Jefferson County Industrial Development Agency
Special Board Meeting Minutes
February 18, 2021**

The Jefferson County Industrial Development Agency held a special board meeting on Thursday, February 18, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY and via zoom.

Present: David Converse, Chair, W. Edward Walldroff

Zoom: Lisa L'Huillier, William Johnson, Robert E. Aliasso, Jr., Paul Warneck

Excused: John Jennings **Absent:** None

Also Present: David Zembiec, Lyle Eaton, Joy Nuffer, Jay Matteson, Hari Achuthan

Zoom: Justin Miller, Esq., Christine Powers, Rob Aiken, Donald Rutherford, Matthew Siver, Michelle Capone, Tom Iorizzo, James Lewis

- I. **Call to Order:** Chairman Converse called the meeting to order at 8:06 a.m.
- II. **Pledge of Allegiance**
- III. **Special Business:** Mr. Converse asked Mr. Zembiec and Mr. Achuthan to give a brief overview for those who may not have been present at the Loan Review Committee meeting on February 16. Mr. Achuthan thanked staff for their support during the last 5 months. He said that Convalt Energy has been in operation abroad for 7 years. He said that they are currently developing projects and have existing projects in India and Africa. He said that they made the decision early on to move back stateside to manufacture the panels and develop projects and create a pipeline for the demand, so they don't have to be dependent on China for photovoltaic panels. He said that as a manufacturer of solar panels, they will export 60%-70% of the panels to their own projects overseas.

Mr. Achuthan said that they will start small production capacity which will consists of 20,000 square feet for the development of renewable power and panels. He said the initial investment to get up and running will be \$51M. Mr. Achuthan explained some the reasons why they chose Jefferson County. He said that in 2020 NYS created a mandate to obtain 70% of its energy from renewable energy sources by 2030. Jefferson County was attractive because of the availability of low-cost power; the available workforce created by soldiers transitioning out of the Army at Fort Drum each month, and the value of the incentive proposal submitted by the JCIDA. He also cited the area's history with paper and manufacturing; and said the timing is right.

Public Comments: Mr. Converse opened the meeting to anyone wishing to make a public comment. Mr. Tom Iorizzo from the Carpenter's Union stated he wished to congratulate both the Board and Staff on working so hard to bring this great opportunity to Jefferson County.

1. **Initial Project Resolution No. 02.18.2021.01 for Convalt Energy LLC – Chairman**
Converse asked for a motion to discuss the resolution. A motion was made by Mr. Aliasso, seconded by Ms. L'Huillier. There was much discussion and Attorney Miller gave a brief overview of the plan for proceeding. He stated that today's resolutions were the standard initial approval process and to authorize public hearings to be set. Attorney Miller also stated that there is a state agency notification process to go through with the disposition of real property that the JCIDA would need to do.

Roll call vote was taken to approve the attached resolution. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea. Carried.

2. **Initial Project Resolution No. 02.18.2021.02 for DigiCollect LLC** – Mr. Converse asked for a motion to discuss the resolution. A motion was made by Mr. Warneck, seconded by Mr. Johnson. There was more discussion.

Roll call vote was taken to approve the attached resolution. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea. Carried.

3. **Review of Loan Application for Convalt Energy, LLC** – Mr. Zembiec gave some background of the loans. A request for a \$250,000 Revolving Loan to be used for working capital to develop a solar panel manufacturing facility. Staff recommends 3% interest for a 7-year term. The total project cost is \$593,000,000. Terms for collateral to be negotiated. The applicant projects 165 jobs at full operation in Year 1 and projecting 525 jobs in Year 5. The loan will be contingent upon participation by the Watertown Local Development Corporation.
4. **Review of Loan Application for DigiCollect, LLC** - A request for a \$500,000 Revolving Loan to be used for working capital to develop a software development facility to involve some manufacturing. Staff recommends 3% interest for a 7-year term. The total project cost is \$241,000,000. Terms for collateral to be negotiated. The applicant projects 175 jobs at full operation in Year 1 and projecting 1,535 jobs in Year 5. The loan will be contingent upon participation by the North Country Economic Development Fund, North Country Alliance, and/or Development Authority of the North Country.

After discussion and advice from Attorney Miller, it was determined more time would be needed to prepare the loans in coordination with the potential participating agencies. Mr. Aliasso requested that the Board be updated weekly by Mr. Zembiec as to the progress of the projects. A motion was made by Mr. Warneck to approve to allow the staff to proceed with working with the potential participating agencies to craft the structuring of the loans, seconded by Mr. Aliasso. All in favor. Carried.

- IV. **Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Ms. L’Huillier. The special meeting adjourned at 9:04 a.m.

Respectfully submitted,
Jay Nuffer

INITIAL PROJECT RESOLUTION
(Convalt Energy LLC Project)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, February 18, 2021 at 8:00 a.m.

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

Resolution No. 02.18.2021.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) ACCEPTING AN APPLICATION SUBMITTED BY CONVALT ENERGY LLC, FOR ITSELF AND/OR ON BEHALF OF ONE OR MORE ENTITIES TO BE FORMED (COLLECTIVELY, THE "COMPANY") WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW); (ii) AUTHORIZING THE SCHEDULING AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO THE PROJECT; (iv) AUTHORIZING THE NEGOTIATION OF CERTAIN AGREEMENTS RELATING TO THE PROJECT; AND (v) AUTHORIZING THE ISSUANCE OF A NOTICE OF DISPOSITION WITH RESPECT TO CERTAIN REAL ESTATE OWNED BY THE AGENCY.

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

WHEREAS, **CONVALT ENERGY 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 100 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), (ii) the planning, design, construction, equipping and operation of (a) the phased development of an approximately 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 "Improvements"), and (iii) the acquisition in and around the Improvements and of certain items of equipment and other tangible personal property and equipment (the "Equipment" and, collectively with the Land and the Improvements, the "Facility"), and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

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

WHEREAS, it is contemplated that the Agency will undertake the negotiation of terms for disposition of all or portions of the Land to the Company (the "Disposition") to be memorialized within a contemplated Land Development Agreement ("LDA") to be entered into a furtherance of the Project; and

WHEREAS, in furtherance of the Disposition, and in accordance with applicable provisions of the Public Authorities Law ("PAL"), the Agency further contemplates the issuance of a Notice of Disposition to required recipients pursuant to PAL Section 2897(6)(d) (the "Disposition Notice"), such Disposition being exempted from publicly advertising for bids pursuant to PAL Section 2897(6)(c)(v) and obtaining fair market value pursuant to PAL Section 2897(7)(ii); and

WHEREAS, the Agency desires to (i) accept the Application, (ii) authorize the scheduling and conduct of a public hearing pursuant to an in accordance with the Act, (iii) authorize negotiation of the LDA and PILOT Agreement, and (iv) once the terms of the Disposition is agreed to, authorize the issuance of the Disposition Notice; and

WHEREAS, it is contemplated that the Agency will conduct the Public Hearing and negotiate, but not execute, an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), a Lease Agreement (the "Lease Agreement"), Leaseback Agreement (the "Leaseback Agreement") and PILOT Agreement pursuant to which the Agency would be willing to take or retain a leasehold interest in the Land, the Improvements, the Equipment and personal property constituting the Facility; and

WHEREAS, the Agency intends to describe the Project, accept the Application, describe the forms of Financial Assistance contemplated by the Agency, secure any necessary consents

from the Affected Tax Jurisdictions, and authorize the scheduling and conduct of public hearing(s) pursuant to and in accordance with the Act.

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) dispose of interests in the Land pursuant to the LDA and appoint the Company as agent to construct the Improvements and acquire the Equipment constituting the Facility pursuant to the Agent Agreement and Leaseback Agreement to be negotiated as components of one or more Straight Lease Transactions; and

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

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

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

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

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

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

Section 5. The Agency hereby authorizes the Chairman, Vice Chairman and/or Chief Executive Officer of the Agency to negotiate the terms of, but not execute, a proposed LDA and PILOT Agreements relating to the Disposition and Project. Once the terms of the Disposition are agreed to, the Agency further authorizes the issuance of the Disposition Notice in such form as approved by the Chief Executive Officer and Transaction Counsel to the Agency.

Section 6. Harris Beach PLLC, as Transaction Counsel for the Agency, is hereby authorized to work with counsel to the Company and others to prepare for submission to the Agency all documents necessary to effect the conduct of the Public Hearing and preparation of the LDA and Disposition Notice.

Section 7. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized and directed to negotiate, but not execute, certain lease agreements, an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), the PILOT Agreement(s), and related documents to undertake the Straight Lease Transaction. The Agency's authorization of the LDA, Project and the Financial Assistance shall be subject to the adoption of Agency resolutions relative to same.

Section 8. The Chairman, Vice Chairman and Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed for an in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 10. These Resolutions shall take effect immediately.

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

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

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

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

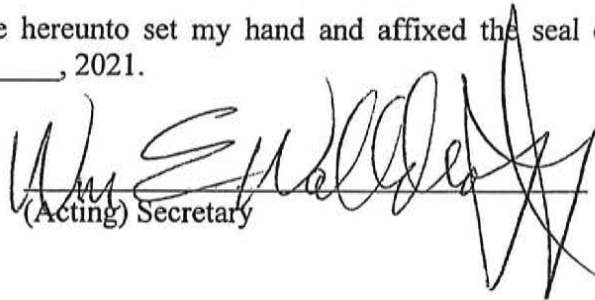
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on March 4, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same 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.

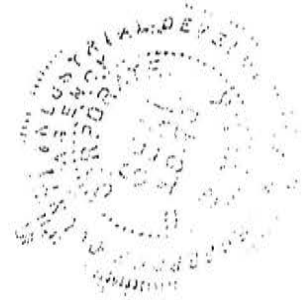
I FURTHER CERTIFY, that there was a quorum of the members of the Agency present throughout said meeting.

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 18th day of February, 2021.


(Acting) Secretary

[SEAL]



INITIAL PROJECT RESOLUTION
(DigiCollect LLC Project)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, February 18, 2021 at 8:00 a.m.

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

Resolution No. 02.18.2021.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) ACCEPTING AN APPLICATION SUBMITTED BY DIGICOLLECT LLC, FOR ITSELF AND/OR ON BEHALF OF ONE OR MORE ENTITIES TO BE FORMED (COLLECTIVELY, THE "COMPANY") WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW); (ii) AUTHORIZING THE SCHEDULING AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY WITH RESPECT TO THE PROJECT; (iv) AUTHORIZING THE NEGOTIATION OF CERTAIN AGREEMENTS RELATING TO THE PROJECT; AND (v) AUTHORIZING THE ISSUANCE OF A NOTICE OF DISPOSITION WITH RESPECT TO CERTAIN REAL ESTATE OWNED BY THE AGENCY.

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

WHEREAS, **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 100,000 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, the Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (A) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the construction and equipping of the Facility, (B) a mortgage recording tax exemption for financings undertaken to construct the Facility, and (C) a partial real property tax abatement through a payment-in-lieu-of-tax agreement (the "PILOT Agreement"), pursuant to which the Company would make payments in lieu of real property taxes to the Agency for the benefit of each affected tax jurisdiction (the "Affected Tax Jurisdictions"); and

WHEREAS, it is contemplated that the Agency will undertake the negotiation of terms for disposition of all or portions of the Land to the Company (the "Disposition") to be memorialized within a contemplated Land Development Agreement ("LDA") to be entered into a furtherance of the Project; and

WHEREAS, in furtherance of the Disposition, and in accordance with applicable provisions of the Public Authorities Law ("PAL"), the Agency further contemplates the issuance of a Notice of Disposition to required recipients pursuant to PAL Section 2897(6)(d) (the "Disposition Notice"), such Disposition being exempted from publicly advertising for bids pursuant to PAL Section 2897(6)(c)(v) and obtaining fair market value pursuant to PAL Section 2897(7)(ii); and

WHEREAS, the Agency desires to (i) accept the Application, (ii) authorize the scheduling and conduct of a public hearing pursuant to an in accordance with the Act, (iii) authorize negotiation of the LDA and PILOT Agreement, and (iv) once the terms of the Disposition is agreed to, authorize the issuance of the Disposition Notice; and

WHEREAS, it is contemplated that the Agency will conduct the Public Hearing and negotiate, but not execute, an Agent and Financial Assistance and Project Agreement ("Agent Agreement"), a Lease Agreement (the "Lease Agreement"), Leaseback Agreement (the "Leaseback Agreement") and PILOT Agreement pursuant to which the Agency would be willing to take or retain a leasehold interest in the Land, the Improvements, the Equipment and personal property constituting the Facility; and

WHEREAS, the Agency intends to describe the Project, accept the Application, describe the forms of Financial Assistance contemplated by the Agency, secure any necessary consents from the Affected Tax Jurisdictions, and authorize the scheduling and conduct of public hearing(s) pursuant to and in accordance with the Act.

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) dispose of interests in the Land pursuant to the LDA and appoint the Company as agent to construct the Improvements and acquire the Equipment constituting the Facility pursuant to the Agent Agreement and Leaseback Agreement to be negotiated as components of one or more Straight Lease Transactions; and

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

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

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

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

Section 3. The Agency further authorizes the scheduling and conduct of a public hearing as required by Section 859-a of the Act (the "Public Hearing"). Prior to such Public Hearing, the Chairman, Vice Chairman and/or Chief Executive Officer of the Agency are hereby

authorized and directed to negotiate the terms of one or more PILOT Agreements for the Project in accordance with the Agency's Uniform Tax Exemption Policy ("UTEP").

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

Section 5. The Agency hereby authorizes the Chairman, Vice Chairman and/or Chief Executive Officer of the Agency to negotiate the terms of, but not execute, a proposed LDA and PILOT Agreements relating to the Disposition and Project. Once the terms of the Disposition are agreed to, the Agency further authorizes the issuance of the Disposition Notice in such form as approved by the Chief Executive Officer and Transaction Counsel to the Agency.

Section 6. Harris Beach PLLC, as Transaction Counsel for the Agency, is hereby authorized to work with counsel to the Company and others to prepare for submission to the Agency all documents necessary to effect the conduct of the Public Hearing and preparation of the LDA and Disposition Notice.

Section 7. The Chairman, Vice Chairman and/or the Chief Executive Officer of the Agency are hereby authorized and directed to negotiate, but not execute, certain lease agreements, an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), the PILOT Agreement(s), and related documents to undertake the Straight Lease Transaction. The Agency's authorization of the LDA, Project and the Financial Assistance shall be subject to the adoption of Agency resolutions relative to same.

Section 8. The Chairman, Vice Chairman and Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed for an in the name and on behalf of the Agency to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 10. These Resolutions shall take effect immediately.

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

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

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

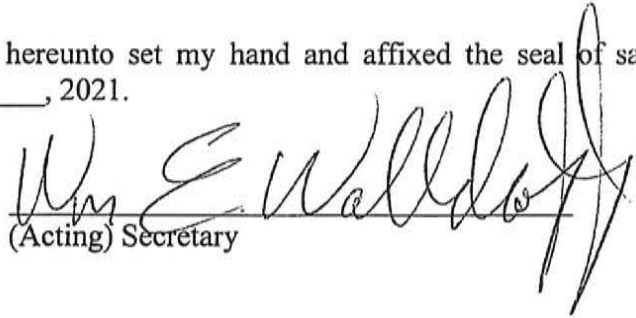
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on February 18, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same 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 18th day of February, 2021.


(Acting) Secretary

[SEAL]



JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Income Statement for the Five Month Period Ending February 28, 2021
 Prepared by Lyle Eaton, February 24, 2021

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
Revenues					
Application & Process Fees	\$ 3,000.00	23,100.00	\$ 5,500.00	2,500.00	(20,100.00)
RCI Annual CD Fund	279,427.00	279,427.20	0.00	279,427.20	(0.20)
Bond Admin Fee	3,000.00	3,000.00	0.00	3,000.00	0.00
PILOT/Sale Leaseback Fees	914,174.00	245,770.00	0.00	0.00	668,404.00
Fee Income - RLF Program	43,424.00	18,092.90	3,618.56	3,618.56	25,331.10
Fee Income - Micro Program	26,137.00	10,890.40	2,178.08	2,178.08	15,246.60
Interest Income	3,500.00	884.53	146.78	181.92	2,615.47
Interest Income - RLF Program	25,000.00	9,799.98	2,138.97	2,438.84	15,200.02
Interest Income - City Fund	6,000.00	1,729.76	343.26	344.61	4,270.24
Interest Income - Micro Prog.	9,000.00	3,352.50	440.83	1,051.41	5,647.50
Late Payment Penalty - Micro	100.00	56.34	7.46	26.24	43.66
Miscellaneous Income	1,500.00	3,662.59	168.13	3,166.88	(2,162.59)
Total Revenues	1,314,262.00	599,766.20	14,542.07	297,933.74	714,495.80
Operations					
Office Expense	1,000.00	592.50	200.00	0.00	407.50
RCI Fee Sharing	139,714.00	139,713.50	0.00	139,713.50	0.50
Admin Services Exp	662,665.00	276,110.40	55,222.08	55,222.08	386,554.60
D&O Insurance	14,000.00	6,071.65	1,214.33	1,214.33	7,928.35
Commercial Insurance	10,000.00	3,219.60	643.92	643.92	6,780.40
FTZ Expense	1,250.00	1,250.00	0.00	0.00	0.00
Legal - Unrestricted	18,000.00	5,657.31	1,354.81	1,000.00	12,342.69
Accounting & Auditing	11,000.00	10,700.00	0.00	0.00	300.00
CEDS Update	7,500.00	0.00	0.00	0.00	7,500.00
Coffeen Park Taxes	1,700.00	1,759.79	0.00	1,759.79	(59.79)
Airport Park Taxes	1,000.00	1,052.54	0.00	1,052.54	(52.54)
Fees Expense	2,000.00	1,860.00	0.00	1,750.00	140.00
Bad Debt--RLF	190,000.00	0.00	0.00	0.00	190,000.00
Bad Debt--Micro	30,642.00	0.00	0.00	0.00	30,642.00
RLF Program Expense	43,424.00	18,092.90	3,618.56	3,618.56	25,331.10
Microenterprise Program Exp	26,167.00	10,890.40	2,178.08	2,178.08	15,276.60
RLF Audit Expense	800.00	0.00	0.00	0.00	800.00
Plowing 146 Arsenal	20,000.00	0.00	0.00	0.00	20,000.00
IDA 146 Arsenal Bldg Expense	25,000.00	10,048.07	1,500.82	1,500.47	14,951.93
City/County Parking Lot Fund	20,000.00	20,000.00	0.00	0.00	0.00
Insurance	13,000.00	10,778.75	2,155.75	2,155.75	2,221.25
Building Depreciation	33,000.00	29,517.64	5,621.09	5,621.09	3,482.36
146 Arsenal Equip. Depreciation	3,000.00	1,988.60	397.72	397.72	1,011.40
146 Arsenal Electric	20,000.00	18,349.19	0.00	5,572.36	1,650.81
146 Arsenal Water	2,200.00	1,249.58	0.00	317.77	950.42
Salary Expense	17,000.00	14,556.36	2,635.26	2,635.28	2,443.64
Miscellaneous - Unrestricted	200.00	0.00	0.00	0.00	200.00
Total Operations	1,314,262.00	583,458.78	76,742.42	226,353.24	730,803.22
Total Revenue	1,314,262.00	599,766.20	14,542.07	297,933.74	714,495.80
Total Expenses	1,314,262.00	583,458.78	76,742.42	226,353.24	730,803.22
Net Income Over Expenditures	\$ 0.00	16,307.42	\$ (62,200.35)	71,580.50	(16,307.42)

Jeff Co Industrial Development Agency
Balance Sheet
February 28, 2021

ASSETS

Current Assets		
General Checking	\$	170,402.35
Savings Account		787,173.19
Microenterprise Account		140,100.92
City Loan Account		202,914.99
Revolving Loan Fund Account		3,675,660.85
PILOT Monies Receivable		181,193.78
Miscellaneous Receivable		2,800.00
Acct Receivable - Rogers		19,090.37
RLF Loans Receivable		743,043.43
Microenterprise Loans Rec.		160,010.19
Watn. Economic Growth Fund Rec		82,054.74
Allowance for Bad Debt-RLF		(190,000.00)
Allow. for Bad Debts-MICRO		(30,641.75)
Prepaid Expense		28,548.15
		<hr/>
Total Current Assets		5,972,351.21
Property and Equipment		
Accum Depr - Building	(1,235,084.21)	
Accum Depr. Equipment	(193,827.70)	
		<hr/>
Total Property and Equipment		(1,428,911.91)
Other Assets		
IT Server		6,050.00
Galaxy Tablets		13,366.00
Corp. Park Improvements		209,995.14
Airport Property		884,326.02
Intangible Asset		50,538.56
WIP Airport		133,925.86
Woolworth Building		505,000.00
146 Ars Building Improvements		1,233,689.56
WIP Arsenal Deck & Sidewalks		11,000.00
		<hr/>
Total Other Assets		3,047,891.14
Total Assets	\$	<u><u>7,591,330.44</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
PILOT Monies Payable	\$	181,193.78
Due HUD - RLF Interest		635.77
Due HUD - MICRO Interest		4.46
Due HUD - CITY Loan Interest		1.72
Maintenance Reserve Convergys		14,445.48
Maintenance Expense Convergys		25,927.57
Car Freshner Signage		11,000.00
		<hr/>
Total Current Liabilities		233,208.78
Long-Term Liabilities		
Due NYS/IAP L.T.		180,159.78
Deferred Revenue - Rogers		19,571.57
		<hr/>
Total Long-Term Liabilities		199,731.35

Unaudited - For Manag - 52 - Purposes Only

Jeff Co Industrial Development Agency
Balance Sheet
February 28, 2021

Total Liabilities		<u>432,940.13</u>
Capital		
General Fund Bal - Unrestrict.	1,065,873.31	
Fund Bal - RLF Restricted	4,419,309.27	
Fund Bal - Micro Restricted	414,850.76	
Fund Bal - City Restricted	262,489.22	
Cap. Impr. Convergys	979,560.33	
Net Income	<u>16,307.42</u>	
Total Capital		<u>7,158,390.31</u>
Total Liabilities & Capital	\$	<u><u>7,591,330.44</u></u>

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
146 Arsenal Expenses for the Five Month Period Ending February 28, 2021
Prepared by Lyle Eaton

	Current Year Budget	Year-to-Date Total	Current Month	Previous Month	% YTD of Budget
Expenses					
Plowing 146 Arsenal	\$ 20,000.00	0.00	\$ 0.00	0.00	0.00
IDA 146 Arsenal Bldg Expens	25,000.00	10,048.07	1,500.82	1,500.47	40.19
City/County Parking Lot Fund	20,000.00	20,000.00	0.00	0.00	100.00
Insurance	13,000.00	10,778.75	2,155.75	2,155.75	82.91
Building Depreciation	33,000.00	29,517.64	5,621.09	5,621.09	89.45
146 Arsenal Equip. Depreciati	3,000.00	1,988.60	397.72	397.72	66.29
146 Arsenal Electric	20,000.00	18,349.19	0.00	5,572.36	91.75
146 Arsenal Water	2,200.00	1,249.58	0.00	317.77	56.80
Salary Expense	17,000.00	14,556.36	2,635.26	2,635.28	85.63
Total Expenses	\$ 153,200.00	106,488.19	\$ 12,310.64	18,200.44	69.51

Jeff Co Industrial Development Agency
General Checking Cash Receipts Journal
For the Period From Feb 1, 2021 to Feb 28, 2021

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

Date	Account ID	Transaction	Line Description	Debit Amnt	Credit Amnt
2/1/21	121001 100001	ACH	Invoice: 3573 NEW YORK AIR BRAKE COMPANY	1,936.37	1,936.37
2/4/21	125001 100001	1227	Invoice: MICRO MONTHLY FEE4 JEFFERSON COUNTY INDUSTRIAL	2,178.08	2,178.08
2/4/21	125001 100001	2181	Invoice: RLF MONTHLY FEE4 JEFFERSON COUNTY INDUSTRIAL	3,618.56	3,618.56
2/4/21	125001 100001	39596	Invoice: 3572 ROTH INDUSTRIES, INC.	2,500.00	2,500.00
2/4/21	125501 412501 100001	3164	1/21 PRINCIPAL 1/21 INTEREST KENNETH F. ROGERS	314.91	168.13 146.78
2/11/21	207005 205602 100001	1382	2/21 DUE MICRO 2/21 DUE SHLDC MAIN STREET CRAFTS & DRAFTS	269.86	134.93 134.93
2/12/21	125001 100001	ACH	Invoice: 3578 CONVALT ENERGY. LLC	250.00	250.00
2/12/21	125001 100001	ach	Invoice: 3579 DIGICOLLECT, LLC	250.00	250.00
2/17/21	125001 100001	ACH	Invoice: 3579 DIGICOLLECT, LLC	2,500.00	2,500.00
2/17/21	125001 100001	ACH	Invoice: 3578 CONVALT ENERGY. LLC	2,500.00	2,500.00
2/18/21	207005 205602 100001	19196	DUE MICRO DUE SHLDC PAINFULL ACRES	989.37	565.35 424.02
2/18/21	125001 100001	5475	Invoice: 3580 JCLDC	200.00	200.00
				17,507.15	17,507.15

Jeff Co Industrial Development Agency
Miscellaneous Receivables
As of Feb 28, 2021

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

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
CIDC CARTHAGE INDUSTRIAL DEV. COR JOHN MCHUGH 493-4429	PR 3-23-12				-338.38	-338.38
CIDC CARTHAGE INDUSTRIAL DEV. COR					-338.38	-338.38
REENERGY ReEnergy Black River, LLC 518-810-0200	3551		3,000.00			3,000.00
REENERGY ReEnergy Black River, LLC			3,000.00			3,000.00
Report Total			3,000.00		-338.38	2,661.62

Jefferson County Industrial Development Agency
 City Loan Fund Receivables
 February 28, 2021

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Current Applications	Apr-15	101,403.00	82,054.74	Current	Manufacturing Plant Expansion
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
	Total CITY FUNDRreceivables		101,403.00	82,054.74	-	

Jeff Co Industrial Development Agency

PILOT Receivables

As of Feb 28, 2021

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

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
ARC FEWTRN001, LLC ARC FEWTRN001, LLC	3559		41,193.78			41,193.78
ARC FEWTRN001, LLC ARC FEWTRN001, LLC			41,193.78			41,193.78
OYA OYA SOLAR NY,LP	3567 3568 3569 3570	35,000.00 35,000.00 35,000.00 35,000.00				35,000.00 35,000.00 35,000.00 35,000.00
OYA OYA SOLAR NY,LP		140,000.00				140,000.00
Report Total		140,000.00	41,193.78			181,193.78

Jeff Co Industrial Development Agency
Cash Disbursements Journal
For the Period From Feb 1, 2021 to Feb 28, 2021

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

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
2/4/21	7435	200001 100001	Invoice: RETAINER 20-21-5 BARCLAY DAMON LLP	1,000.00	1,000.00
2/4/21	7436	200001 100001	Invoice: 20-1433 BERNIER, CARR & ASSOCIATES, P.C.	2,040.00	2,040.00
2/4/21	7437	200001 200001 200001 100001	Invoice: 2308 Invoice: MONTHLY ADMIN FEE4 Invoice: 2311 JEFF COUNTY LDC	1,317.64 55,222.08 1,317.62	57,857.34
2/4/21	7438	200001 100001	Invoice: AGREEMENT 20-21-5 WATERTOWN INDUSTRIAL CENTER	1,250.00	1,250.00
2/11/21	7439	200001 200001 100001	Invoice: 12021 Invoice: 022021 CITY COMPROLLER	268.89 48.88	317.77
2/11/21	7440	200001 100001	Invoice: 2/21 MAIN ST JEFFERSON COUNTY INDUSTRIAL	134.93	134.93
2/11/21	7441	200001 200001 200001 200001 100001	Invoice: 12221 Invoice: 012221 Invoice: 45199-1/21 Invoice: 01282021 NATIONAL GRID	380.07 66.35 23.57 5,102.37	5,572.36
2/11/21	7442	200001 100001	Invoice: 2/21 MAIN ST SACKETS HARBOR LDC	134.93	134.93
2/11/21	7443	200001 100001	Invoice: 67302-3302 WASTE MANAGEMENT	79.26	79.26
2/18/21	7444	200001 100001	Invoice: 2313 JEFF COUNTY LDC	1,317.64	1,317.64
2/22/21	7445	200001 100001	Invoice: 21-095 BERNIER, CARR & ASSOCIATES, P.C.	2,250.80	2,250.80
2/22/21	7446	200001 100001	Invoice: PAINFULL 2/21 JEFFERSON COUNTY INDUSTRIAL	565.35	565.35
2/22/21	7447	200001 100001	Invoice: PAINFULL 2/21 SACKETS HARBOR LDC	424.02	424.02
2/22/21	7448	200001 200001 200001 100001	Invoice: 20449584 Invoice: 20449581 Invoice: 20449580 JOHNSON NEWSPAPER CORPORATION	97.90 97.90 159.01	354.81
2/22/21	7449	200001 100001	Invoice: 21021 WESTELCOM	171.56	171.56
Total				73,470.77	73,470.77

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy
Committee Meeting Minutes
February 23, 2021**

Present (Loan Review): Robert Aliasso, Chair, David Converse, John Jennings
Present (Alternative Energy): William Johnson, Paul Warneck

Also Present: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Jay Matteson, Lisa L'Huillier

- I. Call to Order:** Loan Review Chair Aliasso called the meeting to order at 8:01 a.m.
- II. Pledge of Allegiance**
- III. UTEP for renewable energy projects:**

Mr. Aliasso said he believes there should be a rider or amendment to the UTEP for renewable energy projects. Mr. Warneck said that he advocates for a subsection in the UTEP or a separate UTEP for alternative energy projects. He said that we should put a moratorium on accepting alternative energy project applications until the UTEP is done.

There was general discussion on individual projects for Lightstar, the Chaumont project, the Omni projects that have been put on hold, and Nexamp projects in Henderson.

Mr. Aliasso said that there should be an addendum or rider for host community agreements along with escrow. Mr. Warneck feels that the current application is lacking for alternative energy projects.

Committee members discussed the current fee structure but mentioned that it may need to be revised for larger-scale projects. Mr. Zembiec said that counsel bills clients directly. Committee members asked if Attorney Moses has billed the Omni projects and wondered if he has been paid. Mr. Zembiec said that he will inquire. Mr. Warneck suggested Mr. Eaton put together our expenses and bill Omni. Mr. Aliasso said that we could have a cancellation schedule because there should be an expiration on delay so it can't be indefinite. Mr. Warneck and Mr. Converse agree that the IDA should bill the client and pay the attorney. Mr. Zembiec said that he will ask the attorney's what their preference and will check with other IDA's.

Mr. Aliasso said there could be a section to determine if escrow is needed. He said it could be discussed at Loan Review.

Mr. Aliasso mentioned the use of farmland. He said that while we can't prohibit it, we could give negative impact in the cost benefit analysis. Mr. Matteson was asked to provide a summary to the board on how prime farmland could be defined by soil type.

Mr. Warneck said that we need to get policies in place before we consider large-scale projects. He said that he has no problem with smaller projects that already have local approvals.

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy
Committee Meeting Minutes
February 23, 2021**

Mr. Converse brought up the host community agreements and said that they shouldn't affect what we charge. Mr. Warneck said that once we allow them, the taxing jurisdictions will all start requesting one before they accept a PILOT. He said it's unfair to what we've done in the past.

Mr. Zembiec said the IDA will be participating in a Henderson meeting tonight. He said that he will let them know that our board is not in favor of host community agreements because they are looked at negatively at this time.

It was agreed that Mr. Zembiec will send out a marked up UTEP incorporating his suggestions and then board members can submit their suggestions.

Mr. Zembiec noted that he will not require a support letter from taxing jurisdictions for projects that follow the UTEP since it creates confusion. He said that we should require letters for projects that have already begun. He also said that we could create a one-page certification to identify whether or not a host community agreement will be used.

IV. Other/Unfinished Business:

- 1. REDI Grant Projects** – Mr. Zembiec said that he recently sent out a form letter to all 64 recipients. He said that 30 have responded and 7 of those have indicated that they are interested in financing. Mr. Zembiec asked if we should use our traditional 5% interest rate or a lower rate of 3%. Committee members agreed with using 3%.

Mr. Zembiec said that he also created a template for a letter some recipients to show they made a good faith effort to obtain the required local match.

- V. Adjournment:** A motion to adjourn the joint meeting was made by Mr. Converse, seconded by Mr. Aliasso. The joint meeting adjourned at 9:20 a.m.

Respectfully submitted,

Peggy Sampson

DRAFT

Jefferson County Industrial Development Agency

Resolution Number 03.04.2021.01

**Authorization to apply for Rural Business Development Grant to Assist
in the
Construction of a Solar Panel Manufacturing Facility in Jefferson County**

WHEREAS, the Jefferson County Industrial Development Agency (JCIDA) seeks to support the construction of a solar panel manufacturing facility on property owned by the JCIDA and known as The Business Complex at Watertown International; and

WHEREAS, that facility would be located in the Town of Hounsfield, NY, a town with a population under 50,000 people and thereby recognized by the United States Department of Agriculture Rural Development as a qualifying rural area; and

WHEREAS, the proposed manufacturing facility would create a significant number of jobs benefiting the town and surrounding rural region; now therefore be it

RESOLVED, that the JCIDA apply to the United States Department of Agriculture's Rural Business Development Grant Program for an amount not to exceed \$500,000, and that these funds be used as working capital to develop the project, including professional services, equipment purchases, and/or construction costs; and be it also

RESOLVED, that the Chief Executive Officer or his designee take all necessary action on behalf of the Agency in filing and completing an application for the aforementioned grant and such other actions as he may deem necessary.

This resolution shall take effect immediately.

W. Edward Walldroff, Secretary

Rural Business Development Grants (RBDG)

What does this program do?

RBDG is a competitive grant designed to support targeted technical assistance, training, and other activities leading to the development or expansion of small and emerging private businesses in rural areas that have fewer than 50 employees and less than \$1 million in gross revenues. Programmatic activities are separated into enterprise or opportunity type grant activities.

Who may apply for this program?

Rural public entities including, but not limited to:

- Towns
- Communities
- State agencies
- Authorities
- Nonprofit Corporations
- Institutions of Higher Education
- Federally recognized Tribes
- Rural Cooperatives

What is an eligible area?

RBDG funds must be directed for projects benefitting rural areas or towns outside the urbanized periphery of any city with a population of 50,000 or more. Check eligible areas.

How much funding is available?

There is no maximum grant amount for enterprise or opportunity type grants; however, smaller requests are given higher priority. Generally, grants range from \$10,000 up to \$500,000. There is no cost sharing requirement. Total opportunity type grant funding is limited statutorily to up to 10% of the total RBDG annual funding.

How may funds be used?

Enterprise type grant funds must be used on projects to benefit small and emerging businesses in rural areas as specified in the grant application. Uses may include:

- Training and technical assistance, such as project planning, business counseling/training, market research, feasibility studies, professional/technical reports, or product/service improvements
- Acquisition or development of land, easements, or rights of way; construction, conversion, renovation, of buildings, plants, machinery, equipment, access streets and roads, parking areas, utilities

- Pollution control and abatement
- Capitalization of revolving loan funds including funds that will make loans for start-ups and working capital
- Distance adult learning for job training and advancement
- Rural transportation improvement
- Community economic development
- Technology-based economic development
- Feasibility studies and business plans
- Leadership and entrepreneur training
- Rural business incubators
- Long-term business strategic planning

Opportunity type grant funding must be used for projects in rural areas and they can be used for:

- Community economic development
- Technology-based economic development
- Feasibility studies and business plans
- Leadership and entrepreneur training
- Rural business incubators
- Long-term business strategic planning

How are applications evaluated for competitive funding?

RBDG applications compete at the state office level, which are dependent on appropriations.

All applications are evaluated based on:

- Evidence showing job creation to occur with local businesses;
- Percent of nonfederal funding committed to the project;
- Economic need in the area to be served;
- Consistency with local economic development priorities;
- Experience of the grantee with similar efforts; and
- Other factors described in the current Notice of Solicitation of Applications (NOSA), if one is published.

How do we get started?

Applications are accepted through USDA Rural Development's local or State offices once per year. Applicants are advised to view program information specific to your local or State office to learn about local application timelines, concept paper requirements, etc.

Grant awardees will need to complete required paperwork and comply with the terms and conditions of the award. Contact your local or State office for details.

Who can answer questions?

Contact your local RD office.

What governs this program?

- Basic Program – 7 CFR Part 4280 Subpart E
- This program is authorized by the Consolidated Farm and Rural Development Act (ConAct).

What governed the predecessor programs of RBEG and RBOG, as well as all awards given before FY 2015?

- RBEG Basic Program
RD Instruction 1942-G
- RBOG Basic Program
7 CFR Part 4284
- This program was authorized by the Consolidated Farm and Rural Development Act (ConAct).

Why does USDA Rural Development do this?

This program provides grants for rural projects that finance and facilitate development of small and emerging rural businesses, help fund distance learning networks, and help fund employment related adult education programs. To assist with business development, RBDGs may fund a broad array of activities.

NOTE: Because citations and other information may be subject to change, please always consult the program instructions listed in the section above titled "What Governs This Program?" You may also contact your local office for assistance. You will find additional forms, resources, and program information at rd.usda.gov. USDA - 66 - equal opportunity provider, employer, and lender.

PROJECT AUTHORIZING RESOLUTION

(Roth Industries Inc. Project)

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

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

Resolution No. 03.04.2021.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING ROTH INDUSTRIES INC., FOR ITSELF AND/OR ON BEHALF OF AN ENTITY OR ENTITIES TO BE FORMED (COLLECTIVELY, THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF 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 FINDINGS 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, the Agency previously undertook a certain project (the "2005 Project") for the benefit of **ROTH INDUSTRIES, INC.** (hereinafter, the "Company") consisting of (i) the acquisition of fee title to an approximately 9 acre parcel of real property located at 268 Bellew Avenue South, Watertown, New York (the "Land", being more particularly identified as Tax Parcel No. 9-43-105.000) and the existing improvements located thereon comprised of approximately 20,000 square feet of space (the "2005 Existing Improvements"), (ii) the planning, design, engineering and construction of an approximately 10,000 square foot addition to the 2005 Existing Improvements to house additional manufacturing space to be operated by the Company (the "2005 Improvements"); (iii) the acquisition and installation in and around the Land, 2005 Existing improvements 2005 Improvements of certain machinery, equipment and other items of tangible personal property (the "2005 Equipment"; and, together with the Land, 2005 Existing Improvements and the 2005 Improvements, the "2005 Facility"); (iv) the issuance

by the Agency of its Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005A in the principal amount of \$5,053,750 and Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005B in the principal amount of \$937,500; and (v) the sale of the 2005 Facility to the Company pursuant to the terms of a certain Installment Sale Agreement (the "2005 ISA"); and

WHEREAS, pursuant to and in accordance with a certain Project Authorizing Resolution adopted by the Agency on June 2, 2016 (the "2016 Project Authorizing Resolution"), the Agency previously undertook a certain project (the "2016 Project") for the benefit of the Company consisting of (i) the planning, design and construction of an approximately 27,500 square foot addition to the 2005 Facility (the "2016 Improvements") located on the Land for expanded manufacturing and warehousing operations by the Company; (ii) the acquisition and installation in and around the 2005 Facility and 2016 Improvements of certain machinery, equipment and other items of tangible personal property (the "2016 Equipment"; and, together with portions of the Land and the 2016 Improvements, the "2016 Facility"); and (iii) the undertaking of a straight-lease transaction in accordance with the Act whereby the Agency and Company entered into certain project documents (the "2016 Project Documents", each dated as of November 18, 2016, including (a) a Lease to Agency (the "Company Lease"), (b) a Lease Agreement (the "Lease Agreement"), (c) a Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), and (d) related documents, all relating to certain defined portion of the Land, which has been identified as Tax Parcel No. 9-43-105.700, and hereinafter the "2016 Facility Land"); and

WHEREAS, 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 or retention by the Agency of a leasehold interest or other interest in all or a portion of the Land; (ii) the planning, design, construction and operation of (A) an approximately 6,700 square foot addition to house a certain blow molding machine and related equipment and (B) a 10,000 square foot storage warehouse facility (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together 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 February 11, 2021, the Agency adopted an initial resolution (the "Initial Project Resolution") which (i) accepted the Company's application, (ii) authorized the scheduling and conduct of a public hearing in compliance with the Act, (iii) described the contemplated forms of financial assistance to be provided by the Agency (the "Financial Assistance", as described herein); 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 City of Watertown (the "City"), the County of

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Jefferson (the "County"), and the Watertown City School District (the "School", and together with the City and County, the "Affected Tax Jurisdictions) at least ten (10) days prior to said Public Hearing are attached hereto as Exhibit A; and

WHEREAS, pursuant to Section 859-a of the Act, the Agency held a public hearing on Wednesday, February 24, 2021 at 9:00 a.m. at 800 Starbuck Avenue, Watertown, New York 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 City Council of the City of Watertown (the "City Council") 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 WAYNE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

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

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

(B) It is desirable and in the public interest for the Agency to (i) acquire title to or other interest in the Land, the Existing Improvements, Improvements and the Equipment constituting the Facility, (ii) lease or sell the Agency's interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Company pursuant to a lease agreement or sale agreement, and (iii) enter into a Straight Lease Transaction with the Company; and

(C) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in the City of Watertown, 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; 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 City Council 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 City Council under SEQRA with respect to the construction and equipping of the Facility pursuant to SEQRA; and

(iii) finds that the Project involves an "unlisted action" (as such quoted term is defined under SEQRA). The Agency's review is "uncoordinated" (as such quoted term is defined under SEQRA). Based upon the review by the Agency of the EAF 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 April 30, 2022 (*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 **\$784,000.00**, which result in New York State and local sales and use tax exemption benefits (“sales and use tax exemption benefits”) not to exceed **\$62,720.00**. 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.

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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. The Agency hereby further authorizes the execution and delivery of all documents and agreements necessary to effectuate the termination of the 2005 ISA and related documents associated with the 2005 Project, including a deed, termination agreements and related documents and forms.

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.

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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.

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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 Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on March 4, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

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

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this ___ day of _____, 2021.

(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

February 12, 2021

VIA CERTIFIED MAIL/
RETURN RECEIPT REQUESTED

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

Re: Jefferson County Industrial Development Agency
Roth Industries, Inc. Project

Ladies and Gentlemen:

Please note that on February 24, 2021 at 9:00 a.m., local time, at 800 Starbuck Avenue, Watertown, NY, 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.

PLEASE NOTE that the Agency has established special hearing logistics and instructions as noted within the enclosed Notice. Given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo and local distancing restrictions at City facilities, the Agency will have limited accommodations for in-person public attendance or participation at this hearing for ten (10) or less individuals at the same time. In addition to this limited capacity gathering, and in furtherance of the provisions of Section 859-a of the Act requiring interested parties be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project, the Agency will also conduct a concurrent virtual public hearing via live audio broadcast

Very truly yours,

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

Schedule A
Affected Tax Jurisdiction Officials

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

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law (the "Act") will be held by the Jefferson County Industrial Development Agency (the "Agency") on the 24th day of February, 2021, at 9:00 a.m., local time, at JCIDA, 800 Starbuck Avenue, Watertown, NY in connection with the matter described below. **PLEASE NOTE** the special hearing logistics and instructions included at the end of this notice.

The Agency previously undertook a certain project (the "2005 Project") for the benefit of **ROTH INDUSTRIES, INC.** (hereinafter, the "Company") consisting of (i) the acquisition of fee title to an approximately 9 acre parcel of real property located at 268 Bellew Avenue South, Watertown, New York (the "Land", being more particularly identified as Tax Parcel No. 9-43-105.000) and the existing improvements located thereon comprised of approximately 20,000 square feet of space (the "2005 Existing Improvements"), (ii) the planning, design, engineering and construction of an approximately 10,000 square foot addition to the 2005 Existing Improvements to house additional manufacturing space to be operated by the Company (the "2005 Improvements"); (iii) the acquisition and installation in and around the Land, 2005 Existing improvements 2005 Improvements of certain machinery, equipment and other items of tangible personal property (the "2005 Equipment"; and, together with the Land, 2005 Existing Improvements and the 2005 Improvements, the "2005 Facility"); (iv) the issuance by the Agency of its Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005A in the principal amount of \$5,053,750 and Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005B in the principal amount of \$937,500; and (v) the sale of the 2005 Facility to the Company pursuant to the terms of a certain Installment Sale Agreement (the "2005 ISA").

Pursuant to and in accordance with a certain Project Authorizing Resolution adopted by the Agency on June 2, 2016 (the "2016 Project Authorizing Resolution"), the Agency previously undertook a certain project (the "2016 Project") for the benefit of the Company consisting of (i) the planning, design and construction of an approximately 27,500 square foot addition to the 2005 Facility (the "2016 Improvements") located on the Land for expanded manufacturing and warehousing operations by the Company; (ii) the acquisition and installation in and around the 2005 Facility and 2016 Improvements of certain machinery, equipment and other items of tangible personal property (the "2016 Equipment"; and, together with portions of the Land and the 2016 Improvements, the "2016 Facility"); and (iii) the undertaking of a straight-lease transaction in accordance with the Act whereby the Agency and Company entered into certain project documents (the "2016 Project Documents", each dated as of November 18, 2016, including (a) a Lease to Agency (the "Company Lease"), (b) a Lease Agreement (the "Lease Agreement"), (c) a Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), and (d) related documents, all relating to certain defined portion of the Land, which has been identified as Tax Parcel No. 9-43-105.700, and hereinafter the "2016 Facility Land").

The Company has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition or retention by the Agency of a leasehold interest or other interest in a portion of the Land; (ii) the planning, design, construction and operation of (A) an approximately 6,700 square foot addition to house a certain blow molding machine and related equipment and (B) a 10,000 square foot

storage warehouse facility (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together 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 acquisition, construction or equipping of the Facility; (B) mortgage recording tax exemption(s) relating to financings undertaken by the Company in furtherance of the Project; and (C) a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement ("PILOT Agreement").

PLEASE NOTE SPECIAL PUBLIC HEARING CONDUCT INSTRUCTIONS AND INFORMATION:

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: Jefferson County, NY Economic Development - Jefferson County IDA (jcida.com). However, given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo and local distancing restrictions at municipal facilities, the Agency will have limited accommodations for in-person public attendance or participation at this hearing for ten (10) or less individuals at the same time. In addition to this limited capacity gathering, and in furtherance of the provisions of Section 859-a of the Act requiring interested parties be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project, the Agency will also conduct a concurrent virtual public hearing via live audio broadcast at Jefferson County New York Economic Development - YouTube. Any individuals seeking to participate and provide comment will also be provided with a video conference link at <https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVVjKytDdz09> Meeting ID: 843 5525 0468, Password: 011440, 1-929-205-6099 US (New York). Finally, the Agency also encourages all interested parties to submit written comments to the Agency, which will all be included within the public hearing record, which can be submitted to David Zembiec, Chief Executive Officer, Jefferson County IDA, 800 Starbuck Avenue, Watertown, New York 13601 and/or dzembiec@jcida.com.

DATED: February 13, 2021

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

**Jefferson County Industrial Development Agency
Public Hearing Minutes
February 24, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 9:00 a.m. Wednesday, February 24, 2021, at its offices located on 800 Starbuck Ave, Watertown, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for **Roth Industries Inc.** for a PILOT/Straight Lease transaction for their expansion project.

Present: David Zembiec, JCIDA CEO; Peggy Sampson, Executive Assistant; Marshall Weir, Deputy CEO; John Pezzi, Roth VP of Operations

Mr. Zembiec opened the hearing at 9:00 a.m. and read the public hearing notice and public hearing rules.

Mr. Zembiec asked for public comment. No one spoke during the public hearing.

At 9:03 a.m., Mr. Zembiec closed the hearing.

Project Information:

The Company has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition or retention by the Agency of a leasehold interest or other interest in a portion of the Land; (ii) the planning, design, construction and operation of (A) an approximately 6,700 square foot addition to house a certain blow molding machine and related equipment and (B) a 10,000 square foot storage warehouse facility (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together 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 acquisition, construction or equipping of the Facility; (B) mortgage recording tax exemption(s) relating to financings undertaken by the Company in furtherance of the Project; and (C) a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement ("PILOT Agreement").



David Zembiec
Hearing Officer

EXHIBIT B
SEQRA MATERIALS

Short Environmental Assessment Form

Part 1 - Project Information

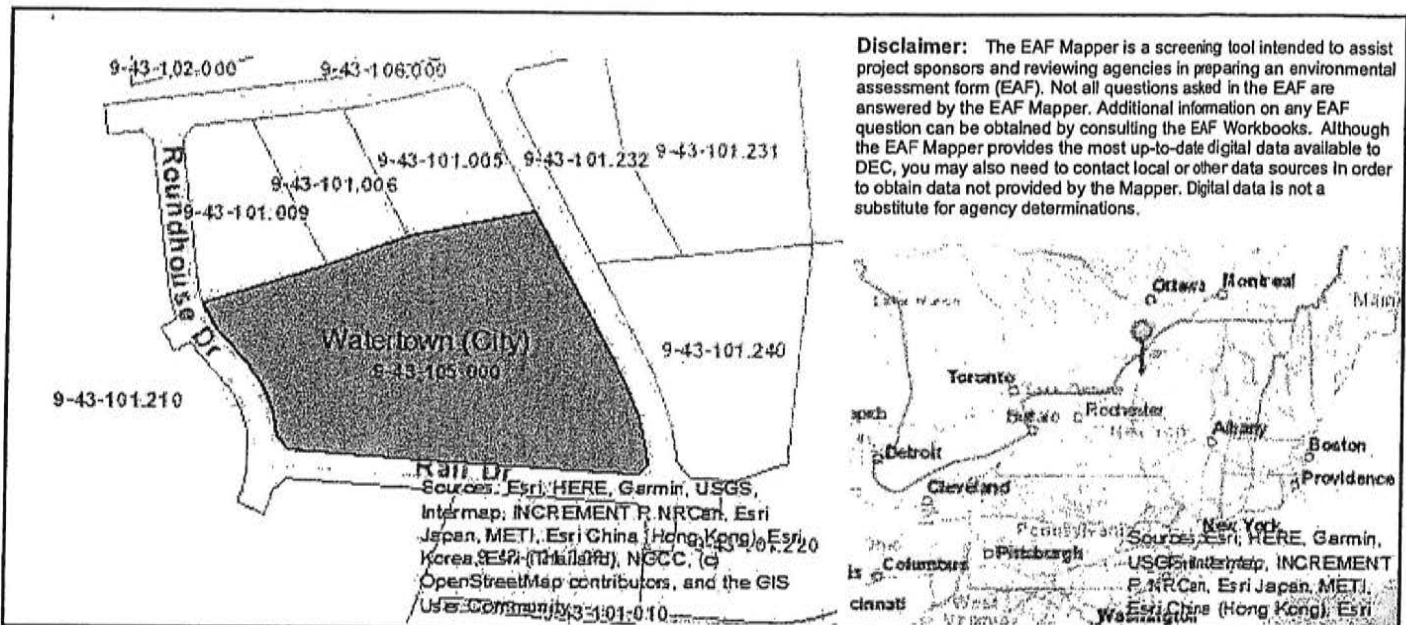
Instructions for Completing

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			
Project: Expansion Project Sponsor: Roth Industries, Inc			
Name of Action or Project:			
Expansion Project			
Project Location (describe, and attach a location map):			
268 Bellew Ave South, Watertown, NY			
Brief Description of Proposed Action:			
The project consists of two building additions totaling 7,340 SF on the northwest corner of the existing manufacturing facility and construction of a 10,400 SF storage building with covered loading dock at the southwest corner of the property. Site improvements include reconfiguration of the asphalt storage area and southwestern entrance drive to accommodate the building additions and loading dock access, gas and electric services to the proposed storage building, chain link fence reconfiguration, site lighting, grading and drainage. The new gas and electric services will extend from existing utilities located along the east side of Roundhouse Drive.			
Name of Applicant or Sponsor:		Telephone: 888-266-7684	
Roth Industries, Inc		E-Mail: johnp@roth-usa.com	
Address:			
268 Bellew Ave South			
City/PO:		State:	Zip Code:
Watertown		NY	13601
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation?			NO
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.			YES
2. Does the proposed action require a permit, approval or funding from any other government Agency?			NO
If Yes, list agency(s) name and permit or approval:			YES
3. a. Total acreage of the site of the proposed action? _____ 8.86 acres			
b. Total acreage to be physically disturbed? _____ 0.81 acres			
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ 8.86 acres			
4. Check all land uses that occur on, are adjoining or near the proposed action:			
5. <input checked="" 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	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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? If Yes, identify: _____	NO	YES		
	<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 type="checkbox"/>	<input checked="" type="checkbox"/>	
	<input type="checkbox"/>	<input checked="" 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? If the proposed action will exceed requirements, describe design features and technologies: _____ _____	NO	YES		
	<input type="checkbox"/>	<input checked="" type="checkbox"/>		
10. Will the proposed action connect to an existing public/private water supply? If No, describe method for providing potable water: _____ Building additions will connect to existing interior water supply. The proposed storage building will not be connected to any water utilities	NO	YES		
	<input type="checkbox"/>	<input checked="" type="checkbox"/>		
11. Will the proposed action connect to existing wastewater utilities? If No, describe method for providing wastewater treatment: _____ Building additions will connect to existing interior plumbing. The proposed storage building will not be connected to any wastewater utilities	NO	YES		
	<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 checked="" 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 checked="" type="checkbox"/>	<input type="checkbox"/>		
If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: _____ There are wetlands located within the City Center Industrial Park and adjacent lands, but not within the Roth owned Property _____ _____				



Part 1 / Question 7 [Critical Environmental Area]	No
Part 1 / Question 12a [National or State Register of Historic Places or State Eligible Sites]	No
Part 1 / Question 12b [Archeological Sites]	Yes
Part 1 / Question 13a [Wetlands or Other Regulated Waterbodies]	Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
Part 1 / Question 15 [Threatened or Endangered Animal]	Yes
Part 1 / Question 15 [Threatened or Endangered Animal - Name]	Indiana Bat, Northern Long-eared Bat
Part 1 / Question 16 [100 Year Flood Plain]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
Part 1 / Question 20 [Remediation Site]	No

Agency Use Only [If applicable]

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:		
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"/>

Agency Use Only [If applicable]

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.

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.

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.

CITY OF WATERTOWN CITY COUNCIL

Name of Lead Agency

3/19/20

Date

JEFFREY M. SMITH

Print or Type Name of Responsible Officer in Lead Agency

MAYOR

Title of Responsible Officer

Signature of Responsible Officer in Lead Agency

Signature of Preparer (if different from Responsible Officer)

PRINT FORM

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February 24, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 9:30 a.m. Wednesday, February 24, 2021, at its offices located on 800 Starbuck Ave, Watertown, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for NY USLE Carthage SR26 A LLC for a PILOT transaction.

Present: David Zembiec, CEO; Peggy Sampson, Executive Assistant; Marshall Weir, Deputy CEO; Bruce Ferguson, Town of Champion; Matthew Moses, Esq., Jim Self

Mr. Zembiec opened the hearing at 9:30 a.m. and read the public hearing notice and public hearing rules.

Mr. Zembiec asked for public comment.

Bruce Ferguson (Supervisor Town of Champion) 40 N. Broad Street, Carthage, NY 13619 – Mr. Ferguson had the following comments:

- Reference Section II, D of the Application – Site plan approval date was 8/11/20 not 8/11/19.
- Required decommissioning plan with bond and subdivision filing still pending completion.

At 9:34 a.m., Mr. Zembiec closed the hearing.

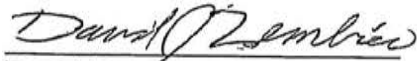
Project Information:

NY USLE Carthage SR26 A LLC (the “Company”) submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the “IDA Application”) requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the “Land”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the “Facility”) to be operated by the Company (the Land and the Facility collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the sublease of the Project Facility

**Jefferson County Industrial Development Agency
Public Hearing Minutes
February 24, 2021**

NY USLE Carthage SR26 A LLC

back to the Company or such other person as may be designated by the Company and agreed upon by the Agency. The Company will be the operator of the Project Facility.



David Zembiec
Hearing Officer

DRAFT

TAX EXEMPTION RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on March 4, 2021 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 03.04.2021.03

RESOLUTION DETERMINING CONFORMITY OF PLANNED FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 A LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

DRAFT

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

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Uniform Tax Exemption Policy ("UTEP"), taking into account both the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule and recognizing the County of Jefferson's request that the Agency not provide local share sales tax exemption benefit for community solar projects in a context where the UTEP makes reference to provision of full sales tax exemption benefit.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP and the County's request, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso, Jr.</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

DRAFT

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 4, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ___ day of March, 2021.

David J. Zembiec, Chief Executive Officer

AUTHORIZING RESOLUTION

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A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on March 4, 2021 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 03.04.2021.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH NY USLE CARTHAGE SR26 A LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF CHAMPION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the “Application”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the “Land”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the “Facility”) to be operated by the Company (the Land and the Facility collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations”, and together with the SEQR Act, “SEQRA”), the members of the Agency adopted a resolution on February 11, 2021 (the “Environmental Resolution”) by

which the Agency determined (A) that the Project constitutes an “Unlisted Action” pursuant to SEQRA, (B) that the Town of Champion Planning Board, acting as lead agency, conducted an uncoordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Champion Planning Board and the full environmental assessment form and concurred with the Town of Champion Planning Board’s determination, (C) that the Project will not have a “significant adverse impact on the environment” pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on February 11, 2021, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the “Public Hearing”) to be mailed on February 12, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on February 13, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on February 24, 2021 at 9:30 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on March 4, 2021 (the “Tax Exemption Resolution”), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency’s Uniform Tax Exemption Policy (“UTEP”) and the County of Jefferson’s request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the “Agency Documents”): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the “Company Lease”); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the “Bill of Sale”); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the “Agency Lease”); (D) a certain agreement for payments in lieu of tax (“PILOT”) by and between the Agency and the Company with respect to the Project Facility (the “PILOT Agreement”); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the “Closing Documents”); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

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- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;
- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso, Jr.</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L’Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

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I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 4, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ___ day of March, 2021.

David J. Zembiec, Chief Executive Officer

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Exhibit A

PILOT Payments

Year	PILOT Payment (\$)
1	36,285.67
2	35,574.18
3	34,876.65
4	34,192.79
5	33,522.35
6	32,865.05
7	32,220.63
8	31,588.86
9	30,969.47
10	30,362.22
11	29,766.88
12	29,183.22
13	28,611.00
14	28,050.00
15	27,500.00

**Jefferson County Industrial Development Agency
Public Hearing Minutes
February 24, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 10:00 a.m. Wednesday, February 24, 2021, at its offices located on 800 Starbuck Ave, Watertown, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for NY USLE Carthage SR26 B LLC for a PILOT transaction.

Present: David Zembiec, CEO; Peggy Sampson, Executive Assistant; Marshall Weir, Deputy CEO; Matthew Moses, Esq.

Mr. Zembiec opened the hearing at 10:00 a.m. and read the public hearing notice and public hearing rules.

Mr. Zembiec asked for public comment.

Bruce Ferguson (Supervisor Town of Champion) 40 N. Broad Street, Carthage, NY 13619 – Mr. Ferguson submitted written comments which consists of the following:

- Reference Section II, D of the Application – Site plan approval date was 8/11/20 not 8/11/19.
- Required decommissioning plan with bond and subdivision filing still pending completion.

At 10:04 a.m., Mr. Zembiec closed the hearing.

Project Information:

NY USLE Carthage SR26 B LLC (the “Company”) submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the “IDA Application”) requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the “Land”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.3 megawatts (the “Facility”) to be operated by the Company (the Land and the Facility collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the sublease of the Project Facility

**Jefferson County Industrial Development Agency
Public Hearing Minutes
February 24, 2021**

NY USLE Carthage SR26 B LLC

back to the Company or such other person as may be designated by the Company and agreed upon by the Agency. The Company will be the operator of the Project Facility.



David Zembiec
Hearing Officer

David Zembiec

From: Bruce Ferguson <champion.supervisor@racog.org>
Sent: Wednesday, February 24, 2021 9:51 AM
To: David Zembiec
Subject: Public Hearing - NY USLE Carthage SR26 B LLC

To JCIDA,

I'd like to submit the following comments for subject public hearing:

- 1.Reference Section II, D, - Site plan approval date was 8/11/2020 not 8/11/2019.
- 2.Required Decommissioning Plan with bond and subdivision filing still pending completion.

Thank you,

Bruce R. Ferguson,
Supervisor Town of Champion

TAX EXEMPTION RESOLUTION

DRAFT

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on March 4, 2021 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 03.04.2021.05

RESOLUTION DETERMINING CONFORMITY OF PLANNED FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR NY USLE CARTHAGE SR26 B LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

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WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the "Application"), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.3 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

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Uniform Tax Exemption Policy ("UTEP"), taking into account both the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule and recognizing the County of Jefferson's request that the Agency not provide local share sales tax exemption benefit for community solar projects in a context where the UTEP makes reference to provision of full sales tax exemption benefit.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP and the County's request, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman and Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso, Jr.</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

DRAFT

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 4, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ___ day of March, 2021.

David J. Zembiec, Chief Executive Officer

AUTHORIZING RESOLUTION

DRAFT

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on March 4, 2021 at 8:30 o'clock a.m., local time.

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 03.04.2021.06

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH NY USLE CARTHAGE SR26 B LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF CHAMPION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 369 of the 1971 Laws of New York, as amended, constituting Section 892-e of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of commercial facilities, among others, for the purpose of promoting, attracting and developing economically sound

commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, install, and equip one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application to the Agency on or about November 2, 2020 and subsequently amended same (as amended, the “Application”), a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Champion, to wit: tax parcel 76.00-2-42.1, Jefferson County, New York (the “Land”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 3.3 megawatts (the “Facility”) to be operated by the Company (the Land and the Facility collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”), and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations”, and together with the SEQR Act, “SEQRA”), the members of the Agency adopted a resolution on February 11, 2021 (the “Environmental Resolution”) by

which the Agency determined (A) that the Project constitutes an “Unlisted Action” pursuant to SEQRA, (B) that the Town of Champion Planning Board, acting as lead agency, conducted an uncoordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Champion Planning Board and the full environmental assessment form and concurred with the Town of Champion Planning Board’s determination, (C) that the Project will not have a “significant adverse impact on the environment” pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on February 11, 2021, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the contemplated Financial Assistance (the “Public Hearing”) to be mailed on February 12, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on February 13, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on February 24, 2021 at 10:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on March 4, 2021 (the “Tax Exemption Resolution”), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency’s Uniform Tax Exemption Policy (“UTEP”) and the County of Jefferson’s request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the “Agency Documents”): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the “Company Lease”); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the “Bill of Sale”); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the “Agency Lease”); (D) a certain agreement for payments in lieu of tax (“PILOT”) by and between the Agency and the Company with respect to the Project Facility (the “PILOT Agreement”); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the “Closing Documents”); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

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- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;
- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

- (B) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Agency Lease).

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional 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 Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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

<u>David J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso, Jr.</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

DRAFT

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on March 4, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ___ day of March, 2021.

David J. Zembiec, Chief Executive Officer

Exhibit A

DRAFT

PILOT Payments

Year	PILOT Payment (\$)
1	23,948.54
2	23,478.96
3	23,018.59
4	22,567.24
5	22,124.75
6	21,690.93
7	21,265.62
8	20,848.64
9	20,439.85
10	20,039.07
11	19,646.14
12	19,260.93
13	18,883.26
14	18,513.00
15	18,150.00

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

2020-2021 Board Attendance

Name	Oct	Nov	Dec	Jan	Feb	2/18/2021	Mar	Apr	May	Jun	Jul	Aug	Sep
Aliasso, Robert	P	P	P	P	P	P							
Converse, David	P	P	P	P	P	P							
Jennings, John	P	A	E	P	P	E							
Johnson, William	P	P	P	P	P	P							
L'Huillier, Lisa	P	P	P	P	P	P							
Walldroff, W. Edward	P	P	P	P	P	P							
Warneck, Paul	P	P	P	P	P	P							
Totals:	7	6	6	7	7	6							
P - Present													
- Excused													
- Absent													