#### **Jefferson County Industrial Development Agency**

800 Starbuck Avenue, Suite 800 Watertown, New York 13601

Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915

www.jcida.com

#### **Notice of Board Meeting**

Date:

September 19, 2024

To:

William Johnson
David Converse
W. Edward Wolldre

W. Edward Walldroff Paul Warneck

Lisa L'Huillier
John Condino

From:

Chairman Robert Aliasso

Re:

Notice of Board of Directors' Meeting

The Jefferson County Industrial Development Agency will hold its Board Meeting on Thursday, October 3, 2024 at 8:30 a.m. in the board room at 800 Starbuck Avenue, Watertown, NY.

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

#### Zoom:

 $\underline{https://us02web,zoom.us/j/84355250468?pwd} = \underline{R0t4VjRPdGJBZDJrL2JQYVVjKytDdz09}$ 

Meeting ID: 843 5525 0468

Passcode: 011440

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

Please confirm your attendance with Peggy Sampson <u>pssampson@jcida.com</u> at your earliest convenience.

pss

c: Mars

Marshall Weir, CEO

Lyle Eaton
Jay Matteson
Robin Stephenson
Christine Powers
Greg Gardner

Rob Aiken

Justin S. Miller, Esq. Stephen J. Maier, Esq.

Media

#### **Jefferson County Industrial Development Agency**

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#### BOARD MEETING AGENDA Thursday, October 3, 2024 - 8:30 a.m.

- I. Call to Order
- II. Pledge of Allegiance
- III. Privilege of the Floor
- IV. Minutes September 5, 2024 Special Minutes – September 12, 2024
- V. Treasurer's Report September 30, 2024
- VI. Committee Reports
  - a. Alternative Energy Ad Hoc Committee
  - b. Building and Grounds Ad Hoc Committee
  - c. Finance Committee
    - i. Resolution No. 10.03.2024.01 for Bad Debt Allowances
    - ii. Proposed Budget for 2025
- VII. Unfinished Business
  - 1. Drouin Distribution Ltd. (Reefertilizer Inc.) Commitment Extension
  - 2. Consideration of Executive Session
- VIII. New Business
  - 1. Proposed Fee Schedule
- IX. Counsel
  - 1. Authorizing Resolution No. 10.03.2024.02 for OYA Robinson Road LLC
  - 2. Authorizing Resolution No. 10.03.2024.03 for OYA Wayside Drive LLC
- X. Adjournment

#### Jefferson County Industrial Development Agency Board Meeting Minutes September 5, 2024



The Jefferson County Industrial Development Agency held its board meeting on Thursday, September 5, 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,

Lisa L'Huillier

Zoom: Paul Warneck

Excused: None

Absent: None

Also Present: Rob Aiken

Zoom: Justin Miller, Esq. (Harris Beach), Craig Fox (Watertown Daily Times)

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

I. Call to Order: Chairman Aliasso called the meeting to order at 8:22 a.m.

II. Privilege of the Floor: No one spoke.

III. Minutes: Minutes of the meeting held August 1, 2024 were presented. A motion to approve the minutes as presented was made by Mr. Condino, seconded by Mr. Johnson. All in favor. Carried.

IV. Treasurer's Report: Mr. Warneck reviewed the financials for the period ending August 31, 2024. Mr. Warneck reported that we will not meet our projected PILOT revenue budget item. He reviewed the delinquent accounts and noted that Painful Acres is three months behind and LCO Destiny is two months behind on their payments. Ms. Stephenson said that Painful Acres is communicating with staff and continue to make monthly payments. Mr. Walldroff said that he doesn't expect either of them to default; Mr. Warneck agreed. After discussion, a motion was made by Mr. Walldroff to accept the financial statement as presented, seconded by Ms. L'Huillier. All in favor. Carried.

#### V. Committee Reports:

a. Alternative Energy – Mr. Warneck said the committee has not met. Mr. Walldroff commented on the amount of utility work being done in the County. Mr. Warneck said that Mr. Weir shared a spreadsheet that shows what IDA's around the state have negotiated for PILOTs and indicated that our IDA is right in the ballpark. He noted that no IDA's have negotiated for a utility scale project as of yet. Chairman Aliasso asked if a comparison (what was initially approved versus the actual cost) has been completed on the OYA PILOT as requested last month. Mr. Weir said that it has not been completed at this time.

#### b. Loan Review Committee

i. Resolution No. 09.05.2024.01 for 242 Washington Street LLC – The Loan Review Committee recommended the \$250,000 participation loan with the Development Authority of the North Country (DANC), the Watertown Local Development Corporation (WLDC), and the North Country Alliance (NCA).

#### Jefferson County Industrial Development Agency Board Meeting Minutes September 5, 2024



DANC will be the lead agency. The loan term will be a 36-month amortization at a rate of ½ Wall Street Journal Prime plus 1 set at closing (currently 5.25% as of 8/2/24), payments will be monthly interest-only payments. Collateral will be secured with a first co-proportional position mortgage with DANC, WLDC, and NCA on real estate located at 242 Washington Street, Watertown, NY, a personal guaranty of Augusta Withington, and a guaranty of Fourth Coast Inc. The loan will be contingent upon the DRI grant of \$2,200,000 with ESD approval to extend the grant into 2025 and participation by DANC, WLDC, and NCA.

Chairman Aliasso noted that grant projects like this have to be completed before reimbursement. Mr. Aiken said that organizations like ours are helping owners finish these projects with bridge financing instead of banks. Mr. Converse said that Mr. Warneck brought up the issue at the loan review committee meeting regarding the amount of money that will be left to make loans. Mr. Walldroff said that this project is worthy of it.

A motion was made by Mr. Converse to approve the resolution, seconded by Mr. Condino. Discussion ensued. Mr. Aiken asked Mr. Weir his opinion on the approval of this project based on the conversation about the fund balance. Mr. Weir said that he completely supports the project which is right downtown in the heart of our county and indicated that Mr. Eaton fully supports the project as well. Mr. Matteson said it's good to see that facility be put back in shape although he is concerned about running out of RLF funds, but said that it's a good project and deserves our support. Mr. Walldroff asked if revenue will sustain the overhead once the project is completed. Mr. Weir said yes. All in favor. Carried.

VI. Unfinished Business: None.

#### VII. New Business:

1. Business Complex Infrastructure Bid – Mr. Weir said that we have a low bidder that is acceptable to us. Mr. Condino asked if our consultants (BCA) have looked at the bids and checked them for any discrepancies and asked if they have given a recommendation. Mr. Weir said yes. Mr. Condino asked if BCA has discussed it with the low bidder about being comfortable with the bid and willing to move forward. Mr. Weir said yes.

Attorney Miller said that he can prepare a resolution that describes the full project which covers the bid process, addresses SEQR and the funding structure which includes several grants. He said the resolution could also set the capital project budget to use the grants and the fund balance as necessary.

#### Executive Session -

At 8:47 a.m. a motion was made by Mr. Condino to enter into executive session for bid review, personal finances and potential property disposition of real estate, seconded by Mr. Converse. Mr. Warneck asked to include general legal advice in the motion. The motion was amended. Board Members, LDC Board Member Aiken, Staff and Counsel remained.

#### Jefferson County Industrial Development Agency Board Meeting Minutes September 5, 2024



At 9:42 a.m. a motion was made by Mr. Converse to leave the executive session, seconded by Ms. L'Huillier. All in favor. Carried.

A motion was made by Mr. Condino to issue a Notice of Award to the low bidder, direct counsel to prepare documents for the board to review particulars at a special meeting scheduled for next Thursday, September 12, 2024 at 8 a.m., and authorize the CEO as a signer for contracts and related documents, seconded by Mr. Johnson. All in favor. Carried.

#### VIII. Counsel: None.

**IX.** Adjournment: With no further business before the board, a motion to adjourn was made by Ms. L'Huillier, seconded by Mr. Walldroff. All in favor. The meeting was adjourned at 9:49 a.m.

Respectfully submitted, Peggy Sampson

#### Jefferson County Industrial Development Agency Special Board Meeting Minutes September 12, 2024



The Jefferson County Industrial Development Agency held a special board meeting on Thursday, September 12, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

Present: Robert E. Aliasso, Jr., Chair, David Converse, Paul Warneck, W. Edward Walldroff, Lisa

L'Huillier, John Condino Zoom: William Johnson

Excused: None

Absent: None

Also Present: Marshall Weir, Jay Matteson, Lyle Eaton, Peggy Sampson, Robin Stephenson, Christine

Powers, Rob Aiken, Craig Fox (Watertown Daily Times)

Zoom: Justin Miller, Esq. (Harris Beach)

I. Call to Order: Chairman Aliasso called the meeting to order at 8:00 a.m.

#### II. Pledge of Allegiance

#### III. Special Business:

1. Approving Resolution No. 09.12.2024.01 for the Business Complex Infrastructure Project – Chairman Aliasso read the purpose of the resolution. A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Converse. Discussion ensued.

Mr. Condino asked if the contract with BCA includes inspection services. Mr. Weir said yes but indicated that he wasn't sure if it was for full-time. He said that he would find out. Mr. Condino said that the contract should be amended if it does not include inspection services.

It was suggested that the Building and Grounds committee be utilized to review the contracts related to this project.

Mr. Condino commented that he has not seen the design, but is wondering if what is being installed is appropriate for future development. Mr. Weir said the resolution outlines the water main and sewer details.

Chairman Aliasso noted that the board did not have all of the data collected during their meeting last week which is why the board is meeting today. He said the project is slated to be completed by the end of the year. Mr. Weir said that the grants for the project have been extended beyond December 31, 2024.

Today's action is to authorize the execution of the bid award. The Building and Grounds committee will meet next Wednesday, September 18, 2024 at 8 a.m. to review the contract/plans and will work with the CEO to determine the timing for the Notice to Proceed.

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

#### Jefferson County Industrial Development Agency Special Board Meeting Minutes September 12, 2024



#### **Committee Chair Appointment**

Chairman Aliasso appointed Mr. Condino as chair of the Building and Grounds committee. A motion was made by Mr. Warneck, seconded by Mr. Walldroff. All in favor. Carried.

#### 2. Executive Session

At 8:22 a.m. a motion was made by Mr. Warneck to enter into executive session to discuss personal finances and potential property disposition of real estate, seconded by Mr. Walldroff. Board Members, LDC Board Members Powers and Aiken, Staff and Counsel remained.

At 9:14 a.m. a motion was made by Mr. Condino to leave the executive session, seconded by Ms. L'Huillier. All in favor. Carried.

Other -

Mr. Matteson informed board members of the upcoming Noon Rotary luncheon to be held next Wednesday at the Old McDonald's Gathering Barn. He said that Dr. Gregory Gardner will reflect on the start of, progression of, and the vision for the future of agriculture.

IV. Adjournment: With no further business before the board, a motion to adjourn was made by Mr. Condino, seconded by Mr. Converse. The special meeting was adjourned at 9:16 a.m.

Respectfully submitted, Peggy Sampson

#### JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Prepared by Lyle Eaton,

UNRECONCILED

### Income Statement for the Nine Month Period Ending September 30, 2024

|   | Current<br>Year<br>Budget   | Year-to-Dat<br>e Total  | Current<br>Month  | Previous<br>Month   | Balance<br>Remaining   |
|---|---|---|---|---|--|
| Revenues  | Daaget  |   |   |   |  |
| Revenues Application & Process Fees Bond Admin Fee PILOT/Sale Leaseback Fees Fee Income - RLF Program Fee Income - Micro Program Grant Income - Federal ARPA Interest Income Interest Income - RLF Program Late Payment Penalty RLF Interest Income - Micro Prog. Late Payment Penalty - Micro Miscellaneous Income YMCA Income | \$ 12,000.00<br>3,000.00<br>1,079,306.00<br>43,422.00<br>24,087.00<br>0.00<br>500.00<br>40,000.00<br>0.00<br>5,000.00<br>5,000.00<br>0.00 | 54,452.00<br>3,000.00<br>63,025.00<br>32,566.50<br>18,065.25<br>292,000.00<br>175.43<br>40,406.28<br>32.50<br>4,832.74<br>178.03<br>1,186.20<br>15,976.30 | \$<br>100.00<br>0.00<br>63,025.00<br>3,618.50<br>2,007.25<br>0.00<br>0.00<br>3,824.85<br>0.00<br>350.79<br>0.00<br>0.00 | 0.00<br>0.00<br>0.00<br>3,618.50<br>2,007.25<br>0.00<br>22.30<br>2,582.30<br>0.00<br>532.35<br>0.00<br>0.00 | (42,452.00)<br>0.00<br>1,016,281.00<br>10,855.50<br>6,021.75<br>(292,000.00)<br>324.57<br>(406.28)<br>(32.50)<br>167.26<br>521.97<br>3,813.80<br>(15,976.30) |
| Total Revenues  | 1,213,015.00  | 525,896.23  | 72,926.39   | 8,762.70  | 687,118.77   |
| Operations Advertising Expense  | 0.00  | 495.91  | 0.00  | 0.00  | (495.91)   |
| Office Expense  | 2,000.00  | 1,394.73  | 97.77   | 0.00  | 605.27   |
| Admin Services Exp  | 713,694.00  | 535,275.00  | 59,475.00   | 59,475.00   | 178,419.00   |
| Depreciation Expense - Siding   | 16,296.00   | 12,221.64   | 1,357.96  | 1,357.96  | 4,074.36   |
| D&O Insurance   | 16,500.00   | 12,008.25   | 1,334.25  | 1,334.25  | 4,491.75   |
| Commercial Insurance  | 8,500.00  | 7,306.65  | 811.85  | 811.85  | 1,193.35   |
| FTZ Expense   | 1,250.00  | 0.00  | 0.00  | 0.00  | 1,250.00   |
| Legal- Retainer   | 18,000.00   | 12,000.00   | 0.00  | 1,500.00  | 6,000.00   |
| Legal - Unrestricted  | 5,000.00  | 9,343.13  | 1,500.00  | 5,443.13  | (4,343.13)   |
| Legal YMCA  | 1,000.00  | 0.00  | 0.00  | 0.00  | 1,000.00   |
| Accounting & Auditing   | 23,000.00   | 18,300.00   | 0.00  | 0.00  | 4,700.00   |
| Coffeen Park Taxes  | 2,500.00  | 2,361.69  | 0.00  | 0.00  | 138.31   |
| Airport Park Taxes  | 1,100.00  | 1,100.61  | 0.00  | 0.00  | (0.61)   |
| <u>Deferit</u> Expense  | 0.00  | 7,773.50  | 0.00  | 2,923.00  | (7,773.50)   |
| Fees Expense  | 500.00  | 185.20  | 70.00   | 0.00  | 314.80   |
| Grant Expense - Federal ARPA  | 0.00  | 292,000.00  | 0.00  | 0.00  | (292,000.00)   |
| Bad DebtRLF   | 190,000.00  | 0.00  | 0.00  | 0.00  | 190,000.00   |
| Bad DebtMicro   | 35,000.00   | 0.00  | 0.00  | 0.00  | 35,000.00  |
| RLF Program Expense   | 43,422.00   | 32,566.50   | 3,618.50  | 3,618.50  | 10,855.50  |
| Microenterprise Program Exp   | 24,087.00   | 18,065.25   | 2,007.25  | 2,007.25  | 6,021.75   |
| RLF Audit Expense   | 800.00  | 0.00  | 0.00  | 0.00  | 800.00   |
| Building Depreciation- 146 Ars  | 109,166.00  | 80,042.67   | 8,893.63  | 8,893.63  | 29,123.33  |
| 146 Arsenal Gas   | 0.00  | 796.93  | 0.00  | 0.00  | (796.93)   |
| Miscellaneous - Unrestricted  | 1,200.00  | 0.00  | 0.00  | 0.00  | 1,200.00   |
| Total Operations  | 1,213,015.00  | 1,043,237.66  | 79,166.21   | 87,364.57   | 169,777.34   |
| Total Revenue   | 1,213,015.00  | 525,896.23  | 72,926.39   | 8,762.70  | 687,118.77   |
| Total Expenses  | 1,213,015.00  | 1,043,237.66  | 79,166.21   | 87,364.57   | 169,777.34   |
| Net Income Over Expenditures  | \$ 0.00   | (517,341.43)  | \$<br>(6,239.82)  | (78,601.87)   | 517,341.43   |

#### JCIDA BALANCE SHEET

| Current Assets   | 9/30/2024                                    | 8/31/2024                                    |
|--|--|--|
| General Checking   | \$ 1,037,902.88                              | \$ 1,098,483.15                              |
| Savings Account  | 258,909.32                                   | 258,887.02                                   |
| PILOT Checking   | 59,652.59                                    | 0.00   |
| Microenterprise Account  | 116,862.33                                   | 114,878.80                                   |
| City Loan Account  | 37,887.76                                    | 37,886.89                                    |
| Revolving Loan Fund Account  | 2,051,732.76                                 | 2,045,700.86                                 |
| PILOT Monies Receivable  | 242,218.88                                   | 29,408.97                                    |
| Miscellaneous Receivable   | 71,540.80                                    | 71,540.80                                    |
| RLF Loans Receivable   | 2,270,612.70                                 | 2,272,648.43                                 |
| Microenterprise Loans Rec.   | 103,778.23                                   | 105,410.00                                   |
| Watertown Economic Growth  | 250,000.00                                   | 250,000.00                                   |
| Allowance for Bad Debt-RLF   | (190,000.00)                                 | (190,000.00)                                 |
| Allow. for Bad Debts-MICRO   | (35,000.00)                                  | (35,000.00)                                  |
| Prepaid Expense  | 450.24                                       | 2,596.34                                     |
| Total Current Assets   | 6,276,548.49                                 | \$ 6,202,441.26                              |
| Accum Depr - Building Accum Depr. Equipment Accumulated Depreciation Sidin | (1,274,018.79)<br>(52,269.66)<br>(55,676.36) | (1,265,125.16)<br>(52,269.66)<br>(54,318.40) |
| Total Property and Equipment   | (1,381,964.81)                               | (1,371,713.22)                               |
| Other Assets   |  |  |
| IT Server  | 6,050.00                                     | 6,050.00                                     |
| Equipment  | 13,366.00                                    | 13,366.00                                    |
| Corp. Park Improvements  | 209,995.14                                   | 209,995.14                                   |
| Airport Property   | 884,326.02                                   | 884,326.02                                   |
| Intangible Asset   | 53,195.00                                    | 53,195.00                                    |
| WIP Airport  | 417,279.37                                   | 415,241.87                                   |
| WIP Intersection   | 244,973.52                                   | 244,973.52                                   |
| Woolworth Building   | 505,000.00                                   | 505,000.00                                   |
| Rail Siding CCIP   | 244,434.00                                   | 244,434.00                                   |
| Land 146 Arsenal   | 126,577.50                                   | 126,577.50                                   |
| 146 Ars Building Improvements  | 3,264,556.08                                 | 3,264,556.08                                 |
| Total Other Assets   | 5,969,752.63                                 | 5,967,715.13                                 |
| Total Assets   | \$ 10,864,336.31                             | \$ 10,798,443.17                             |

#### JCIDA BALANCE SHEET

#### LIABILITIES AND CAPITAL

| Current Liabilities            |    |               |  |               |
|--------------------------------|----|---------------|--|---------------|
| Accounts Payable - Unrestricte | \$ | 60,464.37     | \$                                     | 60,464.37     |
| PILOT Monies Payable           |    | 241,346.47    |  | 169,408.97    |
| RLF Loan Payable               |    | 700,000.00    |  | 700,000.00    |
| Due HUD - RLF Interest         |    | 860.16        |  | 688.84        |
| Due HUD - MICRO Interest       |    | 4.54          |  | 3.57          |
| Due HUD - CITY Loan Interest   |    | 10.46         |  | 9.59          |
| ARPA Airport Sewer             |    | 916,000.00    |  | 916,000.00    |
| Car Freshner Signage           |    | 11,000.00     |  | 11,000.00     |
| Total Current Liabilities      | \$ | 1,929,686.00  | \$                                     | 1,857,575.34  |
| Long-Term Liabilities          |    |               |  |               |
| Due NYS/IAP L.T.               |    | 180,159.78    |  | 180,159.78    |
| Total Long-Term Liabilities    |    | 180,159.78    | ******                                 | 180,159.78    |
| Total Liabilities              |    | 2,109,845.78  |  | 2,037,735.12  |
| Capital                        |    |               |  |               |
| General Fund Bal - Unrestrict. |    | 3,704,602.38  |  | 3,704,602.38  |
| Fund Bal - RLF Restricted      |    | 4,109,139.27  |  | 4,109,139.27  |
| Fund Bal - Micro Restricted    |    | 190,659.76    |  | 190,659.76    |
| Fund Bal - City Restricted     |    | 287,870.22    |  | 287,870.22    |
| Cap. Impr. Convergys           |    | 979,560.33    |  | 979,560.33    |
| Net Income                     |    | (517,341.43)  |  | (511,123.91)  |
| Total Capital                  |    | 8,754,490.53  |  | 8,760,708.05  |
| Total Liabilities & Capital    | •  | 10,864,336.31 | ************************************** | 10,798,443.17 |

#### Jefferson County IDA Balance Sheet September 30, 2024

#### **ASSETS**

| Current Assets                 |    |                               |      |                |
|--------------------------------|----|-------------------------------|------|----------------|
| General Checking               | \$ | 1,037,902.88                  |      |                |
| Savings Account                | Ψ  | 258,909.32                    |      |                |
| PILOT Checking Account         |    | 59,652.59                     |      |                |
| Microenterprise Account        |    | 116,862.33                    |      |                |
| City Loan Account              |    | 37,887.76                     |      |                |
| Revolving Loan Fund Account    |    | 2,051,732.76                  |      |                |
| PILOT Monies Receivable        |    | 242,218.88                    |      |                |
| Miscellaneous Receivable       |    | 71,540.80                     |      |                |
| RLF Loans Receivable           |    | 2,270,612.70                  |      |                |
| Microenterprise Loans Rec.     |    | 103,778.23                    |      |                |
| Watn. Economic Growth Fund Rec |    | 250,000.00                    |      |                |
| Allowance for Bad Debt-RLF     |    | (190,000.00)                  |      |                |
| Allow. for Bad Debts-MICRO     |    | (35,000.00)                   |      |                |
| Prepaid Expense                |    | 450.24                        |      |                |
| Total Current Assets           | -  |                               |      | 6,276,548.49   |
| Property and Equipment         |    |                               |      |                |
| Accum Depr - Building          |    | (1 274 019 70)                |      |                |
| Accum Depr. Equipment          |    | (1,274,018.79)<br>(52,269.66) |      |                |
| Accumulated Depreciation Sidin |    | (55,676.36)                   |      |                |
| Accumulated Depreciation Stam  |    | (33,676.36)                   |      |                |
| Total Property and Equipment   |    |                               |      | (1,381,964.81) |
| Other Assets                   |    |                               |      |                |
| IT Server                      |    | 6,050.00                      |      |                |
| Equipment                      |    | 13,366.00                     |      |                |
| Corp. Park Improvements        |    | 209,995.14                    |      |                |
| Airport Property               |    | 884,326.02                    |      |                |
| Intangible Asset               |    | 53,195.00                     |      |                |
| WIP Airport                    |    | 417,279.37                    |      |                |
| WIP Intersection               |    | 244,973.52                    |      |                |
| Woolworth Building             |    | 505,000.00                    |      |                |
| Rail Siding CCIP               |    | 244,434.00                    |      |                |
| Land 146 Arsenal               |    | 126,577.50                    |      |                |
| 146 Ars Building Improvements  |    | 3,264,556.08                  |      |                |
| Total Other Assets             | •  |                               |      | 5,969,752.63   |
| Total Assets                   |    |                               | \$   | 10,864,336.31  |
| 101111115005                   |    |                               | Ψ :  |                |
|                                |    |                               | C 43 |                |
|                                |    | LIABILITIE                    | S AI | ND CAPITAL     |
| Current Liabilities            |    |                               |      |                |
| Accounts Payable - Unrestricte | \$ | 60,464.37                     |      |                |
| PILOT Monies Payable           |    | 241,346.47                    |      |                |
| RLF Loan Payable               |    | 700,000.00                    |      |                |
| Due HUD - RLF Interest         |    | 860.16                        |      |                |
| Due HUD - MICRO Interest       |    | 4.54                          |      |                |
| Due HUD - CITY Loan Interest   |    | 10.46                         |      |                |
| ARPA Airport Sewer             |    | 916,000.00                    |      |                |
| Car Freshner Signage           |    | 11,000.00                     |      |                |
|                                |    |                               |      |                |

Long-Term Liabilities

Total Current Liabilities

1,929,686.00

#### Jefferson County IDA Balance Sheet September 30, 2024

| Due NYS/IAP L.T.               | 180,159.78   |     |               |
|--------------------------------|--------------|-----|---------------|
| Total Long-Term Liabilities    |              |     | 180,159.78    |
| Total Liabilities              |              |     | 2,109,845.78  |
| Capital                        |              |     |               |
| General Fund Bal - Unrestrict. | 3,704,602.38 |     |               |
| Fund Bal - RLF Restricted      | 4,109,139.27 |     |               |
| Fund Bal - Micro Restricted    | 190,659.76   |     |               |
| Fund Bal - City Restricted     | 287,870.22   |     |               |
| Cap. Impr. Convergys           | 979,560.33   |     |               |
| Net Income                     | (517,341.43) |     |               |
| Total Capital                  |              | _   | 8,754,490.53  |
| Total Liabilities & Capital    |              | \$_ | 10,864,336.31 |

# Jefferson County IDA General Checking Cash Receipts Journal For the Period From Sep 1, 2024 to Sep 30, 2024 Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

| Date    | Account ID       | Transaction | Line Description                     | Debit Amnt | Credit Amnt |
|---------|------------------|-------------|--------------------------------------|------------|-------------|
| 9/19/24 | 121001<br>100001 | 1055        | Invoice: 3967<br>WEEWER HOLDING CORP | 100.00     | 100.00      |
| 9/19/24 | 121001<br>100001 | 1056        | Invoice: 3968<br>WEEWER HOLDING CORP | 2,500.00   | 2,500.00    |
|         |                  |             |                                      | 2,600.00   | 2,600.00    |

### Jefferson County Industrial Development Agency MICRO Loan Fund Receivables September 30, 2024

|                          |             | Loan        | Current    | Payment  | Current  |                                    |
|--------------------------|-------------|-------------|------------|----------|----------|------------------------------------|
| Recipient                | Date Issued | Amount      | Balance    | Amount   | Status   | Purpose of Loan                    |
| Colleens Cherry Tree inn | 5/1/2019    | \$40,000.00 | 19,849.30  | \$250.60 | 1 Month  | Expand Restaurant - Ice Ceram Shop |
| Clayton Island Tours     | 3/31/2023   | \$40,000.00 | 29,853.95  | \$773.31 | Current  | Working Capital                    |
| Painfull Acres           | 3/1/2018    | \$40,000.00 | 8,289.07   | \$565.35 | 5 Months | Amish Furniture Store              |
| Pink Kettle              | 2/23/2022   | \$24,800.00 | 13,172.28  | \$468.01 | Current  | Retail Beverages                   |
| Taste of Design          | 4/1/2007    | \$40,000.00 | 8,749.16   | \$277.54 | Current  | Coffee Shop                        |
| Therartpy                | 7/1/2021    | \$10,102.00 | 3,999.45   | \$190.64 | Current  | Art Therapy                        |
| Willowbrook              | 7/28/2021   | \$40,000.00 | 19,865.02  | \$754.85 | Current  | Purchase Golf Club                 |
| Total MICRO Receivables  |             | 234.902.00  | 103,778.23 | 3.280.30 |          |                                    |

#### Jefferson County Industrial Development Agency Revolving Loan Fund Receivables

September 30, 2024

|   |                         |             |              | Current      | Payment  | Current  |
|---|-------------------------|-------------|--------------|--------------|----------|----------|
|   | Recipient               | Date Issued | Loan Amount  | Balance      | Amount   | Status   |
| 1 | Convalt                 | 07/13/22    | 850,000.00   | 850,000.00   | 2,625.00 | 2 Months |
| 2 | JCIDA                   | 08/01/21    | 2,000,000.00 | 700,000.00   | 0.00     | Current  |
|   | LCO Destiny             | 02/06/23    | 250,000.00   | 207,045.62   | 2,438.52 | 3 Months |
|   | Marzano Excavating      | 01/01/24    | 120,000.00   | 116,640.62   | 1,012.60 | Current  |
|   | Three Mile Bay Ventures | 01/01/24    | 250,000.00   | 248,915.13   | 1,250.00 | Current  |
| 6 | Sackets Harbor Brew Pub | April-24    | 150,000.00   | 147,921.33   | 1,265.79 | Current  |
|   |                         |             |              |              |          |          |
|   | Total RLF Receivables   |             | 3,620,000.00 | 2,270,522.70 | 8,591.91 | -        |

#### Jefferson County Industrial Development Agency Watertown Economic Growth Fund

September 30, 2024

|   | Recipient             | Date Issued | Loan Amount    | Current<br>Balance | Payment<br>Amount | Current<br>Status |
|---|-----------------------|-------------|----------------|--------------------|-------------------|-------------------|
|   | 1 toospicite          | Date locata | Louir Attiount | Balance            | Amount            | Otatus            |
| 1 | Hale Bus Garage       | 08/23/24    | 250,000.00     | 250,000.00         | 2,109.64          | Current           |
| 2 |                       |             |                |                    |                   |                   |
| 3 |                       |             |                |                    |                   |                   |
| 4 |                       |             |                |                    |                   |                   |
| 5 |                       |             |                |                    |                   |                   |
| 6 |                       |             |                |                    |                   |                   |
|   |                       |             |                |                    |                   |                   |
|   | Total RLF Receivables |             | 250,000.00     | 250,000.00         | 2,109.64          | -                 |

#### Jefferson County IDA Miscellaneous Receivables As of Sep 30, 2024

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

| Customer ID<br>Customer<br>Bill To Contact<br>Telephone 1 | Invoice/CM   | 0 - 30 | 31 - 60 | 61 - 90 | Over 90 days           | Amount Due             |
|---|--------------|--------|---------|---------|------------------------|------------------------|
| CONVALT<br>CONVALT ENERGY. LLC                            | 3669<br>3911 |        |         |         | 27,486.30<br>11,230.50 | 27,486.30<br>11,230.50 |
| CONVALT<br>CONVALT ENERGY. LLC                            |              |        |         |         | 38,716.80              | 38,716.80              |
| THREE MILE BAY THREE MILE BAY VENTURES, LLC               | 7-10-2020    |        |         |         | 41,400.00              | 41,400.00              |
| THREE MILE BAY THREE MILE BAY VENTURES, LLC               |              |        |         |         | 41,400.00              | 41,400.00              |
| Report Total  |              |        |         |         | 80,116.80              | 80,116.80              |
|   |              |        |         |         |                        |                        |

### Jefferson County IDA Cash Disbursements Journal

#### For the Period From Sep 1, 2024 to Sep 30, 2024

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

| Date    | Check# | Account ID       | Line Description                                      | Debit Amount | Credit Amount |
|---------|--------|------------------|---|--------------|---------------|
| 9/10/24 | 8123   | 715501<br>100001 | EASEMENT FEE AIRPORT<br>KENDALL, HARRIENGER & BURROUS | 70.00        | 70.00         |
| 9/17/24 | 8124   | 200001<br>100001 | Invoice: 214-860<br>BERNIER, CARR & ASSOCIATES, P.C.  | 2,037.50     | 2,037.50      |
| 9/17/24 | 8125   | 200001<br>100001 | Invoice: 09745<br>FEDERAL EXPRESS CORP.               | 37.77        | 37.77         |
| 9/17/24 | 8126   | 200001<br>100001 | Invoice: 8989902<br>HARRIS BEACH                      | 1,500.00     | 1,500.00      |
| 9/17/24 | 8127   | 200001<br>100001 | Invoice: ADMIN8<br>JEFF COUNTY LDC                    | 59,475.00    | 59,475.00     |
|         | Total  |                  |   | 63,120.27    | 63,120.27     |

#### Jefferson County IDA Unrestricted Aged Payables As of Sep 30, 2024

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

| Vendor                      | Invoice/CM # | Date    | Net To Pay |
|-----------------------------|--------------|---------|------------|
| JEFFERSON COUNTY INDUSTRIAL | MICRO ADMIN  | 6/1/24  | 2,007.25   |
|                             | RLF ADMIN24- | 6/1/24  | 3,618.50   |
|                             | MICRO ADMIN  | 7/1/24  | 2,007.25   |
|                             | RLF ADMIN24- | 7/1/24  | 3,618.50   |
|                             | MICRO ADMIN  | 8/1/24  | 2,007.25   |
|                             | RLF ADMIN24- | 8/1/24  | 3,618.50   |
|                             | CK19927      | 8/26/24 | 565.35     |
|                             | MICRO ADMIN  | 9/1/24  | 2,007.25   |
|                             | RLF ADMIN24- | 9/1/24  | 3,618.50   |
| EFFERSON COUNTY INDUSTRIAL  |              | _       | 23,068.35  |
| FF COUNTY LDC               | ADMIN9       | 9/1/24  | 59,475.00  |
| FF COUNTY LDC               |              |         | 59,475.00  |
| ACKETS HARBOR LDC           | CK 19927     | 8/26/24 | 424.02     |
| ACKETS HARBOR LDC           |              | _       | 424.02     |
|                             |              | _       | 82,967.37  |

#### Jefferson County Industrial Development Agency Building and Grounds Ad hoc Committee Meeting Minutes September 18, 2024

Present: John Condino, David Converse, Rob Aiken, Lisa L'Huillier

Absent: Greg Gardner

Also Present: Marshall Weir, Jay Matteson, Lyle Eaton, Robin Stephenson, Peggy Sampson, Paul Warneck, Gregor Smith and Mike Mitchell from BCA Architects & Engineers

I. Call to Order: Chair Condino called the meeting to order at 8:02 a.m.

#### II. Discuss:

#### 1. Business Complex Infrastructure Project –

#### **Executive Session**

At 8:03 a.m., a motion was made by Mr. Aiken to enter into executive session to discuss the potential disposition of real property, seconded by Ms. L'Huillier. All in favor. Committee Members, Board Members, and Staff remained.

At 8:10 a.m., Mr. Converse motioned to leave executive session, seconded by Mr. Aiken. All in favor. No action was taken.

Gregor Smith brought a set of bid drawings for review. He said that the project that went out to bid includes water utilities (a new water main) to serve the business park. He said that it has gone through a few iterations working with Convalt Energy and the IDA. He said that they originally looked at having a complete loop of the park and was mainly set up so we could serve multiple parcels within the park, then Convalt showed interest in the park, and they changed the approach to serve just the facility at two different points and make the connections. Since then, they worked with the Town of Hounsfield and the IDA on going back to the original plan again which is to loop the system which is good for water turnover and eliminates the dead ends. He said that at this point, it is not known when the Convalt building will be constructed, so it's good to have the loop for water turnover and if something changes we go back to the original plan of having multiple parcels within the park and have the water service ready for them. He said that the other thing that is being installed is a force main and that was mainly focused on serving Convalt. There is a 3-inch force main that is proposed for part of this project that will allow sewer service to the Town's system, but he does not have any updates on where the Town's system stands. He said that essentially it is going to extend from the proposed building to the new Town municipal system along Route 12. He reported that the County has constructed one entrance (the eastern most entrance to the park) which was extended in far enough to meet the DOT requirements. He said the western entrance has not been started and he does not have the schedule yet. He noted that both entrances were approved by the DOT. The intent is at a minimum to construct those. If the Convalt project doesn't happen, there may be discussions on that entire roadway completing the loop.

#### Jefferson County Industrial Development Agency Building and Grounds Ad hoc Committee Meeting Minutes September 18, 2024

Mr. Condino asked if the plan was to have the county build the road. Mr. Weir said yes. Mr. Smith said they looked at budgeting for a contractor to do it but working with the County was more cost effective.

Mr. Warneck asked if the location and position of the force main is adequate to handle multiple parcels. Mr. Smith said it was based on the flows of Convalt but indicated that the assumption is yes that it could pick up two or three parcels depending on what the businesses are. He said another line may be required if they are heavy water uses or have more significant waste then Convalt.

Mr. Matteson asked if Mr. Smith recalls what the project flow is for Convalt. Mr. Smith said it might be around 15,000-20,000 gallons daily.

Mr. Warneck asked if it is adequate for a sprinkled building too. Mr. Smith said the system in the Town in general may not be able to provide that alone. He said that the system is limited by the Town's system not by the looped waterline. He said it is a HDPE that is being proposed.

Mr. Warneck said it is being installed and inspected and then going to the Town after completion. Mr. Smith said yes. He said there would be full-time inspection. They will have to sign off on the buried utilities upon completion and testing as built. Mr. Condino asked who would be doing the inspection. Mr. Smith said he believes it will be Sam Kennedy out at the site. Mr. Condino asked about the duration of the project. Mr. Smith said it is a relatively small project and the deadline is the end of this year. Mr. Smith said the biggest hurdle on the site is rock. He said it's unique because in some areas it's deep and in others, it's right at the surface. The longest lead time is getting the rock removed.

Mr. Condino asked how the bid items are structured. Mr. Smith said the bid items are unit prices so if there are more or less of certain items it can be adjusted accordingly. He said there are bid items for the water line which includes pipe bedding, rock removal, restoration, and hydrants. He said the crossings are a unique item. He said the wastewater has its own bid items which they will track separately. DOT is requiring a pre-boar survey to make sure there is no damage to the highway. Mr. Mitchell will check the elevation pre-construction and post-construction to make sure there is no damage or humping of the highway.

Mr. Smith said that North Country Contractors was the low bidder. He said that they are putting everything together for submission to DOT for permits.

Mr. Smith said that everything is specific to Convalt serving the project. There are two sections that are specific to Convalt (for what they requested). He said if there are thoughts of that potentially not occurring or if the interest is trying to keep it more generic so it can be built out in the future, we could look at it a little differently.

#### Jefferson County Industrial Development Agency Building and Grounds Ad hoc Committee Meeting Minutes September 18, 2024

Mr. Matteson asked what the volume capacity of the water system coming in and what the flow would be. Mr. Smith said that a hydrant flow test was completed. Mr. Condino said that his firm works with the Town of Hounsfield and has done all of the engineering calculations for that site for it being installed, etc. He didn't know the exact numbers, but indicated that it is very high and is more than adequate.

Mr. Condino said that he hopes to have the committee meet on a regular basis moving forward.

Mr. Smith and Mr. Mitchell left the meeting at 8:30 a.m.

Mr. Matteson asked what we have for electrical infrastructure. Mr. Weir said that we are working with National Grid on that piece.

- 2. Other/Unfinished Business: None.
- **3. Adjournment:** With no further business before the committee, Ms. L'Huillier made a motion to adjourn the meeting, seconded by Mr. Converse. The meeting was adjourned at 8:31 a.m.

Respectfully submitted, Peggy Sampson

#### Jefferson County Industrial Development Agency Finance Committee Meeting September 26, 2024

The Jefferson County Industrial Development Agency held a finance committee meeting on Thursday, September 26, 2024, in the board room, 800 Starbuck Avenue, Watertown, NY.

**Present:** Paul Warneck, Chair; Christine Powers, Rob Aiken

Zoom: Rob Aliasso

**Excused:** David Converse

Others Present: Marshall Weir (CEO), Lyle Eaton (CFO), Peggy Sampson, Jay Matteson, Robin Stephenson, Edward Walldroff

I. Call to Order: Chairman Warneck called the meeting to order at 8:15 a.m.

#### II. Bad Debt Allowances -

- a. MICRO: The three-year average write-off methodology results in a 19% allowance for bad debt (\$20,027). Based on a review of the Accounts performance, Mr. Eaton recommends that the 2025 MICRO remain at \$35,000.
- **b. RLF:** The three-year average bad debt write-off would be \$54,194 (2%). A review of the accounts indicates this would be inadequate. Mr. Eaton recommends increasing the RLF bad debt allowance to \$300,000 for 2025.

All adjustments are to be made at year-end 2024.

#### III. Preliminary Budget for 2025:

Mr. Eaton said he eliminated the RLF and MICRO bad debt expense line items. He said adjustments will be made in December.

Mr. Aliasso suggested compiling what we have collected in PILOT fees over the last three years. He wondered if there is a reason we overstate that revenue line item. Mr. Eaton said that it's a balancing number.

Mr. Aiken asked how we market to potential projects. Mr. Weir said that we use our typical marketing efforts. He said that sometimes it depends on the size of the project to determine if a PILOT makes sense because of the cost of legal fees, etc. Mr. Aiken asked if there are any plans in 2025 to hire new staff. Mr. Weir said not currently.

Mr. Aliasso asked where our fees stack up compared to other IDAs. He said that we could check with Attorney Miller to find out.

#### Jefferson County Industrial Development Agency Finance Committee Meeting September 26, 2024

Chairman Warneck asked if staff has reached out to the developer who is proposing the construction of housing across from the Post Office and to the developer who is proposing a 5 MW solar project on part of the old Ives Hill Country Club land. Mr. Weir said no. Chairman Warneck noted that our county has a low-to-moderate housing issue. He said that we could consider projects as they come.

The total revenue for 2025 is \$757,220 and the total expenses for 2025 is \$742,233 for a net of \$14,987.

After discussion, Ms. Powers made a motion to move the proposed budget to the full board for consideration, seconded by Mr. Aiken. All in favor.

**IV. Adjournment:** With no further business before the committee, Mr. Aliasso made a motion to adjourn the meeting, seconded by Mr. Aiken. The meeting was adjourned at 8:46 a.m.

Respectfully submitted, Peggy Sampson

## JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY Resolution Number 10.03.2024.01 For Approving a Reserve for Bad Debt Allowances for CYE 2025

WHEREAS, Lyle Eaton, CFO, recommended increasing the RLF bad debt allowance to \$300,000 and keeping the MICRO bad debt allowance at \$35,000, and

WHEREAS, on September 26, 2024 the Finance Committee of the Jefferson County Industrial Development Agency reviewed the recommendation and agreed to move it to the full Board of Directors, and

WHEREAS, Mr. Eaton will make the entry at the end of the year, 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.

W. Edward Walldroff Secretary

### Jefferson County Industrial Development Agency 1/1/2025 to12/31/2025 Budget

| PILOT/ Sale Leaseback       594,433       594,433       1,079         RLF Fees       43,000       43,000       43         Micro. Fees       24,000       24,000       24         Bond Admin Fees       0       0       3,000         Interest Income       3,000       3,000       40         RLF Int.       60,000       60,000       40         RLF Late Chg       0       0       0         City Interest       14,987       14,987       14,987         Micro Interest       5,000       5,000       5         Micro Late Chg.       300       300       5         FTZ Fees       0       0       0       0   | ,422<br>,087<br>,000<br>500<br>,000<br>-<br>,000<br>700 |
|---|---|
| PILOT/ Sale Leaseback         594,433         594,433         1,079           RLF Fees         43,000         43,000         43           Micro. Fees         24,000         24,000         24           Bond Admin Fees         0         0         3,000           Interest Income         3,000         3,000         40           RLF Int.         60,000         60,000         40           RLF Late Chg         0         0         0           City Interest         14,987         14,987         14,987           Micro Interest         5,000         5,000         5           Micro Late Chg.         300         300         5           FTZ Fees         0         0         500         5           Misc Income         500         500         5           Total         676,933         80,287         757,220         \$ 1,213 | ,306<br>,422<br>,087<br>,000<br>,000<br>,000            |
| RLF Fees       43,000       43,000       43         Micro. Fees       24,000       24,000       24         Bond Admin Fees       0       0       3,000         Interest Income       3,000       3,000       40         RLF Int.       60,000       60,000       40         RLF Late Chg       0       0       0         City Interest       14,987       14,987       14,987         Micro Interest       5,000       5,000       5         Micro Late Chg.       300       300       300         FTZ Fees       0       0       0         Misc Income       500       500       5         Total       676,933       80,287       757,220       \$ 1,213   | ,422<br>,087<br>,000<br>500<br>,000<br>-<br>,000<br>700 |
| Micro. Fees         24,000         24,000         24           Bond Admin Fees         0         0         3           Interest Income         3,000         3,000         3,000           RLF Int.         60,000         60,000         40           RLF Late Chg         0         0         0           City Interest         14,987         14,987         14,987           Micro Interest         5,000         5,000         5           Micro Late Chg.         300         300         300           FTZ Fees         0         0         0           Misc Income         500         500         5           Total         676,933         80,287         757,220         \$ 1,213           Proposed         Proposed         Proposed         Proposed  | ,087<br>,000<br>,500<br>,000<br>-<br>,000<br>700        |
| Bond Admin Fees         0         0         3           Interest Income         3,000         3,000         3,000           RLF Int.         60,000         60,000         40           RLF Late Chg         0         0         0           City Interest         14,987         14,987         14,987           Micro Interest         5,000         5,000         5           Micro Late Chg.         300         300         300           FTZ Fees         0         0         0           Misc Income         500         500         5           Total         676,933         80,287         757,220         \$ 1,213           Proposed         Proposed         Proposed  | ,000<br>,000<br>,000<br>,000<br>,000                    |
| Interest Income   | 500<br>,000<br>-<br>,000<br>700                         |
| RLF Int.       60,000       60,000       40         RLF Late Chg       0       0       0         City Interest       14,987       14,987         Micro Interest       5,000       5,000       5         Micro Late Chg.       300       300       5         FTZ Fees       0       0       0         Misc Income       500       500       5         Total       676,933       80,287       757,220       \$ 1,213         Proposed       Proposed       Proposed   | ,000<br>,000<br>700                                     |
| RLF Late Chg       0       0         City Interest       14,987       14,987         Micro Interest       5,000       5,000       5         Micro Late Chg.       300       300       5         FTZ Fees       0       0       0         Misc Income       500       500       5         Total       676,933       80,287       757,220       1,213         Proposed       Proposed       Proposed  | ,000<br>700   |
| City Interest         14,987         14,987           Micro Interest         5,000         5,000         5           Micro Late Chg.         300         300         5           FTZ Fees         0         0         0         0           Misc Income         500         500         5         5           Total         676,933         80,287         757,220         \$ 1,213           Proposed         Proposed         Proposed  | 700<br>,000   |
| Micro Interest         5,000         5,000         5           Micro Late Chg.         300         300         300           FTZ Fees         0         0         0           Misc Income         500         500         5           Total         676,933         80,287         757,220         \$ 1,213           Proposed         Proposed         Proposed  | 700<br>,000   |
| Micro Late Chg.         300         300           FTZ Fees         0         0           Misc Income         500         500         5           Total         676,933         80,287         757,220         \$ 1,213           Proposed         Proposed         Proposed   | 700<br>,000   |
| FTZ Fees         0         0           Misc Income         500         500         5           Total         676,933         80,287         757,220         1,213           Proposed         Proposed         Proposed  | ,000  |
| Misc Income         500         500         5           Total         676,933         80,287         757,220         1,213           Proposed         Proposed         Proposed   |   |
| Total 676,933 80,287 757,220 \$ 1,213  Proposed Proposed Proposed   |   |
| Proposed Proposed Proposed  |   |
| · · · · · · · · · · · · · · · · · · ·   |   |
| Budget Budget Budget Unrestric Restricted Total Expenses  |   |
| •   | 604   |
|   | ,694  |
|   | ,000  |
|   | ,500<br>,500  |
|   | ,300<br>,250  |
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| Legal - RLF 0 0   | ,000  |
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| CEDS Update 0 0   | ,   |
| •   | ,500  |
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| Fees 500 500  | 500   |
| Depreciation Rail Siding 16,296 16,296 16   | ,296  |
|   | ,000  |
|   | ,000  |
| RLF Expense 41,300 41,300 <b>43</b>   |   |
| TEL Expense 41,000 41,000 40  | ,422  |
|   |   |
|   | ,422  |
| Micro Exp       24,000       24,000       24         RLF Audit       0         Interest       0   | ,422<br>,087  |
| Micro Exp       24,000       24,000       24         RLF Audit       0         Interest       0         146 Arsenal Depreciation       123,000       123,000       108  | ,422<br>,087  |
| Micro Exp       24,000       24,000       24         RLF Audit       0       0         Interest       0       123,000       123,000         Deferit Expense       5,000       5,000   | ,422<br>,087<br>800                                     |
| Micro Exp       24,000       24,000       24         RLF Audit       0       0         Interest       0       123,000       123,000         146 Arsenal Depreciation       123,000       123,000       109         Deferit Expense       5,000       5,000         Miscellaneous       438       438       13   | ,422<br>,087<br>800<br>,166<br>-                        |
| Micro Exp       24,000       24,000       24         RLF Audit       0       0         Interest       0       123,000       123,000         146 Arsenal Depreciation       123,000       123,000       109         Deferit Expense       5,000       5,000         Miscellaneous       438       438       13   | ,422<br>,087<br>800<br>,166                             |
| Micro Exp       24,000       24,000       24         RLF Audit       0       0         Interest       0       123,000       123,000       108         146 Arsenal Depreciation Deferit Expense       5,000       5,000       5,000         Miscellaneous       438       438       7         Total       676,933       65,300       742,233       1,213   | ,422<br>,087<br>800<br>,166<br>-                        |
| Micro Exp       24,000       24,000       24         RLF Audit       0       0         Interest       0       123,000       123,000         146 Arsenal Depreciation       123,000       123,000       109         Deferit Expense       5,000       5,000         Miscellaneous       438       438       1         Total       676,933       65,300       742,233       1,213         Revenue       676,933       80,287       757,220       1,213  | ,422<br>,087<br>,800<br>,166<br>,200<br>,015            |
| Micro Exp       24,000       24,000       24         RLF Audit       0       0         Interest       0       123,000       123,000         146 Arsenal Depreciation       123,000       123,000       109         Deferit Expense       5,000       5,000         Miscellaneous       438       438       1         Total       676,933       65,300       742,233       1,213         Revenue       676,933       80,287       757,220       1,213  | ,422<br>,087<br>,800<br>,166<br>                        |

Memo: JCIDA Board

Subject: Drouin Distribution Ltd

Date: September 16, 2024

This is a request to extend the commitment to Joey & Mike Drouin with Drouin Distribution until December 1, 2024. This request was needed because of the length of time it took for them to secure key man life insurance and we were notified that they have it in September.

#### **JCIDA FEE SCHEDULE**

#### **JCIDA Micro-Enterprise Loan Fund Fees**

Application Fee: A \$100.00 application fee is payable to the JCIDA/JCLDC at the time the

application is submitted.

Loan Processing Fee: 1.5% due at closing.

**Loan Modification Fee:** ½% fee at time of request.

**JCIDA Revolving Loan Fund Fees** 

Application Fee: A \$250.00 application fee is payable to the JCIDA at the time the

application is submitted.

**Loan Processing Fee:** 1.5% due at closing.

**Loan Modification Fee:** ½% fee at time of request.

**JCIDA Watertown Economic Growth Fund Fees** 

Application Fee: A \$250.00 application fee is payable to the JCIDA at the time the

application is submitted.

**Loan Processing Fee:** 1.5% due at closing.

Loan Modification Fee: ½% fee at time of request.

#### **JCIDA FEE SCHEDULE**

#### **Taxable and Tax Exempt Industrial Development Revenue Bonds**

Application Fee: A non-refundable fee of \$2,500.00 is payable to the JCIDA at the time the

application is submitted. This fee will be credited towards the total fee at

closing.

Fee: First \$10 million -1.5% of the principal amount of the bond series.

\$10 million - \$20 million - 1% of the bond series.

Any amount over \$20 million – 0.5% of the bond series.

Annual Fee - \$1,500.00

#### **Lease-Leaseback Transactions**

Application Fee: A non-refundable fee of \$2,500.00 is payable to the JCIDA at the time the

application is submitted. This fee will be credited towards the total fee at

closing.

Fee: With a PILOT:

First \$10 million – 1.5%

Second \$10-\$20 million – 0.5%

Any amount over \$20 million - 0.25%

No PILOT - 25% of the abatement value

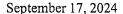
Annual Fee - \$1,000.00

Application for Re-Assignment of benefits to new ownership - \$2,000.00

Renewable Energy

**Projects:** 

Annual Administrative Fee - \$1,500.00





Mr. David Zembiec CEO, Jefferson County IDA 800 Starbuck Avenue Watertown, New York 13601

Mr. Justin Miller Harris Beach PLLC 677 Broadway, Suite 1101 Albany, New York 12207

Re: Change of Control Relative to Robinson Project owned and controlled by OYA Robinson Road LLC

Dear Mr. Zembiec, Members of the Board of the Agency, Mr. Miller,

I am counsel to OYA-GPC 2021 Holdco LLC ("OYA"). OYA is the current holder of 100% of the membership interests of OYA Robinson Road LLC ("ORR").

As you know on April 1, 2021, the Jefferson County Industrial Development Agency ("JCIDA") entered into the Payment in Lieu of Taxes Agreement (and collateral documentation relative thereto, collectively the "PILOT") relative to the Wayside Project. That PILOT mandated that in the event of a transfer of a controlling interest in ORR, notification to, and authorization of such transfer, would be required from JCIDA.

Please accept this correspondence as a formal request to authorize the transfer of the controlling interests in ORR to Radial Power, LLC a Delaware limited liability company ("Radial") upon your approval. To assist in the approval process please note the following:

1. From and after the date of the closing of the proposed transaction described in the Certificate Radial will have day-to-day control over ORR and will independently control, manage, make decisions on behalf of, or direct the operations of ORR. Also as described in the Certificate, Radial will abide by all of the terms and conditions contained in the PILOT.

I am providing links to Radial's business websites which you can review for more information regarding same:

https://radialpower.com/



I am also providing the following in order for JCIDA to be able to fully understand the financial capacity of Radial and their extensive experience in the field:

1. Introduction and Company Overview

Please let us know at your earliest convenience what additional information you may need to consider this request and what procedure you would like us to follow to complete the application for this change.

Thank you in advance for your cooperation.

Very truly yours,

Glenn Frank

Associate General Counsel

Copy: John Shepherd, Bernadette Corpuz; Taymaz Jahani;

OYA Robinson

#### Jefferson County Industrial Development Agency Renewable Energy Project Application Supplement

#### Renewable Energy Project: Project Costs

| 1. | Project size   | 5 MWac                   | <u>6.74</u> MWdc |
|----|--|--------------------------|------------------|
| 2. | Solar equipment costs (panels, racking, all solar equipment to inverters)  | \$ <u>4 982 012.65</u>   |                  |
| 3. | Site equipment and FF&E costs (on-production equipment from inverter to interconnection, including site fencing, security and other equipment)                                       | \$ 891 774.93            |                  |
| 4. | Site work and land preparation costs<br>(earthwork, roadways, landscaping, and site plan<br>improvements, highway cuts, wetland mitigation and<br>other onsite infrastructure costs) | \$ 470 080.00            |                  |
| 5. | All interconnection costs whether direct or indirect expense through utility   | \$ <u>124,147.07</u>     |                  |
| 6. | All pre-development costs, including planning, engineering, site plan and permitting   | \$ <u>168,985.79</u>     |                  |
| 7. | Battery storage costs  | \$ <u>0</u>              |                  |
| 8. | Battery storage capacity   | 0 MWac                   | 0 MWdc           |
| 9. | All other soft costs including legal, planning and permitting  | \$ <u>0</u>              |                  |
| 10 | . Community benefit payments or impact fees  | \$ 0                     |                  |
| 11 | . Community adder  | \$ <u>\$0</u>            |                  |
| 12 | . Community or market transition credit  | \$ <u>\$0</u>            |                  |
| 13 | . Total annual lease amount for project  | \$ 36,048.35             |                  |
| 14 | . Other (please identify):   | \$ <u>0</u>              |                  |
| 15 | . Site Acquisition Costs   | \$ <u>5,420</u>          |                  |
| 16 | . SPE Sale/Acquisition Price   | \$ <u>\$2,250,000.00</u> |                  |
| 17 | . Agency fees and costs  | \$ 136,222.50            |                  |
|    | Total:   | \$ <u>\$9,064,691.2</u>  | <u>29</u>        |

Yes, all costs have been incurred. The project construction is complete and operating.

Have any of the above costs been paid or incurred as of the date of this Application?

MANDATORY - Attach organizational chart showing complete ownership structure that lists all equity owners over 5%, including details on all parent companies up to and including ultimate taxpayer(s)

Please note that this Application and any financial assistance to be considered or approved by the Agency are specific to the entity and ownership makeup detailed within this Application. This Application and any related benefits under consideration and/or approved by the Agency may not be assigned in whole or in part except to a Related Person of the Company (as that term is defined in subparagraph (C) of paragraph three of subsection (b) of section four hundred sixty-five of the Internal Revenue Code of 1986, as amended, hereinafter "Related Person"). A transfer in excess of fifty percent (50%) of the equity voting interests of the Company (including all parent companies of the Company though and including the ultimate taxpayer(s) owning or controlling the Company), other than to a Related Person of the Company, shall be deemed an assignment and require the prior written consent of the Agency. Any assignment of this Application and/or any Agency approvals shall require the prior written consent of the Agency upon application Sixty (60) days prior to a regularly scheduled meeting of the Agency and in accordance with the Agency's Project Recapture, Termination and Assignment Policy.

Has the Company executed or plan to execute any Membership Interest Purchase Agreement ("MIPA") at any time for this project?

If Yes, describe particulars: Click to enter text.

Please attach MIPA and provide details on purchaser and timing for sale, including terms of sale and an ownership chart detailing same. All entity sales must be disclosed per above and approved by the Agency before any Agency approvals or financial assistance may be assigned/assumed by a purchasing parent.

Any request for Agency approval for assignment of Agency approvals or financial assistance requires reexecution of this Supplement, including MIPA consideration as a component of total project cost.

Does the Company or any known purchasers of the Company anticipate the utilization of any tax credit equity transactions involving the transfer of over 50% of the equity interests in the Company or any parent of the Company?

If Yes, describe particulars: Click to enter text.

Please attach details and information on any known or intended tax credit equity investors, along with details on timing, structure and terms.

Application Checklist – mandatory attachments/enclosures:

Organizational Chart(s)
Site Plan and SEQRA Materials
Ground Lease and Amendments
Surveys and Renderings
Parcel Tax Bills and Receipts
Power Purchase Agreement
Interconnect Agreement
Host Community Agreement

Click to enter text.
Attached

Attached
Attached
Attached
N/A
Attached
N/A
Attached
N/A

#### Jefferson County Industrial Development Agency Renewable Energy Project Application Supplement

#### **Company Acknowledgment and Certification:**

The undersigned, being a duly authorized representative of the Company, hereby and on behalf of the Company, certifies to the best of his or her knowledge and under the penalty of perjury that all of the information provided by the Company within this Application for Financial Assistance is true, accurate and complete. The Company, on behalf of itself and all owners, occupants and/or operators receiving or that will receive financial assistance from the Agency (collectively, the "Recipients") hereby certifies that the Recipients are in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

The Company, on behalf of itself and all Recipients, hereby further acknowledges that the submission of any knowingly false or knowingly misleading information herein or within any agreement with the Agency may lead to the immediate termination of any financial assistance and the reimbursement of an amount equal to all or part of any tax exemptions claimed by reason of the Agency's involvement in the project, including all costs of the agency relating to same. The Company has reviewed and accepts the terms of the Agency's Project Recapture and Termination Policy.

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#### **OYA Robinson Road LLC**

By: OYA-GPC 2021 HoldCo LLC, its sole member

By: OYA Renewables Yield-1 LLC, its Managing Member

By: OYA-Rosewood Holdings LLC, its sole member

By: OYA Renewables Construction and Yield Holdings LLC,

Name: John Shepherd

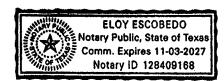
Title: Independent Manager

State of New York

County of Hanris

On the 15 day of Jole in the year 202 before me, the undersigned, personally appeared be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Notary Public



By: EN MUC

Name: Eric Millard

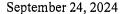
Title: Independent Manager

State of New York New

On the day of \_\_\_\_\_\_\_\_\_in the year 20½, before me, the undersigned, personally appeared \_\_\_\_\_\_\_\_\_, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Notary Public

Rosanna Alvarez VERS NOTARY PUBLIC STATE OF NEW JERSEY ID # 501487713 MY COMMISSION EXPIRES January 19,2020





Mr. David Zembiec CEO, Jefferson County IDA 800 Starbuck Avenue Watertown, New York 13601

Mr. Justin Miller Harris Beach PLLC 677 Broadway, Suite 1101 Albany, New York 12207

Re: Change of Control Relative to Wayside Project owned and controlled by OYA Wayside Drive LLC

Dear Mr. Zembiec, Members of the Board of the Agency, Mr. Miller,

I am counsel to OYA-GPC 2021 Holdco LLC ("OYA"). OYA is the current holder of 100% of the membership interests of OYA Wayside Drive LLC ("OWD").

As you know on April 1, 2021, the Jefferson County Industrial Development Agency ("JCIDA") entered into the Agency Lease Agreement (and collateral documentation relative thereto, collectively the "Agency Lease") relative to the Wayside Project. That Agency Lease mandated that in the event of a transfer of a controlling interest in OWD, notification to, and authorization of such transfer, would be required from JCIDA.

Please accept this correspondence as a formal request to authorize the transfer of the controlling interests in OWD to Radial Power, LLC a Delaware limited liability company ("Radial") upon your approval. To assist in the approval process please note the following:

1. From and after the date of the closing of the proposed transaction described in the Certificate Radial will have day-to-day control over OWD and will independently control, manage, make decisions on behalf of, or direct the operations of OWD. Also as described in the Certificate, Radial will abide by all of the terms and conditions contained in the Agency Lease.

I am providing links to Radial's business websites which you can review for more information regarding same:

https://radialpower.com/

www.oyarenewables.com

Toronto | Boston | India



I am also providing the following in order for JCIDA to be able to fully understand the financial capacity of Radial and their extensive experience in the field:

1. Introduction and Company Overview

Please let us know at your earliest convenience what additional information you may need to consider this request and what procedure you would like us to follow to complete the application for this change.

Thank you in advance for your cooperation.

Very truly yours,

Glenn Frank

Associate General Counsel

Copy: John Shepherd, Bernadette Corpuz; Taymaz Jahani;

OTA Wayside

# Jefferson County Industrial Development Agency Renewable Energy Project Application Supplement

# Renewable Energy Project: Project Costs

| 1. | Project size   | <u>5.0</u> MWac        | <u>6.74</u> MWdc |
|----|--|------------------------|------------------|
| 2. | Solar equipment costs (panels, racking, all solar equipment to inverters)  | \$ <u>5 108 007.5</u>  |                  |
| 3. | Site equipment and FF&E costs (on-production equipment from inverter to interconnection, including site fencing, security and other equipment)                                       | \$ <u>1 159 831.35</u> |                  |
| 4. | Site work and land preparation costs<br>(earthwork, roadways, landscaping, and site plan<br>improvements, highway cuts, wetland mitigation and<br>other onsite infrastructure costs) | \$ 353 552.00          |                  |
| 5. | All interconnection costs whether direct or indirect expense through utility   | \$ <u>1,336,468</u>    |                  |
| 6. | All pre-development costs, including planning, engineering, site plan and permitting   | \$ 204,389.22          |                  |
| 7. | Battery storage costs  | \$ <u>0</u>            |                  |
| 8. | Battery storage capacity   | 0 MWac                 | <u>0</u> MWdc    |
| 9. | All other soft costs including legal, planning and permitting  | \$ <u>0</u>            |                  |
| 10 | . Community benefit payments or impact fees  | \$ <u>0</u>            |                  |
| 11 | . Community adder  | \$ 0                   |                  |
| 12 | . Community or market transition credit  | \$ <u>0</u>            |                  |
| 13 | . Total annual lease amount for project  | \$ 28,992.24           |                  |
| 14 | . Other (please identify):   | \$ <u>0</u>            |                  |
| 15 | . Site Acquisition Costs   | \$ <u>6,860</u>        |                  |
| 16 | . SPE Sale/Acquisition Price   | \$ 2,250,000.00        | !                |
| 17 | . Agency fees and costs  | \$ 133,702.50          |                  |
|    | Total:   | \$ <u>10,581,802.8</u> | <u>:1</u>        |

Yes, all costs have been incurred. The project construction is complete and operating.

Have any of the above costs been paid or incurred as of the date of this Application?

MANDATORY - Attach organizational chart showing complete ownership structure that lists all equity owners over 5%, including details on all parent companies up to and including ultimate taxpayer(s)

Please note that this Application and any financial assistance to be considered or approved by the Agency are specific to the entity and ownership makeup detailed within this Application. This Application and any related benefits under consideration and/or approved by the Agency may not be assigned in whole or in part except to a Related Person of the Company (as that term is defined in subparagraph (C) of paragraph three of subsection (b) of section four hundred sixty-five of the Internal Revenue Code of 1986, as amended, hereinafter "Related Person"). A transfer in excess of fifty percent (50%) of the equity voting interests of the Company (including all parent companies of the Company though and including the ultimate taxpayer(s) owning or controlling the Company), other than to a Related Person of the Company, shall be deemed an assignment and require the prior written consent of the Agency. Any assignment of this Application and/or any Agency approvals shall require the prior written consent of the Agency upon application Sixty (60) days prior to a regularly scheduled meeting of the Agency and in accordance with the Agency's Project Recapture, Termination and Assignment Policy.

Has the Company executed or plan to execute any Membership Interest Purchase Agreement ("MIPA") at any time for this project?

If Yes, describe particulars: Click to enter text.

Please attach MIPA and provide details on purchaser and timing for sale, including terms of sale and an ownership chart detailing same. All entity sales must be disclosed per above and approved by the Agency before any Agency approvals or financial assistance may be assigned/assumed by a purchasing parent.

Any request for Agency approval for assignment of Agency approvals or financial assistance requires reexecution of this Supplement, including MIPA consideration as a component of total project cost.

Does the Company or any known purchasers of the Company anticipate the utilization of any tax credit equity transactions involving the transfer of over 50% of the equity interests in the Company or any parent of the Company?

If Yes, describe particulars: Click to enter text.

Please attach details and information on any known or intended tax credit equity investors, along with details on timing, structure and terms.

Application Checklist – mandatory attachments/enclosures:

Organizational Chart(s)
Site Plan and SEQRA Materials
Ground Lease and Amendments
Surveys and Renderings
Parcel Tax Bills and Receipts
Power Purchase Agreement
Interconnect Agreement
Host Community Agreement

Attached
Attached
Attached
N/A
Attached

Click to enter text.

<u>N/A</u>

## Jefferson County Industrial Development Agency Renewable Energy Project Application Supplement

### **Company Acknowledgment and Certification:**

The undersigned, being a duly authorized representative of the Company, hereby and on behalf of the Company, certifies to the best of his or her knowledge and under the penalty of perjury that all of the information provided by the Company within this Application for Financial Assistance is true, accurate and complete. The Company, on behalf of itself and all owners, occupants and/or operators receiving or that will receive financial assistance from the Agency (collectively, the "Recipients") hereby certifies that the Recipients are in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

The Company, on behalf of itself and all Recipients, hereby further acknowledges that the submission of any knowingly false or knowingly misleading information herein or within any agreement with the Agency may lead to the immediate termination of any financial assistance and the reimbursement of an amount equal to all or part of any tax exemptions claimed by reason of the Agency's involvement in the project, including all costs of the agency relating to same. The Company has reviewed and accepts the terms of the Agency's Project Recapture and Termination Policy.

### **OYA Wayside Drive LLC**

By: OYA-GPC 2021 HoldCo LLC, its sole member

By: OYA Renewables Yield-1 LLC, its Managing Member

By: OYA-Rosewood Holdings LLC, its sole member

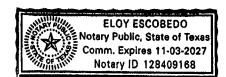
By: OYA Renewables Construction and Yield Holdings LLC,

Name: John Shepherd

Title: Independent Manager

State of New York )
County of #ace 5 ) ss.

**Notary Public** 



By: Ext Mills

Name: Eric Millard

Title: Independent Manager

State of New York New York (County of Madding) s

On the day of in the year 200, before me, the undersigned, personally appeared frie for the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signatures on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Notary Public

Rosanna Alvatez

NOTARY PUBLIC

FRS

STATE OF NEW JERSEY

ID # 501487713

MY COMMISSION EXPIRES January 19,2026

### AUTHORIZING RESOLUTION

(OYA Robinson Road LLC Project)

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, October 3, 2024.

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

Resolution No. 10.03.2024.02

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 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 Radial Power, L.L.C. (the "New Company Parent", as owned and controlled by Radial Power Investments, LLC, a joint venture of Lotus Infrastructure Partners and Related/energyRe) whereby the New Company Parent will wholly own the Company by and through OYA Renewables Yield-1, LLC (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:

<u>Section 1</u>. 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.

<u>Section 4</u>. 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:

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

The resolutions were thereupon duly adopted.

| STATE OF NEW YORK ) COUNTY OF JEFFERSON ) ss:   |
|---|
| I, the undersigned Secretary of the Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:  |
| That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on October 3, 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  |

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, October 3, 2024.

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

Resolution No. 10.03.2024.03

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 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 Pamelia, 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 Radial Power, L.L.C. (the "New Company Parent", as owned and controlled by Radial Power Investments, LLC, a joint venture of Lotus Infrastructure Partners and Related/energyRe) whereby the New Company Parent will wholly own the Company by and through OYA Renewables Yield-1, LLC (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:

<u>Section 1</u>. 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.

<u>Section 4</u>. 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:

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

The resolutions were thereupon duly adopted.

| STATE OF NEW YORK   | )     |
|---------------------|-------|
| COUNTY OF JEFFERSON | ) ss: |
|                     |       |

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

That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on October 3, 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.

| 1 0    | IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this |
|--------|--|
| day of | , 2024.  |
|        |  |
|        |  |
|        | W. Edward Walldroff, Secretary   |

[SEAL]

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

# 2024 Board Attendance

| Name                 | Jan | Feb | Mar | Apr | May | e-Jun | 27-Jun | 8-Jul | Aug | 5-Sep | 12-Sep | Oct | Nov | Dec |
|----------------------|-----|-----|-----|-----|-----|-------|--------|-------|-----|-------|--------|-----|-----|-----|
| Aliasso, Robert      | Р   | Р   | А   | ۵   | ш   | ш     | ۵      | ۵.    | ۵   | ۵     | ۵      |     |     |     |
| Condino, John        | Ь   | Р   | Ь   | Ь   | Д   | Ъ     | ۵      | ۵     | ۵   | ۵     | ۵.     |     |     |     |
| Converse, David      | Ь   | Е   | ۵   | Ь   | Ф   | А     | ď      | Ь     | ۵   | ۵     | ۵      |     |     |     |
| Johnson, William     | ۵   | Ь   | ۵   | Ь   | Д   | Ь     | Ъ      | Ф     | Д   | ۵     | ۵      |     |     |     |
| L'Huillier, Lisa     | Ь   | Ь   | Ь   | Ь   | ٧   | Ь     | Р      | Ь     | Ь   | ď     | ۵      |     |     |     |
| Walldroff, W. Edward | Д   | Ь   | Ь   | d.  | Ъ   | Ф     | Ь      | Ъ     | ۵   | ۵     | ۵      |     |     |     |
| Warneck, Paul        | Ъ   | Ь   | Е   | Ь   | Ь   | Ь     | Ь      | Ъ     | Ф   | Ь     | Ф      |     |     |     |
| Totals:              | 7   | 9   | 9   | 7   | 2   | 9     | 7      | 7     | 7   | 7     | 7      |     |     |     |
|                      |     |     |     |     |     |       |        |       |     |       |        |     |     |     |
| - Present            |     |     |     |     |     |       |        |       |     |       |        |     |     |     |
| F - Excused          |     |     |     |     |     |       |        |       |     |       |        |     |     |     |
| A - Absent           |     |     |     |     |     |       |        |       |     |       |        |     |     |     |
|                      |     |     |     |     |     |       |        |       |     |       |        |     |     |     |