

**Jefferson County Industrial Development Agency
Board Meeting Minutes
September 3, 2026**

The Jefferson County Industrial Development Agency held its board meeting on Thursday, September 3, 2026, in the board room at 800 Starbuck Avenue, Watertown, NY.

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

Excused: None

Absent: None

Also Present: Charles Capone, Rob Aiken, Ryan Piche (Jefferson County Administrator)
Zoom: Justin Miller, Esq. (Harris Beach), Dr. Dawn Robinson, Craig Fox (Watertown Daily Times), Zach Jackson (7 News)

Staff Present: Marshall Weir, Jay Matteson, Peggy Sampson

- I. Call to Order:** Chairman Aliasso called the meeting to order at 8:13 a.m.
- II. Privilege of the Floor:** No one spoke.
- III. Minutes:** Minutes of the meeting held on August 6, 2026, were presented. A motion to approve the minutes as presented was made by Mr. Johnson, seconded by Mr. Condino. All in favor. Carried.
- IV. Treasurer's Report:** Mr. Warneck reviewed the Dashboard prepared by Ms. Kimball for the period ending August 31, 2026. He mentioned that we will see the reassignment fee on the dashboard next month. He asked about the status of the Three Mile Bay Ventures installment agreement. Mr. Weir indicated that the documents have been drafted, and we expect to execute them soon. A motion was made by Mr. Warneck to accept the financial statement as presented, seconded by Mr. Converse. All in favor. Carried.
- V. Committee Reports:**
 - a. Alternative Energy Committee** – No report.
 - b. Building and Grounds Committee** – No report.
 - c. Loan Review Committee** – Mr. Condino said the committee reviewed the PILOT transfer request from MDD, LLC to T.J. Sheehan Distributing, Inc.

Mr. Piche entered the meeting at 8:19 a.m.

Attorney Miller provided background. He said Eagle Beverage applied for and received a PILOT that closed in 2020. They have undertaken a sale of all their assets throughout the region to T.J. Sheehan. As part of that, they requested the IDA's approval for an assignment which is required to transfer the straight lease transaction and the PILOT benefits to a new user and beneficiary. The resolution authorizes the assignment of benefits to the remaining term which runs through 2037 and authorizes the CEO to

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Loan Review Committee – continued

execute the assignment agreement which is expected to close by September 16th.

Authorizing Resolution No. 09.03.2026.01 for MDD, LLC Project (Eagle Beverage) – Assignment Authorization – A motion was made by Mr. Johnson to approve the resolution, seconded by Mr. Condino. Discussion ensued. Mr. Warneck asked if their goal is to continue to operate. Mr. Weir said yes; they will use current employees at the same location. The agency will collect a \$2,000 reassignment fee. The legal fees will be paid by the project owner(s) at closing. Roll call vote: R. Aliasso – Yea, J. Condino – Yea, D. Converse – Yea, W. Johnson – Yea, L. L’Huillier – Yea, W. Walldroff – Yea, and P. Warneck – Yea. Carried.

VI. Unfinished Business:

- 1. Land at the Corporate Park** – Mr. Aiken asked about the status of the RFP. Mr. Weir said he received two proposals. He said the Building and Grounds committee will convene a meeting to review the proposals.
- 2. Alternative Energy** – Mr. Walldroff asked if there has been any more discussion on sales tax exemption for solar projects. Mr. Johnson said not yet. Mr. Walldroff said our agency has a problem with fees and revenue and could use it as an opportunity to capture 4% that would go to NYS.

Attorney Miller said generally speaking, if the IDA offers an exemption, it is inclusive of all of the sales tax that would otherwise be payable (both the local share and the state share). He said just as much as the IDA has the power to enter into a PILOT agreement for real estate taxes, we could also enter into a host community agreement or a payment in lieu of sales tax, where the company (the beneficiary) in the first instance gets the benefit but they are also obligated to make a payment in lieu of; that can be a one-time deal, a five year structure or can be lock step with the PILOT agreement and all of that would go directly to the county through a contractual obligation.

Mr. Johnson said the county is weighing all the options. Mr. Piche said the county delayed hiring an attorney; they are trying to get into that discussion.

VII. New Business: None.

VIII. Counsel: None.

- IX. Executive Session** – At 8:30 a.m., a motion was made by Mr. Warneck to enter executive session to discuss and consider the personal or financial information of a particular person or corporation, seconded by Mr. Condino. All in favor. Board Members, LDC Board Members (Aiken, Robinson, and Capone), Mr. Piche, Staff and Counsel remained.

At 8:45 a.m. a motion was made by Mr. Warneck to leave executive session, seconded by Ms. L’Huillier. All in favor. No action was taken.

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- X. Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Mr. Walldroff. All in favor. The meeting was adjourned at 8:46 a.m.

Respectfully submitted,

Peggy Sampson

AUTHORIZING RESOLUTION

(MDD, L.L.C. Project (Eagle Beverage)– Assignment Authorization)

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, September 3, 2026 at 8:30 a.m.

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

Resolution No. 09.03.2026.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (THE “AGENCY”) (i) AUTHORIZING AN ASSIGNMENT REQUEST RECEIVED FROM **MDD, L.L.C.** (THE “COMPANY”) IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) TO BE UNDERTAKEN BY THE AGENCY AND THE COMPANY; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS WITH RESPECT 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, as amended (hereinafter collectively called the “Act”), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the “Agency”) was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, pursuant to a Project Authorizing Resolution adopted on December 5, 2019, as supplemented January 9, 2020 (collectively, the “Project Authorizing Resolution”), the Agency appointed **MDD, L.L.C.** (the “Company”), as agent of the Agency to undertake a certain Project (the “Project”) to construct a certain Project Facility (the “Project Facility”), such Project Facility being located in the Town of Watertown, Jefferson County, New York and being more particularly described as 20783 Alexander Drive, Watertown, New York 13601 (Tax Map Parcel No. 82.00-2-1.6),

WHEREAS, pursuant to the Project Authorizing Resolution, the Agency and the Company entered into a Straight Lease Transaction, as defined pursuant to the Act, as of January 23, 2020, which included the following documents and agreements: (i) that certain Project Agreement (the “Project Agreement”), Underlying Lease Agreement (the “Underlying Lease Agreement”, with recorded memorandum), Lease Agreement (the “Lease Agreement”, with recorded memorandum), Payment-in-lieu-of-Tax Agreement (the “PILOT Agreement”), along with related documents (collectively, the “Project Documents”); and

WHEREAS, pursuant to Section 9.1 of the Lease Agreement, and in connection with the sale of the Project Facility to **T. J. Sheehan Distributing, Inc.**, a Delaware corporation having an address of 225 Commerce Blvd, Liverpool, New York 13088 (“Assignee”), the Company has requested the Agency’s approval of the proposed assignment of the Agency Documents

(collectively the "Assignment") to the Assignee, whereby (i) the Assignee will acquire the Project Facility, and (ii) the Assignee will assume all rights and obligations pursuant to the Agency Documents; and

WHEREAS, the Company has requested the Agency's approval of the Assignment and has provided the Agency with additional background information for the Agency to review and consider; and

WHEREAS, in furtherance of the foregoing, the Agency desires to (i) authorize the Assignment subject to the terms and conditions set forth herein, and (ii) the execution and delivery of certain documents and agreements in furtherance of same.

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

Section 1. Based upon the representations made by the Company, the Agency hereby consents to, authorizes and approves the Assignment subject to the terms and conditions set forth herein. All other approvals contained within the Project Authorizing Resolution and the Project Documents shall remain in full force and effect.

Section 2. The Agency's consent and approval of the Assignment is subject to payment by the Company of all costs and fees of the Agency in connection with review, consideration and authorization of the Assignment.

Section 3. 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 and agreements necessary to effectuate the Assignment, with such changes as shall be approved by the Chairman, Vice Chairman and/or Chief Executive Officer and counsel to the Agency upon execution.

Section 4. 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 5. These Resolutions shall take effect immediately upon adoption.

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

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

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

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

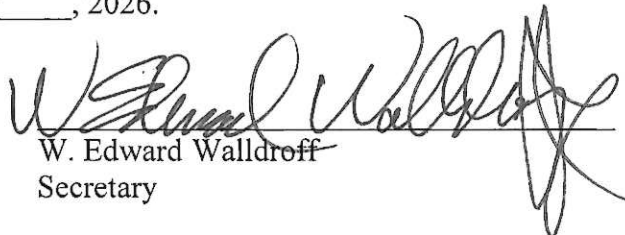
That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on September 3, 2026, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

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

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 3rd day of September, 2026.


W. Edward Walldroff
Secretary

[SEAL]

