

**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](http://www.jcida.com)

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**Notice of Board Meeting**

**Date:** July 24, 2025

**To:** Hon. William W. Johnson  
David Converse  
W. Edward Walldroff  
Paul Warneck  
Lisa L'Huillier  
John Condino

**From:** Chairman Robert Aliasso

**Re:** Notice of Board of Directors Meeting

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The Jefferson County Industrial Development Agency will hold its Board Meeting on **Thursday, August 7, 2025 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](http://www.jcida.com).

**Zoom:**  
<https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVjKytDdz09>  
Meeting ID: 843 5525 0468  
Passcode: 011440  
1-929-205-6099 US (New York)

Please confirm your attendance with Peggy Sampson [pssampson@jcida.com](mailto:pssampson@jcida.com) at your earliest convenience.

pss

c: Marshall Weir, CEO  
Lyle Eaton  
Jay Matteson  
Robin Stephenson  
Dr. Gregory A. Gardner  
Rob Aiken  
Dr. Dawn M. Robinson  
Charles Capone  
Justin S. Miller, Esq.  
Stephen Maier, Esq.  
Media

**REVISED BOARD MEETING AGENDA**

**Thursday, August 7, 2025 - 8:30 a.m.**

- I. Call to Order**
- II. Pledge of Allegiance**
- III. Privilege of the Floor**
- IV. Minutes – July 10, 2025**
- V. Treasurer’s Report – July 31, 2025**
- VI. Committee Reports**
  - a. Alternative Energy Ad Hoc Committee**
  - b. Building & Grounds Ad Hoc Committee**
- VII. Unfinished Business**
  - 1. JCCP Turn Lane discussion**
  - 2. Consideration of Executive Session**
- VIII. New Business**
  - 1. UTEP discussion**
- IX. Counsel**
  - 1. Authorizing Resolution 08.07.2025.01 for DG Empire Sun, LLC Projects (f/k/a OYA Blanchard Road LLC, OYA Blanchard Road 2 LLC, OYA Great Lakes Seaway LLC, and OYA NYS RTE 12 LLC)**
- X. Adjournment**

**Jefferson County Industrial Development Agency  
Board Meeting Minutes  
July 10, 2025**

**DRAFT**

The Jefferson County Industrial Development Agency held its board meeting on Thursday, July 10, 2025 in the board room at 800 Starbuck Avenue, Watertown, NY.

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

**Excused:** None

**Absent:** None

**Also Present:** Charles Capone, Rob Aiken, Craig Fox (Watertown Daily Times), Ryan Piche (Jefferson County Administrator)

**Zoom:** Justin Miller, Esq. (Harris Beach), Darrin Prance and Martin LeMoine (North American Tapes), Bryan Bailey (Dalfort Capital), and Richard Scrimale (Hancock Law)

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

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:08 a.m.
- II. Privilege of the Floor:** No one spoke.
- III. Minutes:** Minutes of the meeting held on June 5, 2025 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 June 30, 2025. He said there are a lot of zeroes on the revenue line items six months into the year and pointed out that we have always fallen short on the PILOT/Lease leaseback fees. He said that he asked Mr. Weir yesterday about the one project that is pending closing. Mr. Weir said there was no response. Mr. Warneck said that he drives by the site every day and it does not look like there is any activity.

Mr. Warneck asked how long we wait to say that they have to reapply. He thinks there should be an expiration date for our approvals. Mr. Weir asked Attorney Miller about his thoughts. Attorney Miller said there could be a protective measure added. He said we already have dates in the project authorizing resolutions, but those dates are a function of the expiration of their agent status which is placed about 12 to 18 months out from approval which means they should be done with construction by that date. He said that doesn't really motivate them or give them a deadline to close though, so he agrees with Mr. Warneck to get to the closing table would help get these things moving more quickly. Attorney Miller said they don't get paid until a closing occurs. He said we have a new application right now from RIC Energy for a project in Wilna that they submitted in the last month. He said they started an application in 2022 for Wilna I, got it approved and then within three months asked for it to be assigned to another owner and never executed on the assignment. He said they only have leverage in this instance because they have an active application and we've asked them to settle up on the first one; they said they would. He said he supposes that will occur before we process the new application. He said many agencies are requiring \$5,000 - \$10,000 deposits to protect the agency's interest and also clears the deck from prospectors.

**DRAFT**

**Treasurer's Report – continued**

Mr. Warneck said there was an increase in audit fees, so we are under budgeted on that line. He said there's not a dramatic change when you look at the month over month balance sheet. He mentioned that we are receiving monthly payments from Colleen's Cherry Tree Inn.

A motion was made by Mr. Johnson to accept the financial statement as presented, seconded by Mr. Condino. Chairman Aliasso said it would be helpful to have a separate document for the loans in default. Mr. Eaton said that he will provide the details. Chairman Aliasso noted that the closing on the building for one of the defaulted loans has been moved to August 1<sup>st</sup> and we should be paid approximately 15 days after that. All in favor. Carried.

**V. Committee Reports:**

- a. **Alternative Energy** – Mr. Warneck said the state adopted a law so next year there will be a model that expenses out Host Community Agreements (HCA) and it takes out rec credits, so we could expect to see lower values coming in on projects next year. He said that Mr. Johnson asked him a question about decommissioning. He said they already had it in this year's model as an expense, but he said the problem with that is that they have taken a universal look instead of looking at each project's decommissioning plan. He said only the community that has an HCA are going to benefit from that because it will push the value down for everybody else so they will be the only ones getting the revenue.

Darrin Prance joined the meeting via Zoom.

Mr. Weir said that he reached out to some of the large-scale solar developers and is hoping to put together a meeting next week for the Alternative Energy and Buildings and Grounds committees.

Craig Fox joined the meeting.

AES – Mr. Johnson said there was an AES rep at the Town of Lyme board meeting who indicated that there will not be battery storage at either one of the projects in Lyme (Riverside and Bay Breeze).

UTEP – Mr. Johnson asked Mr. Weir if we are going to review the UTEP. Mr. Weir said yes and indicated that changes will start with the committee meeting being planned.

- b. **Building and Grounds Committee** – No report.

- c. **Loan Review Committee** -

- i. **Resolution No. 07.10.2025.01 for Painfull Acres** – Mr. Converse said the committee discussed a MICRO loan modification request for Painfull Acres. He said the maturity date was July 1, 2025, and the Loan Review Committee recommended extending the maturity date to July 1, 2026. He noted that they are making payments.

Ryan Piche joined the meeting.



**DRAFT**

**Loan Review Committee - continued**

Chairman Aliasso read the resolution. A motion was made by Mr. Converse to approve the recommendation, seconded by Mr. Warneck. Discussion ensued. Mr. Walldroff asked if it will close it out in 12 months if they are paying \$500 per month. Chairman Aliasso said it will be really close and noted that they were in default which is why the Loan Review Committee recommended the extension. All in favor. Carried.

Bryan Bailey joined the meeting via Zoom.

**VI. Unfinished Business:** None.

**VII. New Business:** None.

**VIII. Counsel:**

1. **Authorizing Resolution No. 07.10.2025.02 for North American Tapes, LLC (Assignment Authorization)** – Attorney Miller said the IDA supported the expansion of North American Tapes (NAT) with financial assistance in 2023 and the project is completed. He said NAT recently engaged with an investor, which is a sign of health and expansion for the project and a great opportunity for them. He said as part of that and under the IDA documents, the IDA gets a look any time there is a substantial change in the ownership structure (over 50% in equity changes) and the board has an opportunity to review it and provide a consent.

Martin LeMoine joined the meeting via Zoom.

Attorney Miller said the board was provided with a resolution and backup materials that outline the investment and their growth and expansion plans.

Richard Scrimale joined the meeting via Zoom.

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. Walldroff said the comment he'll make is that his experience is limited in looking at investment firms taking over smaller companies in that they go good or they go bad and sometimes to the point where they take the cash and strip it five years down the road. He said this firm impresses him because when he looks at all their current investments, they are all the synergies of those other manufacturing entities that can benefit greatly from NAT and NAT is a good fit for all those other entities involved in that firm.

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

**IX. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Converse, seconded by Mr. Johnson. All in favor. The meeting was adjourned at 8:32 a.m.

Respectfully submitted,

*Peggy Sampson*

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
 Prepared by Lyle Eaton, UNRECONCILED  
**Income Statement for the Seven Month Period Ending July 31, 2025**

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
<b>Revenues</b>					
Application & Process Fees	\$ 12,000.00	0.00	\$ 0.00	0.00	12,000.00
PILOT/Sale Leaseback Fees	594,433.00	0.00	0.00	0.00	594,433.00
Fee Income - RLF Program	43,000.00	0.00	0.00	0.00	43,000.00
Fee Income - Micro Program	24,000.00	1,876.06	0.00	0.00	22,123.94
Interest Income	3,000.00	70.24	0.00	4.92	2,929.76
Interest Income - RLF Program	60,000.00	32,546.36	5,528.94	3,731.40	27,453.64
Interest Income - City Fund	14,987.00	8,722.51	1,242.39	1,243.67	6,264.49
Interest Income - Micro Prog.	5,000.00	3,439.14	461.92	421.64	1,560.86
Late Payment Penalty - Micro	300.00	0.00	0.00	0.00	300.00
Miscellaneous Income	500.00	81.83	0.00	(2,140.00)	418.17
YMCA Income	0.00	1.00	0.00	0.00	(1.00)
<b>Total Revenues</b>	<b>757,220.00</b>	<b>46,737.14</b>	<b>7,233.25</b>	<b>3,261.63</b>	<b>710,482.86</b>
<b>Operations</b>					
Web Site Dev & Promo Design	0.00	903.08	0.00	903.08	(903.08)
Office Expense	2,000.00	1,413.02	23.07	0.00	586.98
Admin Services Exp	453,399.00	264,681.00	37,783.00	37,783.00	188,718.00
Depreciation Expense - Siding	16,296.00	9,505.72	1,357.96	1,357.96	6,790.28
D&O Insurance	17,000.00	9,604.56	1,372.08	1,372.08	7,395.44
Commercial Insurance	10,000.00	5,955.04	850.72	850.72	4,044.96
Legal- Retainer	18,000.00	12,000.00	1,500.00	3,000.00	6,000.00
Legal - Unrestricted	8,600.00	12,252.22	0.00	12,252.22	(3,652.22)
Legal - RLF Program	0.00	20,213.50	0.00	0.00	(20,213.50)
Accounting & Auditing	19,000.00	23,250.00	0.00	0.00	(4,250.00)
Coffeen Park Taxes	2,500.00	2,987.15	0.00	0.00	(487.15)
Airport Park Taxes	1,200.00	1,106.13	0.00	0.00	93.87
Deferit Expense	5,000.00	2,635.00	0.00	0.00	2,365.00
Fees Expense	500.00	3,251.01	0.00	0.00	(2,751.01)
RLF Program Expense	41,300.00	0.00	0.00	0.00	41,300.00
Microenterprise Program Exp	24,000.00	0.00	0.00	0.00	24,000.00
Building Depreciation- 146 Ars	123,000.00	0.00	0.00	0.00	123,000.00
Miscellaneous - Unrestricted	438.00	0.00	0.00	0.00	438.00
<b>Total Operations</b>	<b>742,233.00</b>	<b>369,757.43</b>	<b>42,886.83</b>	<b>57,519.06</b>	<b>372,475.57</b>
Total Revenue	757,220.00	46,737.14	7,233.25	3,261.63	710,482.86
Total Expenses	742,233.00	369,757.43	42,886.83	57,519.06	372,475.57
<b>Net Income Over Expenditures</b>	<b>\$ 14,987.00</b>	<b>(323,020.29)</b>	<b>\$ (35,653.58)</b>	<b>(54,257.43)</b>	<b>338,007.29</b>

# JCIDA BALANCE SHEET

<u>Current Assets</u>	IDA	6/30/2025	7/31/2025
General Checking		\$ 80,461.61	\$ 138,361.44
Savings Account		59,062.39	59,067.31
PILOT Checking		0.00	8,963.74
Microenterprise Account		124,859.95	131,437.63
City Loan Account		51,002.46	52,502.88
Revolving Loan Fund Account		2,038,405.33	2,045,103.62
PILOT Monies Receivable		46,497.00	0.00
Miscellaneous Receivable		77,605.62	77,605.62
RLF Loans Receivable		2,256,820.12	2,255,820.64
Microenterprise Loans Rec.		101,921.45	95,806.71
Want Economic Growth Rec		248,481.39	248,223.78
Grants Receivable		500,000.00	416,418.79
Allowance for Bad Debt-RLF		(570,000.00)	(570,000.00)
Allow. for Bad Debts-MICRO		(35,000.00)	(35,000.00)
Prepaid Expense		7,118.69	4,895.89
Total Current Assets		\$ 4,987,236.01	\$ 4,929,208.05
 <u>Property and Equipment</u>			
Accum Depr - Building		(1,300,969.68)	(1,300,969.68)
Accum Depr. Equipment		(52,269.66)	(52,269.66)
Accumulated Depreciation Sidin		(67,898.00)	(69,255.96)
Total Property and Equipment		(1,421,137.34)	(1,422,495.30)
 <u>Other Assets</u>			
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		1,461,726.50	1,464,739.70
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		7,014,199.76	7,017,212.96
Total Assets		\$ 10,580,298.43	\$ 10,523,925.71

# JCIDA BALANCE SHEET

## LIABILITIES AND CAPITAL

### Current Liabilities

		x
Accounts Payable - Unrestricted	\$ 356,298.24	\$ 374,627.13
PILOT Monies Payable	39,224.26	0.00
RLF Loan Payable	700,000.00	700,000.00
Due SHLDC	215.00	215.00
Due HUD-RLFm Interest	344.03	513.90
Due HUD Micro Interest	1.98	3.00
Due HUD City Interest	0.80	1.22
Due JCIDA	285.00	285.00
ARPA Airport Sewer	916,000.00	916,000.00
Car Freshner Signage	11,000.00	11,000.00
Total Current Liabilities	\$ 2,023,369.31	\$ 2,002,645.25

### 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	2,203,529.09	2,182,805.03
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### Capital

General Fund Bal - Unrestricted	4,196,147.39	4,196,147.39
Fund Bal - RLF Restricted	3,992,048.27	3,992,048.27
Fund Bal - Micro Restricted	186,824.76	186,824.76
Fund Bal - City Restricted	289,120.22	289,120.22
Cap. Impr. Convergys	0.33	0.33
Net Income	(287,371.63)	(323,020.29)
Total Capital	8,376,769.34	8,341,120.68

Total Liabilities & Capital	10,580,298.43	10,523,925.71
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Jefferson County IDA  
Balance Sheet  
July 31, 2025

ASSETS

Current Assets		
General Checking	\$	138,361.44
Savings Account		59,067.31
PILOT Checking Account		8,963.74
Microenterprise Account		131,437.63
City Loan Account		52,502.88
Revolving Loan Fund Account		2,045,103.62
Miscellaneous Receivable		77,605.62
RLF Loans Receivable		2,255,820.64
Microenterprise Loans Rec.		95,806.71
Watn. Economic Growth Fund Rec		248,223.78
Grants Receivable		416,418.79
Allowance for Bad Debt-RLF		(570,000.00)
Allow. for Bad Debts-MICRO		(35,000.00)
Prepaid Expense		4,895.89
		<hr/>
Total Current Assets		4,929,208.05
Property and Equipment		
Accum Depr - Building	(1,300,969.68)	
Accum Depr. Equipment	(52,269.66)	
Accumulated Depreciation Sidin	(69,255.96)	
		<hr/>
Total Property and Equipment		(1,422,495.30)
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	1,464,739.70	
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	
		<hr/>
Total Other Assets		7,017,212.96
		<hr/>
Total Assets	\$	<u>10,523,925.71</u>

LIABILITIES AND CAPITAL

Current Liabilities		
Accounts Payable - Unrestrict	\$	374,627.13
RLF Loan Payable		700,000.00
Due SHLDC		215.00
Due HUD - RLF Interest		513.90
Due HUD - MICRO Interest		3.00
Due HUD - CITY Loan Interest		1.22
Due To JCIDA		285.00
ARPA Airport Sewer		916,000.00
Car Freshner Signage		11,000.00
		<hr/>
Total Current Liabilities		2,002,645.25

Jefferson County IDA  
Balance Sheet  
July 31, 2025

Long-Term Liabilities		
Due NYS/IAP L.T.	180,159.78	
Total Long-Term Liabilities		180,159.78
Total Liabilities		2,182,805.03
Capital		
General Fund Bal - Unrestrict.	4,196,147.39	
Fund Bal - RLF Restricted	3,992,048.27	
Fund Bal - Micro Restricted	186,824.76	
Fund Bal - City Restricted	289,120.22	
Cap. Impr. Convergys	0.33	
Net Income	(323,020.29)	
Total Capital		8,341,120.68
Total Liabilities & Capital	\$	10,523,925.71

**Jefferson County IDA**  
**City Loan Fund Cash Receipts Journal**  
**For the Period From Jul 1, 2025 to Jul 31, 2025**

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
7/10/25	127204	4629	Invoice: 3960		257.61
	415504		INTEREST		1,242.39
	104004		HALE'S BUS GARAGE, LLC	1,500.00	
				<u>1,500.00</u>	<u>1,500.00</u>

**Jefferson County IDA**  
**General Checking Cash Receipts Journal**  
**For the Period From Jul 1, 2025 to Jul 31, 2025**

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
7/15/25	127205 100001	EFT	AIRPORT GRANT DASNY	83,581.21	83,581.21
7/18/25	205602 202702 100001	EFT 7-18-25	DUE SHLDC DUE JCIDA RLF CONVALT ENERGY. LLC	2,625.00	500.00 2,125.00
7/24/25	207005 205602 100001	20016	DUE JCIDA DUE SHLDC PAINFULL ACRES	700.00	399.00 301.00
				<b>86,906.21</b>	<b>86,906.21</b>



**Jefferson County IDA**  
**Microenterprise Cash Receipts Journal**  
**For the Period From Jul 1, 2025 to Jul 31, 2025**

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
7/3/25	127003	10662	Invoice: 3624		697.51
	416003		INTEREST		57.34
	103003		WILLOWBROOK ENTERPRISE, INC.	754.85	
7/3/25	127003	07892	Invoice: 3978		295.37
	416003		INTEREST		91.29
	103003		DROIN DISTRIBUTION LTD	386.66	
7/3/25	127003	75142	Invoice: 3850		652.69
	416003		interest		120.62
	103003		CLAYTON ISLAND TOURS, LLC	773.31	
7/10/25	127003	120	Invoice: 3621		179.86
	416003		INTEREST		10.78
	103003		THERARTPY	190.64	
7/10/25	127003	507910	Invoice: 3621		2,407.32
	416003		INTEREST		10.03
	103003		THERARTPY	2,417.35	
7/24/25	127003	8207	Invoice: 3274		367.98
	416003		INTEREST		31.02
	103003		PAINFULL ACRES	399.00	
7/24/25	127003	10683	Invoice: 3624		700.42
	416003		INTEREST		54.43
	103003		WILLOWBROOK ENTERPRISE, INC.	754.85	
7/24/25	127003	3054	Invoice: 1354		813.59
	416003		INTEREST		86.41
	103003		TASTE OF DESIGN	900.00	
				<b>6,576.66</b>	<b>6,576.66</b>

**Jefferson County IDA**  
**RLF Cash Receipts Journal**  
**For the Period From Jul 1, 2025 to Jul 31, 2025**

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
7/3/25	415002 120102	8201	INTEREST CONVALT ENERGY. LLC	2,125.00	2,125.00
7/10/25	126002 415002 120102	12982	Invoice: 3914 INTEREST MARZANO EXCAVATING, LLC	1,012.63	449.14 563.49
7/17/25	126002 415002 120102	1420	Invoice: 3949 INTEREST SACKETS HARBOR BREW PUB, LLC	1,265.79	550.34 715.45
7/24/25	415002 120102	8210	7/2025 INTEREST CONVALT ENERGY. LLC	2,125.00	2,125.00
				<u>6,528.42</u>	<u>6,528.42</u>

**Jefferson County IDA  
Miscellaneous Receivables  
As of Jul 31, 2025**

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

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
CCTI COLLEEN'S CHERRY TREE INN	4018				30.00	30.00
CCTI COLLEEN'S CHERRY TREE INN					30.00	30.00
CONVALT CONVALT ENERGY. LLC	3669 3911 4009				27,486.30 11,230.50 11,230.50	27,486.30 11,230.50 11,230.50
CONVALT CONVALT ENERGY. LLC					49,947.30	49,947.30
THREE MILE BAY THREE MILE BAY VENTURES, LLC	7-10-2020				36,400.00	36,400.00
THREE MILE BAY THREE MILE BAY VENTURES, LLC					36,400.00	36,400.00
Report Total					86,377.30	86,377.30

**Jefferson County IDA**  
**Revolving Loan Fund Receivables**  
**As of Jul 31, 2025**

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

Customer	Amount Due
CONVALT ENERGY, LLC	850,000.00
JEFFERSON COUNTY INDUSTRIAL	700,000.00
LCO DESTINY, LLC	207,045.62
MARZANO EXCAVATING, LLC	112,248.44
SACKETS HARBOR BREW PUB, LLC	142,539.51
THREE MILE BAY VENTURES, LLC	243,897.07
	<u>2,255,730.64</u>



**Jefferson County IDA**  
**Micro Loans Receivable**  
**As of Jul 31, 2025**

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

Customer	Amount Due
COLLEEN'S CHERRY TREE INN	19,179.95 Making Monthly Payments
CLAYTON ISLAND TOURS, LLC	23,470.85
DROIN DISTRIBUTION LTD	17,963.03
PAINFULL ACRES	6,824.15 Making Monthly Payments
PINK KETTLE, LLC	9,818.64
TASTE OF DESIGN	6,277.07 Current
WILLOWBROOK ENTERPRISE, INC.	12,273.02
	<u>95,806.71</u>

**Jefferson County IDA**  
**Watn. Economic Growth Fund**  
**As of Jul 31, 2025**

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

Customer	Amount Due	Date
HALE'S BUS GARAGE, LLC	248,223.78	8/5/24
HALE'S BUS GARAGE, LLC	248,223.78	
	248,223.78	

**Jefferson County IDA**  
**Cash Disbursements Journal**  
**For the Period From Jul 1, 2025 to Jul 31, 2025**

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

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
7/1/25	8201	200001 100001	Invoice: 625INTEREST JEFFERSON COUNTY INDUSTRIAL	2,125.00	2,125.00
7/1/25	8202	200001 100001	Invoice: 6-25 INT SACKETS HARBOR LDC	500.00	500.00
7/1/25	8203	200001 200001 100001	Invoice: 12526426 Invoice: 12526427 HARRIS BEACH MURTHA CULLINA	3,000.00 12,252.22	15,252.22
7/7/25	8204	200001 200001 100001	Invoice: 25-420 Invoice: 25-569 BERNIER, CARR & ASSOCIATES, P.C.	2,170.64 906.25	3,076.89
7/18/25	8205	200001 100001	Invoice: REFUND OYA ROBINSON ROAD LLC	2,140.00	2,140.00
7/21/25	8206	200001 100001	Invoice: 7192025 SACKETS HARBOR LDC	301.00	301.00
7/21/25	8207	200001 100001	Invoice: 71925 JEFFERSON COUNTY INDUSTRIAL	399.00	399.00
7/21/25	8208	200001 100001	Invoice: 8-915-60702 FEDERAL EXPRESS CORP.	23.07	23.07
7/23/25	8209	200001 100001	Invoice: CONVALT 72025 SACKETS HARBOR LDC	500.00	500.00
7/23/25	8210	200001 100001	Invoice: CONVALT 7 JEFFERSON COUNTY INDUSTRIAL	2,125.00	2,125.00
<b>Total</b>				<b>26,442.18</b>	<b>26,442.18</b>

**Jefferson County IDA**  
**Unrestricted Aged Payables**  
**As of Jul 31, 2025**

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
HARRIS BEACH MURTHA CULLINA	12532354	7/1/25	1,500.00
<b>HARRIS BEACH MURTHA CULLINA</b>			<b>1,500.00</b>
JEFFERSON COUNTY INDUSTRIAL	CK19927	8/26/24	565.35
<b>JEFFERSON COUNTY INDUSTRIAL</b>			<b>565.35</b>
JEFF COUNTY LDC	ADMIN12	12/1/24	59,475.00
	ADMIN	1/1/25	37,783.00
	ADMIN13	2/1/25	37,783.00
	ADMIN14	3/1/25	37,783.00
	ADMIN15	4/1/25	37,783.00
	ADMIN16	5/1/25	37,783.00
	ADMIN17	6/1/25	37,783.00
	ADMIN18	7/1/25	37,783.00
<b>JEFF COUNTY LDC</b>			<b>323,956.00</b>
NORTH COUNTRY CONTRACTORS	3112-1	11/11/24	7,056.09
	APP #2	11/30/24	39,013.86
	APP 3	6/4/25	2,908.00
<b>NORTH COUNTRY CONTRACTORS</b>			<b>48,977.95</b>
SACKETS HARBOR LDC	CK 19927	8/26/24	424.02
<b>SACKETS HARBOR LDC</b>			<b>424.02</b>
			<b>375,423.32</b>



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

2025 Board Attendance

Name	Jan	Feb	6-Mar	20-Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Aliasso, Robert	P	P	P	P	P	P	P	P					
Condino, John	P	P	P	P	P	P	P	P					
Converse, David	P	P	P	P	P	E	P	P					
Johnson, William	P	P	P	P	P	P	P	P					
L'Huillier, Lisa	P	P	P	P	P	P	P	P					
Walldroff, W. Edward	P	P	P	A	P	P	P	P					
Warneck, Paul	P	P	P	P	P	P	P	P					
Totals:	7	7	7	6	7	6	7	7					
- Present													
- Excused													
A - Absent													

**DG EMPIRE SUN, LLC**  
**700 Universe Blvd.**  
**Juno Beach, Florida 33408**

Via email: [mweir@jcida.com](mailto:mweir@jcida.com)

July 31, 2025

Jefferson County Industrial Development Agency  
800 Starbuck Avenue  
Watertown, New York 13601  
Attention: Marshall Weir, Chief Executive Officer

Subject: Requests for Consent to Collateral Assignments

Dear Mr. Weir:

This letter is a follow-up to our previous letters dated July 9, 2025 regarding the portfolio financing of solar and battery storage projects (the “**Financing**”) including the projects set forth on Attachment A, hereto (the “**Jefferson Projects**”). Terms not otherwise defined herein shall have the same meaning as set forth in the Agreements set forth therein.

The expected terms of the Financing are as follows:

- Portfolio: the portfolio of ground mount, rooftop and carport photovoltaic systems included in the Company’s 2021 portfolio financing (124 projects totaling approximately 260 MWac) (the “**2021 Financing**”) which the Agency previously consented to plus 3 new battery energy storage systems ranging from 40 MWac/4MWh capacity and 100 MWac/400 MWh capacity
- Lenders: KeyBanc Capital Markets Inc.; CoBank ACB; PNC Bank, National Association; and Wells Fargo Bank, N.A.
- Structure: Term loan of approximately \$300-\$350 million with lenders who participated in the 2021 Financing.
- Term: Later of 12/31/30 or 5<sup>th</sup> anniversary of the closing date of the Financing
- Loan Size: \$300-\$350 million
- Administrative Agent: KeyBank National Association
- Collateral Agent: KeyBank National Association
- Collateral: First priority perfected lien on existing assets including material contracts including the Agreements with the Agency. The collateral will not include any

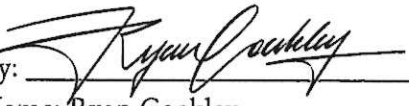
mortgages or deeds of trust in favor of the Collateral Agent for the benefit of the Lenders or other secured parties.

We hereby respectfully request your consent to this collateral assignment of the Agreements in the Financing and that that this matter be placed on the agenda for the Agency's next Board meeting on August 7, 2025. The Company expects to be able to confirm the identity of the Administrative Agent and Collateral Date within the next two weeks.

Please contact Amanda Merlino at 561-348-4601 or via email at [amanda.merlino@nexteraenergy.com](mailto:amanda.merlino@nexteraenergy.com) if you should have any questions regarding this request.

Sincerely,

**DG EMPIRE SUN, LLC**

By:   
Name: Ryan Coakley  
Title: Vice President

Attachment A  
Applicable Projects and Agreements.

Project	Applicable Agreements
OYA Blanchard Road	AGENCY LEASE AGREEMENT between Jefferson County Industrial Development Agency (“ <b>Agency</b> ”) and DG Empire Sun, LLC (f/k/as OYA Blanchard Road LLC) (“ <b>Company</b> ”) dated as of February 1, 2020, (the “ <b>Blanchard Road Agency Lease Agreement</b> ” and, together with the Company Documents, the “ <b>Blanchard Road Agreements</b> ”).
OYA Blanchard Road 2	AGENCY LEASE AGREEMENT between the Agency and the Company (through its merger with OYA Blanchard Road 2 LLC) dated as of February 1, 2020, (the “ <b>Blanchard Road 2 Agency Lease Agreement</b> ” and, together with the Company Documents, the “ <b>Blanchard Road 2 Agreements</b> ”).
OYA Great Lakes Seaway LLC	AGENCY LEASE AGREEMENT between the Agency and the Company (through its merger with OYA Great Lakes Seaway LLC) dated as of February 1, 2020, (the “ <b>Great Lakes Seaway Lease Agreement</b> ” and, together with the Company Documents, the “ <b>Great Lakes Seaway Agreements</b> ”).
OYA NYS RTE 12	AGENCY LEASE AGREEMENT between the Agency and the Company (through its merger with OYA NYS RTE 12 LLC) dated as of February 1, 2020, (the “ <b>NYS RTE 12 Agency Lease Agreement</b> ” and, together with the Company Documents, the “ <b>NYS RT 12 Agreements</b> ”). The Blanchard Road Agreements, Blanchard Road 2 Agreements, Great Lakes Seaway Agreements and NYS RT 12 Agreements are collectively referred to herein as the “ <b>Agreements</b> ”.

1.

Confidential



## **AUTHORIZING RESOLUTION**

*DG Empire Sun, LLC Projects (f/k/a OYA Blanchard Road LLC),  
with OYA Blanchard Road 2 LLC, OYA Great Lakes Seaway LLC, and OYA NYS RTE 12 LLC*

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, August 7, 2025 at 8:30 a.m.

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

Resolution No. 08.07.2025.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE "AGENCY") (i) APPROVING THE COLLATERAL ASSIGNMENT OF CERTAIN PROJECT DOCUMENTS ENTERED INTO BY THE AGENCY FOR THE BEENFIT OF SUCCESSOR OWNER DG EMPIRE SUN, LLC (THE "COLLATERAL ASSIGNMENTS", AS MORE FULLY DESCRIBED BELOW) IN CONNECTION WITH CERTAIN PROJECTS PREVIOUSLY UNDERTAKEN BY THE AGENCY; 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 resolutions adopted by the Agency on December 2, 2021 (the "Prior Resolutions"), the Agency previously authorized certain matters with respect to four (4) projects (herein, the "Projects") previously undertaken by the Agency for the benefit of OYA Blanchard Road, LLC (now DG Empire Sun, LLC, and herein, the "Company"), along with OYA Blanchard Road 2 LLC, OYA Great Lakes Seaway LLC, and OYA NYS RTE 12 LLC (collectively, the "Project Affiliates"), such Projects being memorialized within certain straight lease agreements (the "Project Documents"); and

WHEREAS, pursuant to the Prior Resolutions, the Agency authorized a certain restructuring (the "Restructuring") whereby the Project Affiliates are currently wholly-owned subsidiaries of the Company, and pursuant to an additional resolution adopted by the Agency on June 2, 2022, the Agency approved the merger of the Project Affiliates into the Company, with the Company surviving, whereby the Company will own all assets of all 4 of the Projects (the "2022 Merger"); and

WHEREAS, in connection with a proposed financing of the Company's various projects, the Company, among others, will become parties to a secured financing (the "Financing") with certain defined lenders and KeyBank National Association, as Collateral Agent for the benefit of such secured lenders (the "Collateral Agent"), which involves the proposed collateral assignment of the Projects, and other related facilities, as collateral security for such Financing pursuant to a certain Security Agreement to be entered into by the Company in favor of the Collateral Agent (the "Security Agreement"); and

WHEREAS, the Financing requires Agency written consent to permit the Security Agreement to become a "Permitted Encumbrance", as defined within the Project Documents, and the Company and Collateral Agent have further requested the Agency's approval for a present assignment of the Project Documents as collateral security for the Financing (the "Collateral Assignment"); and

WHEREAS, the Agency desires to authorize (i) the Security Agreement to become a Permitted Encumbrance on the Projects pursuant the Project Documents; and (ii) the conditioned Collateral Assignment of the Project Documents in favor of the Collateral Agent, all pursuant to the terms and conditions of this resolution and a certain Consent Agreement to be executed by the Agency and Company (herein, the "Consent Agreement").

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

Section 1. The Agency hereby authorizes the Collateral Assignment as requested by the Company.

Section 2. Subject to (i) the Company's payment of all costs and fees of the Agency associated with reviewing, approving and consenting to the transactions described herein, and (ii) the Company executing requisite merger documents, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any documents required to evidence the Agency's consent to the Merger 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.				
David J. Converse				
John J. Condino				
William W. Johnson				
Lisa L'Huillier				
W. Edward Walldroff				
Paul J. Warneck				

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 Wayne  
County Industrial Development Agency (the "Agency") including the resolution contained  
therein, held on August 7, 2025, with the original thereof on file in my office, and that the same  
is a true and correct copy of the proceedings of the Agency and of such resolution set forth  
therein and of the whole of said original insofar as the same relates to the subject matters therein  
referred to.

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

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this \_\_\_\_  
day of \_\_\_\_\_, 2025.

\_\_\_\_\_  
W. Edward Walldroff, Secretary

[SEAL]