

**Jefferson County Industrial Development Agency
Board Meeting Minutes
October 3, 2024**

The Jefferson County Industrial Development Agency held its board meeting on Thursday, October 3, 2024 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Excused: None

Absent: John Condino

Also Present: Christine Powers, Ryan Piche (Jefferson County Administrator), Craig Fox (Watertown Daily Times)
Zoom: Justin Miller, Esq. (Harris Beach)

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

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:19 a.m.
- II. Privilege of the Floor:** No one spoke.
- III. Minutes:** Minutes of the meeting held September 5, 2024 were presented. A motion to approve the minutes as presented was made by Ms. L'Huillier, seconded by Mr. Johnson. Minutes of the special meeting held September 12, 2024 were presented. A motion to approve the minutes as presented was made by Mr. Converse, seconded by Ms. L'Huillier. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Warneck reviewed the financials for the period ending September 30, 2024. Mr. Warneck reported that we received the PILOT closing fee for 302 Globe, LLC but indicated that we still will not meet the projected budget amount. He asked what the Wewar fees are for. Ms. Stephenson said that Wewer Holding Corp. filled out applications for a MICRO loan and a Sales Tax Abatement. She said that Mr. Eaton worked on the sales tax abatement application and created the cost-benefit analysis and she also worked on the sales tax abatement and the MICRO loan. She said that she has not heard from them lately.

Mr. Warneck reviewed the delinquent accounts. He reported that for the MICRO accounts, CCTI is one month behind, and Painfull Acres is 5 months behind but indicated that staff continues to work with them. Mr. Eaton said that they have been submitting monthly payments. Mr. Warneck reported that for the RLF accounts, LCO Destiny is behind and Convalt Energy is two months behind. Mr. Warneck pointed out that we continue to see the legal fees grow for the Convalt project as reported in the miscellaneous receivables. Mr. Weir said they will be paid at closing.

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

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V. Committee Reports:

- a. **Alternative Energy** – Mr. Warneck said the committee has not met. He said that he did receive a phone call from Mr. Johnson (as chairman of the legislature) in regards to the NY 18144 Game Farm solar project in the Town of Brownville, NY. He said that we approved the PILOT project in 2021. Mr. Johnson thinks the project is close to being energized. Mr. Warneck wondered if our offer of a PILOT was still good 3 years later or has it expired. Attorney Miller said that we can't exempt something already on the tax rolls if the project is complete. Mr. Warneck said it's not assessed yet on the current roll. He said that they haven't closed, and we didn't receive our fee. He wants to know how long our approval of the PILOT is good for. He believes they won't use the PILOT and will use the new valuation model. Attorney Miller said the PILOT would occur before it was built, not after. Mr. Warneck said there should be discussion because of the staff time, the public hearing was held and documents drawn up only for the project not to close. He said that we won't recoup the expenses that were run up. He said that moving forward we have to talk about what happens if a project doesn't move forward within a certain time frame. He said that we've had the discussion that our fees are too high and so we lowered them, but he thinks we have to find a mechanism to guarantee that our hard costs are paid. Attorney Miller said that he will check his file to see if a legal bill was issued. Ms. Powers asked if the language was in the application. Attorney Miller said there is already an indemnity clause that they are responsible for all costs even if they don't close. He said that we can have stronger language in the documents for drop-dead dates.
- b. **Building and Grounds Committee** – Ms. L'Huillier reported that the committee met with BCA to review the drawings for the water and sewer lines and to answer capacity questions. Ms. Powers asked if Mr. Condino was satisfied because he had several questions. Mr. Warneck said that Mr. Condino's question was about full-time inspection and the answer was yes. Mr. Converse said the water line will be looped which will allow options for the future.
- c. **Nominating Committee** – Ms. L'Huillier said the committee has been given four names to replace two seats on the JCLDC Board of Directors. She identified Chuck Capone from Watertown Savings Bank and indicated that he is interested since he will be coming off the Watertown Trust board in December. She said there is another person that might be a conflict because he's working through a PILOT program for his property and needs to get clarification on that. She said that Mr. Gardner recommended Dawn Robinson who is a business professor at JCC. She said that Mr. Walldroff mentioned Jude Renzi (but she doesn't have any contact information to see if he is interested in joining the board). Ms. L'Huillier said that when she joined the board, Carolyn Fitzpatrick wanted to make sure there was a woman on the board. She said if another woman is not chosen then she will be the only one on the JCIDA, JCLDC, JCCFDC and DRC boards and thought it should be considered. She said that Mr. Gardner recommended Ms. Robinson because of what her expertise is and thinks she will be a good addition. She said the committee should be ready with recommendations for next month.

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d. Finance Committee

- i. Resolution No. 10.03.2024.01 for Bad Debt Allowances** – The Finance Committee recommended approval to increase the RLF bad debt allowance to \$300,000 and keep the MICRO bad debt allowance at \$35,000. A motion was made by Mr. Warneck to approve the resolution, seconded by Ms. L’Huillier. All in favor. Carried.
- ii. Proposed Budget for 2025** – Mr. Warneck indicated that the PILOT Sale Leaseback budget number was adjusted lower than last year which is more realistic even though it is a balancing number. He said the admin expenses with JCLDC was also adjusted since there are currently five employees versus seven last year. Mr. Aliasso commented that he doesn’t understand overestimating some of the categories and wondered if there is a reason why the budget needs to be balanced. The Finance Committee recommended approval of the proposed budget. A motion was made by Mr. Warneck to approve the budget, seconded by Mr. Converse. All in favor. Carried.

VI. Unfinished Business:

- 1. Drouin Distribution Ltd. (Reefertilizer Inc.) Commitment Extension** – A request to extend the commitment until December 1, 2024 due to the length of time it took for the owners to secure key man life insurance. Ms. Stephenson said they have connected with ACE to help get their name out there and have attended a few trade shows so far. Mr. Warneck asked how they fared since submitting their financial projections in the spring. Ms. Stephenson said that she will be meeting with them soon and will ask. A motion was made by Mr. Converse to approve the extension until December 1, 2024, seconded by Mr. Walldroff. All in favor. Carried.
- 2. Executive Session - None**

VII. New Business:

- 1. Proposed Fee Schedule** – The board instructed staff to work with Attorney Miller on the proposed fee structure and language in the application and present it to the board during the December meeting.

VIII. Counsel:

- 1. Authorizing Resolution No. 10.03.2024.02 for OYA Robinson Road LLC** – Attorney Miller said we approved a similar resolution a few months ago but indicated that the deal fell through. He said they are now working with Radial as the new buyer. Chairman Aliasso read the purpose of the resolution. A motion was made by Mr. Warneck to approve the resolution, seconded by Mr. Converse. Roll call vote. Mr. Aliasso – Yea, Mr. Johnson – Yea, Mr. Warneck – Yea, Mr. Walldroff – Yea, Mr. Condino – Absent, Ms. L’Huillier – Yea, and Mr. Converse – Yea. Carried.

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- 2. Authorizing Resolution No. 10.03.2024.03 for OYA Wayside Drive LLC – Chairman**
Aliasso read the purpose of the resolution. A motion was made by Ms. L’Huillier to approve the resolution, seconded by Mr. Johnson. Roll call vote. Mr. Aliasso – Yea, Mr. Johnson – Yea, Mr. Warneck – Yea, Mr. Walldroff – Yea, Mr. Condino – Absent, Ms. L’Huillier – Yea, and Mr. Converse – Yea. Carried.

- IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Converse, seconded by Mr. Walldroff. All in favor. The meeting was adjourned at 9:10 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

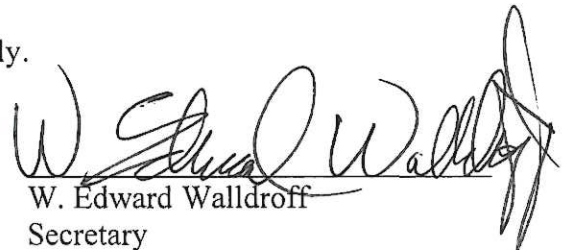
WHEREAS, on September 26, 2024 the Finance Committee of the Jefferson County Industrial Development Agency reviewed the recommendation and agreed to move it to the full Board of Directors, and

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

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:

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

Section 2. Subject to (i) the Company’s payment of all costs and fees associated with undertaking the Transfer, and (ii) the Company, Current Company Parent and New Company Parent executing the Assignment Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive

Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

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

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

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

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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

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

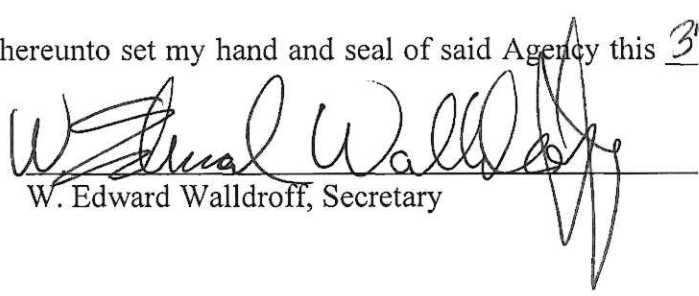
That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on October 3, 2024, with the original thereof on file in my office, and that the same is a true and correct copy 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 3rd day of October, 2024.


W. Edward Walldroff, Secretary

[SEAL]



AUTHORIZING RESOLUTION
(OYA Wayside Drive LLC Project)

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, 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 Pamela, New York (the “Land”, being more particularly described as tax parcel No. 74.09-1-6); (ii) the construction of solar modules, racking to mount the solar modules, inverters and transformers and assorted electrical components and wiring, all located on the Land (collectively, the “Facility”); (iii) the acquisition and installation in and at the Land and Facility of fixtures and equipment (the “Equipment” and together with the Land and the Facility, the “Project Facility”); (B) the granting of certain financial assistance in the form of potential exemptions from real property taxes (except as limited by Section 874 of the General Municipal Law) (the “Financial Assistance”); (C) the appointment of the Company or its designee as an agent of the Agency in connection with the construction, equipping and completion of the Project Facility; and (D) the lease of the Land and Facility by the Agency pursuant to a lease agreement; and the sublease of the Project Facility back to the Company pursuant to a sublease agreement; and

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

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

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

WHEREAS, the Company has advised the Agency that the Current Parent Company and Company (all owned and controlled by OYA Solar US GP Inc.) will be sold to and acquired by and through 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:

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

Section 2. Subject to (i) the Company’s payment of all costs and fees associated with undertaking the Transfer, and (ii) the Company, Current Company Parent and New Company Parent executing the Assignment Agreement, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Assignment Agreement and other related documents necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive

Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

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

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

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

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

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

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

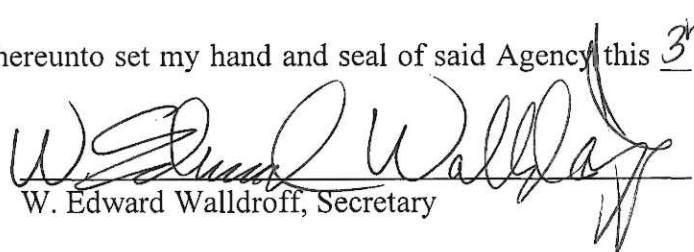
That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on October 3, 2024, with the original thereof on file in my office, and that the same is a true and correct copy 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 3rd day of October, 2024.


W. Edward Walldroff, Secretary

[SEAL]

