

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
August 1, 2024**

The Jefferson County Industrial Development Agency held its board meeting on Thursday, August 1, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

**Present:** Robert E. Aliasso, Jr., William Johnson, W. Edward Walldroff, John Condino, David Converse, Paul Warneck, Lisa L’Huillier

**Excused:** None

**Absent:** None

**Also Present:** Rob Aiken, Christine Powers  
Zoom: Justin Miller, Esq. (Harris Beach)

**Staff Present:** Marshall Weir, Jay Matteson, Lyle Eaton, Peggy Sampson, Robin Stephenson

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:43 a.m.
- II. Privilege of the Floor:** No one spoke.
- III. Minutes:** Minutes of the meeting held June 27, 2024 were presented. A motion to approve the minutes as presented was made by Mr. Converse, seconded by Ms. L’Huillier. Minutes of the special meeting held July 8, 2024 were presented. A motion to approve the minutes as presented was made by Mr. Johnson, seconded by Mr. Condino. All in favor. Carried.
- IV. Treasurer’s Report:** Mr. Warneck reviewed the financials for the period ending July 31, 2024. He reported that the PILOTs/Lease leaseback fee revenue is still below what was budgeted.

Mr. Warneck said that he noticed that Hale’s Bus Garage LLC and Three Mile Bay Ventures, LLC (TMBV) fees are overdue. Mr. Eaton said that the Hale’s project is closing this week. Mr. Warneck acknowledged the arrangement for letting the TMBV fee be paid by the end of this calendar year; however, he pointed out they have already enjoyed the benefit of the sales tax exemption and wanted to know what happens if they don’t pay that fee. He said that he is concerned with letting those types of fees go past closing. He said that he understands the reason, but in the future, we need to collect those fees at the time of closing. Ms. Powers suggested creating a payment schedule since they may not have the extra cash at the onset of starting the business. Mr. Warneck agreed that an arrangement could be made but said that it should occur before closing. Mr. Eaton said that the owner indicated that they have a few weddings scheduled this fall and some next year.

Mr. Warneck reviewed the delinquent accounts. After discussion, a motion was made by Mr. Johnson to accept the financial statement as presented, seconded by Mr. Walldroff. All in favor. Carried.

- V. Committee Reports:**
  - a. Alternative Energy –** Mr. Warneck said the committee has not met. Mr. Johnson mentioned a developer in Lyme that is proposing a 150MW solar project that has the Town of Lyme in an uproar.

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Mr. Walldroff said that the upcoming resolutions provided some very valuable statistical information on build-out costs. Mr. Warneck said that it would be nice if we could find out what the transfer costs are to see what these projects are really worth.

**VI. Unfinished Business:** None.

**VII. New Business:**

- 1. NYS Comptroller's Follow-up Audit** – Chairman Aliasso said that there was a pre-meeting the other day. Mr. Weir said that there are several auditors on-site as a follow-up to the 2020 audit that was conducted. He said that they are reviewing the corrective action plan to make sure that we are adhering to that plan. He expects them to be on-site for approximately 10 days. At the conclusion, they will issue a letter for their findings, but there will not be any further response required by the board or staff.

**VIII. Counsel:**

- 1. Authorizing Resolution No. 08.01.2024.01 for OYA Robinson Road LLC** – Attorney Miller provided background. He said that OYA is selling a large part of its NY portfolio. He said this is a standard request and indicated that an application supplement was also provided which includes the MIPA purchase price.

Paul Smith joined the meeting at 9:01 a.m.

Attorney Miller said we were given details about the buyer, Aggreko. He said that OYA is getting out of these projects as the early development arm and Aggreko is coming in as owner of the project for its useful life.

Chairman Aliasso asked to have a comparison of what was approved initially and what it actually cost. Attorney Miller said a side-by-side comparison can be done. He noted that the \$2,000 fee per the policy was collected.

Mr. Warneck said that Attorney Miller mentioned MIPA, but he did not see the numbers in the packet. Attorney Miller said that he would send the updated information.

Chairman Aliasso read the purpose of the resolution. A motion was made by Mr. Converse to approve the resolution, seconded by Ms. L'Huillier. Roll call vote. Mr. Aliasso – Yea, Mr. Johnson – Yea, Mr. Warneck – Yea, Mr. Walldroff – Yea, Mr. Condino – Yea, Ms. L'Huillier – Yea, and Mr. Converse – Yea. Carried.

- 2. Authorizing Resolution No. 08.01.2024.02 for OYA Wayside Drive LLC** – Chairman Aliasso read the purpose of the resolution. A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Condino. Roll call vote. Mr. Aliasso – Yea, Mr. Johnson – Yea, Mr. Warneck – Yea, Mr. Walldroff – Yea, Mr. Condino – Yea, Ms. L'Huillier – Yea, and Mr. Converse – Yea. Carried.

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- 3. Authorizing Resolution No. 08.01.2024.03 for Clayton Harbor Hotel, LLC (Cell Tower Lease Approval)** – Attorney Miller provided background information. He said the IDA entered into a lease lease-back agreement with the hotel. He said the hotel was approached by Verizon because of the ‘dead area’ up there in Clayton for cellular communications. He said that the hotel entered into negotiations to put an antenna on the roof of the hotel and the IDA has to give consent. He said that we worked with them along the way to coincide with their planning approvals because we didn’t want to get ahead of the SEQR process, which just occurred last week or so. Attorney Miller said the original project approval did not include cellular communications towers so as part of the consent to the sublease and installation and improvement, we made it clear that the assessor will establish a separate sub-tax parcel for the improvements which will generate full tax outside of the PILOT and will be paid by the owner of the building.

Chairman Aliasso read the purpose of the resolution. A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Condino. Mr. Walldroff asked if it went through the planning board with no problems. Ms. Powers said yes. Roll call vote. Mr. Aliasso – Yea, Mr. Johnson – Yea, Mr. Warneck – Yea, Mr. Walldroff – Yea, Mr. Condino – Yea, Ms. L’Huillier – Yea, and Mr. Converse – Yea. Carried.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Condino, seconded by Mr. Walldroff. All in favor. The meeting was adjourned at 9:14 a.m.

Respectfully submitted,  
*Peggy Sampson*



**AUTHORIZING RESOLUTION**  
*(OYA Robinson Road LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, August 1, 2024.

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

Resolution No. 08.01.2024.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE PROPOSED ASSIGNMENT OF MEMBERSHIP INTERESTS IN THE COMPANY PURSUANT TO AN ASSIGNMENT AND ASSUMPTION AGREEMENT; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

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

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on August 6, 2020 (the “Project Authorizing Resolution”), the Agency appointed **OYA ROBINSON ROAD LLC** (the “Company”) as its agent to undertake a certain project (the “Project”) consisting of: (A)(i) the acquisition by the Agency of a leasehold interest in vacant real property located at 18600 Robinson Road in the Town of Orleans, New York (the “Land”, being more particularly described as tax parcel Nos. 13.00-2-47.1 and 13.00-2-32.1); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the “Facility”); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the “Equipment” and together with the Land and the Facility, the “Project Facility”); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes (except as limited by Section 874 of the General Municipal Law) (the “Financial Assistance”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of April 1, 2021, which included the following documents and

agreements: (i) that certain Project Agreement (the “Project Agreement”), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021 at Instrument Number 2021-00006676 (the “Company Lease Agreement”), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021 at Instrument Number 2021-00006677 (the “Agency Lease Agreement”), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the “PILOT Agreement”), (v) that certain Environmental Compliance and Indemnification Agreement (the “Environmental Compliance Agreement”); and (vii) related documents (collectively, the “Project Documents” as amended pursuant to a certain Omnibus Amendment Agreement, dated as of December 9, 2021); and

WHEREAS, at the time of closing of the Straight Lease Transaction, the Company was wholly owned by OYA Solar MM1 LLC (the “Original Company Parent”), and upon consent of the Agency by resolution adopted December 2, 2021, and the execution of an assignment Agreement, dated as of December 22, 2021, the membership interests in the Company were assigned to OYA-GPC 2021 HoldCo LLC (the “Current Parent Company”); and

WHEREAS, the Company has advised the Agency that the Current Parent Company and Company (all owned and controlled by OYA Solar US GP Inc.) will be sold to and acquired by and through AETS OpCo Holdings LLC (the “New Company Parent”, as owned and controlled by Aggreko Energy Transition Solutions, Inc.) whereby the New Company Parent will wholly own the Company (the “Transfer”); and

WHEREAS, the Transfer requires Agency written consent pursuant to Section 9.2 of the Agency Lease Agreement; and

WHEREAS, the Agency desires to authorize the Transfer, all pursuant to the terms and conditions of this resolution and a certain Assignment and Consent Agreement to be executed by the Company, Current Company Parent and New Company Parent (herein, the “Assignment and Consent Agreement”).

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

Section 1. The Agency hereby authorizes the Transfer, all pursuant to the terms and conditions of this resolution and the Assignment and Consent Agreement to be executed by the Company, Current Company Parent and New Company Parent. The foregoing authorizations shall be memorialized within the Assignment and Consent Agreement.

Section 2. Subject to (i) the Company’s payment of all costs and fees associated with undertaking the Transfer, and (ii) the Company, Current Company Parent and New Company Parent executing the Assignment Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in



the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

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

Section 4. These Resolutions shall take effect immediately upon adoption.

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

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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON ) ss:

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

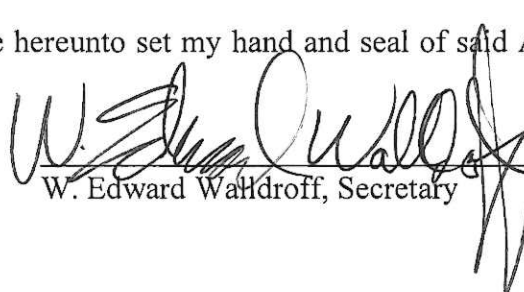
That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on August 1, 2024, with the original thereof on file in my office, and that the same is a true and correct copy 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 1<sup>st</sup> day of August, 2024.

  
W. Edward Walldroff, Secretary

[SEAL]



**AUTHORIZING RESOLUTION**  
*(OYA Wayside Drive LLC Project)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, August 1, 2024.

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

Resolution No. 08.01.2024.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE PROPOSED ASSIGNMENT OF MEMBERSHIP INTERESTS IN THE COMPANY PURSUANT TO AN ASSIGNMENT AND ASSUMPTION AGREEMENT; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

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

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on August 6, 2020 (the “Project Authorizing Resolution”), the Agency appointed **OYA WAYSIDE DRIVE LLC** (the “Company”) as its agent to undertake a certain project (the “Project”) consisting of: (A)(i) the acquisition by the Agency of a leasehold interest in vacant real property located at 22421 Wayside Drive in the Town of Pamela, New York (the “Land”, being more particularly described as tax parcel No. 74.09-1-6); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the “Facility”); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the “Equipment” and together with the Land and the Facility, the “Project Facility”); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes (except as limited by Section 874 of the General Municipal Law) (the “Financial Assistance”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of April 1, 2021, which included the following documents and



agreements: (i) that certain Project Agreement (the “Project Agreement”), (ii) that certain Company Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021 at Instrument Number 2021-00006674 (the “Company Lease Agreement”), (iii) that certain Agency Lease Agreement, a memorandum of which was recorded in the Office of the Jefferson County Clerk on April 30, 2021 at Instrument Number 2021-00006675 (the “Agency Lease Agreement”), (iv) that certain Payment-in-Lieu-of-Tax Agreement (the “PILOT Agreement”), (v) that certain Environmental Compliance and Indemnification Agreement (the “Environmental Compliance Agreement”); and (vii) related documents (collectively, the “Project Documents”, as amended pursuant to a certain Omnibus Amendment Agreement, dated as of December 9, 2021); and

WHEREAS, at the time of closing of the Straight Lease Transaction, the Company was wholly owned by OYA Solar MM1 LLC (the “Original Company Parent”), and upon consent of the Agency by resolution adopted December 2, 2021, and the execution of an assignment Agreement, dated as of December 22, 2021, the membership interests in the Company were assigned to OYA-GPC 2021 HoldCo LLC (the “Current Parent Company”); and

WHEREAS, the Company has advised the Agency that the Current Parent Company and Company (all owned and controlled by OYA Solar US GP Inc.) will be sold to and acquired by and through AETS OpCo Holdings LLC (the “New Company Parent”, as owned and controlled by Aggreko Energy Transition Solutions, Inc.) whereby the New Company Parent will wholly own the Company (the “Transfer”); and

WHEREAS, the Transfer requires Agency written consent pursuant to Section 9.2 of the Agency Lease Agreement; and

WHEREAS, the Agency desires to authorize the Transfer, all pursuant to the terms and conditions of this resolution and a certain Assignment and Consent Agreement to be executed by the Company, Current Company Parent and New Company Parent (herein, the “Assignment and Consent Agreement”).

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

Section 1. The Agency hereby authorizes the Transfer, all pursuant to the terms and conditions of this resolution and the Assignment and Consent Agreement to be executed by the Company, Current Company Parent and New Company Parent. The foregoing authorizations shall be memorialized within the Assignment and Consent Agreement.

Section 2. Subject to (i) the Company’s payment of all costs and fees associated with undertaking the Transfer, and (ii) the Company, Current Company Parent and New Company Parent executing the Assignment Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in

the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

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

Section 4. These Resolutions shall take effect immediately upon adoption.

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

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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK     )  
COUNTY OF JEFFERSON ) ss:

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

That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on August 1, 2024, 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 1<sup>st</sup> day of August, 2024.

  
W. Edward Walldroff, Secretary

[SEAL]





## AUTHORIZING RESOLUTION

*(Clayton Harbor Hotel, LLC Project – Cell Tower Lease Approval)*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, August 1, 2024.

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

Resolution No. 08.01.2024.03

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE PROPOSED ASSIGNMENT OF MEMBERSHIP INTERESTS IN THE COMPANY PURSUANT TO AN ASSIGNMENT AND ASSUMPTION AGREEMENT; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

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

WHEREAS, pursuant to a certain Project Authorizing Resolution adopted by the Agency on February 13, 2013 (the “Project Authorizing Resolution”), the Agency appointed **CLAYTON HARBOR HOTEL, LLC** (the “Company”) as its agent to undertake a certain project (the “Project”) consisting of the construction and equipping of a 105-room hotel facility with 300 person ballroom/conference center, restaurant, indoor swimming pool and other facilities, as located at 200 Riverside Drive, Clayton, New York (the “Facility”); and

WHEREAS, in furtherance of the Project, and in accordance with the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of February 28, 2013, which included the following documents and agreements: (i) a certain Lease to Agency, dated as of February 28, 2013 (the “Lease to Agency”, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 28, 2013 as File 2013-00002908, such Lease to Agency having been amended by that certain Amendment No. 1 to Lease to the Agency, dated as of May 11, 2015 recorded in the Office of the Jefferson County Clerk on May 27, 2015 as Instrument Number 2015-00007337), wherein the Facility was leased to the Agency; and (ii) a certain Lease Agreement, dated as of February 28, 2013 (the “Leaseback Agreement”, a memorandum of which was recorded in the Office of the Jefferson County Clerk on February 28, 2013 as File 2013-00002909, such Leaseback Agreement having been amended by that certain Amendment No. 1 to Lease Agreement, dated as of May 11, 2015 recorded in the Office of the Jefferson County Clerk on

May 27, 2015 as Instrument Number 2015-00007338, and collectively with the Lease to Agency, the "Agency Leases"), wherein the Facility was leased by the Agency back to the Company; and

WHEREAS, the Company has advised the Agency that it intends to lease portions of the roof of the Facility to St. Lawrence Seaway RSA Partnership (herein, "Verizon") for purposes of installing cellular antennas and related telecommunications equipment (the "Cell Tower"), such Cell Tower having been approved by applicable local planning boards; and

WHEREAS, the proposed lease by the Company of portions of the Facility to Verizon (herein, the "Cell Tower Lease") requires Agency written consent pursuant to the Leaseback Agreement; and

WHEREAS, the Agency desires to authorize the Cell Tower Lease, all pursuant to the terms and conditions of this resolution and a certain Subordination, Consent, Non-Disturbance and Attornment Agreement (herein, the "Consent Agreement").

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

Section 1. The Agency hereby authorizes the Cell Tower Lease, all pursuant to the terms and conditions of this resolution and the Consent Agreement to be executed by the Company, and Verizon. The foregoing authorizations shall be memorialized within the Consent Agreement.

Section 2. Subject to (i) the Company's payment of all costs and fees associated with undertaking the Cell Tower Lease, and (ii) the Company executing the Consent Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Consent Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

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

Section 4. These Resolutions shall take effect immediately upon adoption.

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

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

The resolutions were thereupon duly adopted.



STATE OF NEW YORK     )  
COUNTY OF JEFFERSON ) ss:

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

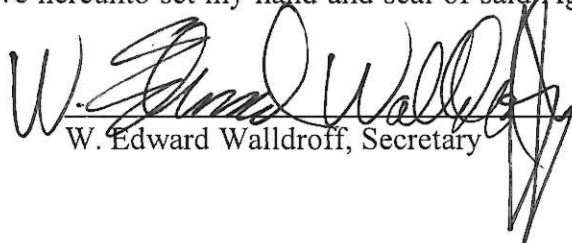
That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on August 1, 2024, with the original thereof on file in my office, and that the same is a true and correct copy 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 1<sup>st</sup> day of August, 2024.

  
W. Edward Walldroff, Secretary

[SEAL]

