PROJECT AUTHORIZING RESOLUTION
(Roth Industries Inc. Project)

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, March 4, 2021 at 8:30 a.m.

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

Resolution No. 03.04.2021.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPOINTING ROTH INDUSTRIES INC., FOR ITSELF AND/OR ON BEHALF OF AN ENTITY OR ENTITIES TO BE FORMED (COLLECTIVELY, THE "COMPANY") AS ITS AGENT TO UNDERTAKE A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT, LEASE AGREEMENT, LEASEBACK AGREEMENT, PAYMENT-IN-LIEU-OF-TAX AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT; (iii) AUTHORIZING THE PROVISION OF CERTAIN FINANCIAL ASSISTANCE TO THE COMPANY (AS FURTHER DEFINED HEREIN); (iv) ADOPTING FINDINGS WITH RESPECT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA"); AND (v) AUTHORIZING THE EXECUTION OF RELATED DOCUMENTS WITH RESPECT TO THE PROJECT.

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, the Agency previously undertook a certain project (the "2005 Project") for the benefit of **ROTH INDUSTRIES, INC.** (hereinafter, the "Company") consisting of (i) the acquisition of fee title to an approximately 9 acre parcel of real property located at 268 Bellew Avenue South, Watertown, New York (the "Land", being more particularly identified as Tax Parcel No. 9-43-105.000) and the existing improvements located thereon comprised of approximately 20,000 square feet of space (the "2005 Existing Improvements"), (ii) the planning, design, engineering and construction of an approximately 10,000 square foot addition to the 2005 Existing Improvements to house additional manufacturing space to be operated by the Company (the "2005 Improvements"); (iii) the acquisition and installation in and around the Land, 2005 Existing improvements 2005 Improvements of certain machinery, equipment and other items of tangible personal property (the "2005 Equipment"; and, together with the Land, 2005 Existing Improvements and the 2005 Improvements, the "2005 Facility"); (iv) the issuance

by the Agency of its Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005A in the principal amount of $5,053,750 and Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005B in the principal amount of $937,500; and (v) the sale of the 2005 Facility to the Company pursuant to the terms of a certain Installment Sale Agreement (the "2005 ISA"); and

WHEREAS, pursuant to and in accordance with a certain Project Authorizing Resolution adopted by the Agency on June 2, 2016 (the "2016 Project Authorizing Resolution"), the Agency previously undertook a certain project (the "2016 Project") for the benefit of the Company consisting of (i) the planning, design and construction of an approximately 27,500 square foot addition to the 2005 Facility (the "2016 Improvements") located on the Land for expanded manufacturing and warehousing operations by the Company; (ii) the acquisition and installation in and around the 2005 Facility and 2016 Improvements of certain machinery, equipment and other items of tangible personal property (the "2016 Equipment"; and, together with portions of the Land and the 2016 Improvements, the "2016 Facility"); and (iii) the undertaking of a straight-lease transaction in accordance with the Act whereby the Agency and Company entered into certain project documents (the "2016 Project Documents", each dated as of November 18, 2016, including (a) a Lease to Agency (the "Company Lease"), (b) a Lease Agreement (the "Lease Agreement"), (c) a Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), and (d) related documents, all relating to certain defined portion of the Land, which has been identified as Tax Parcel No. 9-43-105.700, and hereinafter the "2016 Facility Land"); and

WHEREAS, the Company has submitted an application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition or retention by the Agency of a leasehold interest or other interest in all or a portion of the Land; (ii) the planning, design, construction and operation of (A) an approximately 6,700 square foot addition to house a certain blow molding machine and related equipment and (B) a 10,000 square foot storage warehouse facility (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility") and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

WHEREAS, on February 11, 2021, the Agency adopted an initial resolution (the "Initial Project Resolution") which (i) accepted the Company's application, (ii) authorized the scheduling and conduct of a public hearing in compliance with the Act, (iii) described the contemplated forms of financial assistance to be provided by the Agency (the "Financial Assistance", as described herein); and (iv) authorized the negotiation of an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), Lease Agreement (the "Lease Agreement"), Leaseback Agreement (the "Leaseback Agreement") and Payment-in-lieu-of-Tax agreement (the "PILOT Agreement") to be entered into with respect to the Project; and

WHEREAS, in accordance with the Initial Project Resolution, the Agency published and forwarded a Notice of Public Hearing to the City of Watertown (the "City"), the County of

Jefferson (the "County"), and the Watertown City School District (the "School", and together with the City and County, the "Affected Tax Jurisdictions) at least ten (10) days prior to said Public Hearing are attached hereto as **Exhibit A**; and

WHEREAS, pursuant to Section 859-a of the Act, the Agency held a public hearing on Wednesday, February 24, 2021 at 9:00 a.m. at 800 Starbuck Avenue, Watertown, New York with respect to the Project (the "Public Hearing") and the proposed Financial Assistance (as further defined herein) being contemplated by the Agency whereat interested parties were provided a reasonable opportunity, both orally and in writing, to present their views, a copy of the minutes of the Public Hearing also being attached hereto within **Exhibit A**; and

WHEREAS, the City Council of the City of Watertown (the "City Council") reviewed the proposed Project pursuant to the State Environmental Quality Review Act, as codified under Article 8 of the Environmental Conservation Law and Regulations adopted pursuant thereto by the Department of Environmental Conservation of the State (collectively, "SEQRA") and related Environmental Assessment Form ("EAF"), attached hereto as **Exhibit B**; and

WHEREAS, in furtherance of the foregoing, the Agency desires to authorize (i) the appointment of the Company as agent of the Agency to undertake the Project; (ii) the execution and delivery of the Agent Agreement, Lease Agreement, the Leaseback Agreement, the PILOT Agreement, and related documents; (iii) the provision of the Financial Assistance to the Company, which shall include (a) an exemption from all state and local sales and use taxes with respect to the qualifying personal property included in or incorporated into the Facility or used in the construction and equipping of the Facility, (b) a mortgage recording tax exemption for financings undertaken to construct the Facility; and (c) a partial real property tax abatement through the execution of an agreement with the Agency regarding payments in lieu of real property taxes to be made for the benefit of the Affected Tax Jurisdictions; and (iv) the review and ratification of findings pursuant to SEQRA in connection with the Project.

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

Section 1. Based upon the representations made by the Company to the Agency in the Application, the Agency hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) It is desirable and in the public interest for the Agency to (i) acquire title to or other interest in the Land, the Existing Improvements, Improvements and the Equipment constituting the Facility, (ii) lease or sell the Agency's interest in the Land, Existing Improvements, Improvements and Equipment constituting the Facility to the Company pursuant to a lease agreement or sale agreement, and (iii) enter into a Straight Lease Transaction with the Company; and

(C) The action to be taken by the Agency will induce the Company to undertake the Project, thereby increasing employment opportunities in the City of Watertown, which is located within Jefferson County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

(D) The Project will not result in the removal of a facility or plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the "State") to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the Agency hereby finds that, based on the Company's Application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other facility or plant to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries; and

(E) Based upon a review of the Application and the EAF submitted to the Agency, the Agency hereby:

(i) consents to and affirms the status of the City Council as Lead Agency for review of the Facility, within the meaning of, and for all purposes of complying with SEQRA; and

(ii) ratifies the proceedings undertaken by the City Council under SEQRA with respect to the construction and equipping of the Facility pursuant to SEQRA; and

(iii) finds that the Project involves an "unlisted action" (as such quoted term is defined under SEQRA). The Agency's review is "uncoordinated" (as such quoted term is defined under SEQRA). Based upon the review by the Agency of the EAF and related documents delivered by the Company to the Agency and other representations made by the Company to the Agency in connection with the Project, the Agency hereby finds that (a) the Project will result in no major impacts and, therefore, is one which may not cause significant damage to the environment; (b) the Project will not have a "significant effect on the environment" (as such quoted term is defined under SEQRA); and (c) no "environmental impact statement" (as such quoted term is defined under SEQRA) need be prepared for this action. This determination constitutes a "negative declaration" (as such quoted terms are defined under SEQRA) for purposes of SEQRA.

Section 2. Subject to (i) the Company executing the Agent Agreement and/or Leaseback Agreement, and (ii) the delivery to the Agency of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the Agency, the Agency hereby authorizes the Company to proceed with the acquisition, renovation, construction, reconstruction, rehabilitation and equipping of the Project and hereby appoints the Company as the true and lawful agent of the Agency: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and

subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the Agency could do if acting in its own behalf; *provided*, *however*, the Agent Agreement shall expire on April 30, 2022 *(unless extended for good cause by the Executive Director of the Agency)*.

Section 3. Based upon the representation and warranties made by the Company the Application, the Agency hereby authorizes and approves the Company, as its agent, to make purchases of goods and services relating to the Project and that would otherwise be subject to New York State and local sales and use tax in an amount up to approximately **$784,000.00**, which result in New York State and local sales and use tax exemption benefits ("sales and use tax exemption benefits") not to exceed **$62,720.00**. The Agency agrees to consider any requests by the Company for increase to the amount of sales and use tax exemption benefits authorized by the Agency upon being provided with appropriate documentation detailing the additional purchases of property or services, and, to the extent required, the Agency authorizes and conducts any supplemental public hearing(s).

Section 4. Pursuant to Section 875(3) of the Act, the Agency may recover or recapture from the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, any sales and use tax exemption benefits taken or purported to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, if it is determined that: (i) the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, is not entitled to the sales and use tax exemption benefits; (ii) the sales and use tax exemption benefits are in excess of the amounts authorized to be taken by the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project; (iii) the sales and use tax exemption benefits are for property or services not authorized by the Agency as part of the Project; (iv) the Company has made a material false statement on its application for financial assistance; (v) the sales and use tax exemption benefits are taken in cases where the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project; and/or (vi) the Company obtains mortgage recording tax benefits and/or real property tax abatements and fails to comply with a material term or condition to use property or services in the manner approved by the Agency in connection with the Project (collectively, items (i) through (vi) hereby defined as a "Recapture Event").

As a condition precedent of receiving sales and use tax exemption benefits and real property tax abatement benefits, the Company, its agents, consultants, subcontractors, or any other party authorized to make purchases for the benefit of the Project, must (i) if a Recapture Event determination is made by the Agency, cooperate with the Agency in its efforts to recover or recapture any sales and use tax exemption benefits, mortgage recording tax benefits and/or real property tax abatements abatement benefits, and (ii) promptly pay over any such amounts to the Agency that the Agency demands, if and as so required to be paid over as determined by the Agency.

Section 5. The Chairman, Vice Chairman and/or Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement, PILOT Mortgage, and related documents with such changes as shall be approved by the Chairman, Vice Chairman, the Executive Director and counsel to the Agency upon execution. The Agency hereby further authorizes the execution and delivery of all documents and agreements necessary to effectuate the termination of the 2005 ISA and related documents associated with the 2005 Project, including a deed, termination agreements and related documents and forms.

Section 6. The Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any mortgage, assignment of leases and rents, security agreement, UCC-1 Financing Statements and all documents reasonably contemplated by these resolutions or required by any lender identified by the Company (the "Lender") up to a maximum principal amount necessary to undertake the Project, acquire the Facility and/or finance or refinance equipment and other personal property and related transactional costs (hereinafter with the Straight Lease Documents, the "Agency Documents"); and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency to the Agency Documents and to attest the same, all with such changes, variations, omissions and insertions as the Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency shall approve, the execution thereof by the Chairman (or Vice Chairman), Executive Director (or Deputy Executive Director) of the Agency to constitute conclusive evidence of such approval; provided, that, in all events, recourse against the Agency is limited to the Agency's interest in the Project.

Section 7. 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 8. 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.	X			
David J. Converse	X			
John Jennings	X			
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

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

That I have compared the foregoing extract of the minutes of the meeting of the Wayne County Industrial Development Agency (the "Agency") including the resolution contained therein, held on March 4, 2021, 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 4th day of March, 2021.

[redacted]
(Acting) Secretary

[SEAL]

EXHIBIT A
PUBLIC HEARING MATERIALS

Jefferson County Industrial Development Agency

800 Starbuck Avenue, Suite 800
Watertown, New York 13601

ph: 315.782.5865 / 800.553.4111
fx: 315.782.7915

www.jcida.com

NOTICE OF PUBLIC HEARING

February 12, 2021

VIA CERTIFIED MAIL/
RETURN RECEIPT REQUESTED

To: The Chief Executive Officers of
Affected Tax Jurisdictions on Schedule A

Re: Jefferson County Industrial Development Agency
Roth Industries, Inc. Project

Ladies and Gentlemen:

Please note that on February 24, 2021 at 9:00 a.m., local time, at 800 Starbuck Avenue, Watertown, NY, the Jefferson County Industrial Development Agency (the "Agency") will conduct a public hearing regarding the above-referenced project. Enclosed is a copy of the Notice of Public Hearing describing the Project and the financial assistance contemplated by the Agency. The Notice has been submitted to the Watertown Daily Times for publication.

You are welcome to attend such hearing at which time you will have an opportunity to review the project application and present your views, both orally and in writing, with respect to the project. We are providing this notice to you, pursuant to General Municipal Law Section 859-(a), as the chief executive officer of an affected tax jurisdiction within which the project is located.

PLEASE NOTE that the Agency has established special hearing logistics and instructions as noted within the enclosed Notice. Given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo and local distancing restrictions at City facilities, the Agency will have limited accommodations for in-person public attendance or participation at this hearing for ten (10) or less individuals at the same time. In addition to this limited capacity gathering, and in furtherance of the provisions of Section 859-a of the Act requiring interested parties be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project, the Agency will also conduct a concurrent virtual public hearing via live audio broadcast

Very truly yours,

JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

The JCIDA is an equal opportunity provider, and employer. To file a complaint of discrimination, write: USDA, Director, Office of Civil Rights, 1400 Independence Avenue, S.W., Washington, D.C. 20250-9410, or call (800) 795-3272 (voice) or (202) 720-6382 (TDD).

Schedule A
Affected Tax Jurisdiction Officials

Jefferson County, New York	**Jefferson County, New York**
Attn: Scott A. Gray, Chairman County Legislature 195 Arsenal Street Watertown, New York 13601	Attn: Robert F. Hagemann, III County Administrator 195 Arsenal Street Watertown, New York 13601
Watertown City School District	**Watertown City School District**
Attn: Maria T. Mesires, BOE Chair 1351 Washington Street, P.O. Box 586 Watertown, New York 13601	Attn: Patricia LaBarr, Superintendent 1351 Washington Street, P.O. Box 586 Watertown, New York 13601
City of Watertown, New York	**City of Watertown, New York**
Attn: Jeffrey M. Smith, Mayor City Hall 245 Washington St., Rm. 302A Watertown, New York 13601	Attn: Kenneth Mix, City Manager City Hall 245 Washington St., Rm. 302 Watertown, New York 13601

NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York General Municipal Law (the "Act") will be held by the Jefferson County Industrial Development Agency (the "Agency") on the 24th day of February, 2021, at 9:00 a.m., local time, at JCIDA, 800 Starbuck Avenue, Watertown, NY in connection with the matter described below. **PLEASE NOTE** the special hearing logistics and instructions included at the end of this notice.

The Agency previously undertook a certain project (the "2005 Project") for the benefit of **ROTH INDUSTRIES, INC.** (hereinafter, the "Company") consisting of (i) the acquisition of fee title to an approximately 9 acre parcel of real property located at 268 Bellew Avenue South, Watertown, New York (the "Land", being more particularly identified as Tax Parcel No. 9-43-105.000) and the existing improvements located thereon comprised of approximately 20,000 square feet of space (the "2005 Existing Improvements"), (ii) the planning, design, engineering and construction of an approximately 10,000 square foot addition to the 2005 Existing Improvements to house additional manufacturing space to be operated by the Company (the "2005 Improvements"); (iii) the acquisition and installation in and around the Land, 2005 Existing improvements 2005 Improvements of certain machinery, equipment and other items of tangible personal property (the "2005 Equipment"; and, together with the Land, 2005 Existing Improvements and the 2005 Improvements, the "2005 Facility"); (iv) the issuance by the Agency of its Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005A in the principal amount of $5,053,750 and Industrial Development Revenue Bond (Roth Industries, Inc. Project), Series 2005B in the principal amount of $937,500; and (v) the sale of the 2005 Facility to the Company pursuant to the terms of a certain Installment Sale Agreement (the "2005 ISA").

Pursuant to and in accordance with a certain Project Authorizing Resolution adopted by the Agency on June 2, 2016 (the "2016 Project Authorizing Resolution"), the Agency previously undertook a certain project (the "2016 Project") for the benefit of the Company consisting of (i) the planning, design and construction of an approximately 27,500 square foot addition to the 2005 Facility (the "2016 Improvements") located on the Land for expanded manufacturing and warehousing operations by the Company; (ii) the acquisition and installation in and around the 2005 Facility and 2016 Improvements of certain machinery, equipment and other items of tangible personal property (the "2016 Equipment"; and, together with portions of the Land and the 2016 Improvements, the "2016 Facility"); and (iii) the undertaking of a straight-lease transaction in accordance with the Act whereby the Agency and Company entered into certain project documents (the "2016 Project Documents", each dated as of November 18, 2016, including (a) a Lease to Agency (the "Company Lease"), (b) a Lease Agreement (the "Lease Agreement"), (c) a Payment-in-lieu-of-Tax Agreement (the "PILOT Agreement"), and (d) related documents, all relating to certain defined portion of the Land, which has been identified as Tax Parcel No. 9-43-105.700, and hereinafter the "2016 Facility Land").

The Company has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition or retention by the Agency of a leasehold interest or other interest in a portion of the Land; (ii) the planning, design, construction and operation of (A) an approximately 6,700 square foot addition to house a certain blow molding machine and related equipment and (B) a 10,000 square foot

storage warehouse facility (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility") and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction").

The Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (A) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction or equipping of the Facility; (B) mortgage recording tax exemption(s) relating to financings undertaken by the Company in furtherance of the Project; and (C) a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement ("PILOT Agreement").

PLEASE NOTE SPECIAL PUBLIC HEARING CONDUCT INSTRUCTIONS AND INFORMATION:

In accordance with Section 859-a of the Act, a representative of the Agency will be at the above-stated time and place to present a copy of the Company's Project Application (including a cost-benefit analysis), which is also available for viewing on the Agency's website at: Jefferson County, NY Economic Development - Jefferson County IDA (jcida.com). However, given the ongoing COVID-19 public health crisis and related Executive Orders issued by Governor Andrew M. Cuomo and local distancing restrictions at municipal facilities, the Agency will have limited accommodations for in-person public attendance or participation at this hearing for ten (10) or less individuals at the same time. In addition to this limited capacity gathering, and in furtherance of the provisions of Section 859-a of the Act requiring interested parties be provided a reasonable opportunity, both orally and in writing, to present their views with respect to the Project, the Agency will also conduct a concurrent virtual public hearing via live audio broadcast at Jefferson County New York Economic Development - YouTube. Any individuals seeking to participate and provide comment will also be provided with a video conference link at https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVjKytDdz09 Meeting ID: 843 5525 0468, Password: 011440, 1-929-205-6099 US (New York). Finally, the Agency also encourages all interested parties to submit written comments to the Agency, which will all be included within the public hearing record, which can be submitted to David Zembiec, Chief Executive Officer, Jefferson County IDA, 800 Starbuck Avenue, Watertown, New York 13601 and/or dzembiec@jcida.com.

DATED: February 13, 2021

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Jefferson County Industrial Development Agency
Public Hearing Minutes
February 24, 2021

The Jefferson County Industrial Development Agency held a public hearing at 9:00 a.m. Wednesday, February 24, 2021, at its offices located on 800 Starbuck Ave, Watertown, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for **Roth Industries Inc.** for a PILOT/Straight Lease transaction for their expansion project.

Present: David Zembiec, JCIDA CEO; Peggy Sampson, Executive Assistant; Marshall Weir, Deputy CEO; John Pezzi, Roth VP of Operations

Mr. Zembiec opened the hearing at 9:00 a.m. and read the public hearing notice and public hearing rules.

Mr. Zembiec asked for public comment. No one spoke during the public hearing.

At 9:03 a.m., Mr. Zembiec closed the hearing.

Project Information:

The Company has submitted an application (the "Application") to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition or retention by the Agency of a leasehold interest or other interest in a portion of the Land; (ii) the planning, design, construction and operation of (A) an approximately 6,700 square foot addition to house a certain blow molding machine and related equipment and (B) a 10,000 square foot storage warehouse facility (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and the Improvements by the Company of certain items of machinery, equipment and other tangible personal property (the "Equipment"; and, together with the Land and the Improvements, the "Facility") and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction").

The Agency is contemplating providing financial assistance to the Company with respect to the Project (collectively, the "Financial Assistance") in the form of: (A) an exemption from all State and local sales and use taxes with respect to qualifying personal property included in or incorporated into the Facility or used in the acquisition, construction or equipping of the Facility; (B) mortgage recording tax exemption(s) relating to financings undertaken by the Company in furtherance of the Project; and (C) a partial real property tax abatement provided through a Payment in Lieu of Tax Agreement ("PILOT Agreement").

[redacted]

David Zembiec
Hearing Officer

EXHIBIT B
SEQRA MATERIALS

ORIGINAL SEQR - SALE

Short Environmental Assessment Form
Part 1 - Project Information

Instructions for Completing

Part 1 – Project Information. The applicant or project sponsor is responsible for the completion of Part 1. Responses become part of the application for approval or funding, are subject to public review, and may be subject to further verification. Complete Part 1 based on information currently available. If additional research or investigation would be needed to fully respond to any item, please answer as thoroughly as possible based on current information.

Complete all items in Part 1. You may also provide any additional information which you believe will be needed by or useful to the lead agency; attach additional pages as necessary to supplement any item.

Part 1 – Project and Sponsor Information

Project: Expansion Project Sponsor: Roth Industries, Inc

Name of Action or Project:

Expansion Project

Project Location (describe, and attach a location map):

268 Bellew Ave South, Watertown, NY

Brief Description of Proposed Action:

The project consists of two building additions totaling 7,340 SF on the northwest corner of the existing manufacturing facility and construction of a 10,400 SF storage building with covered loading dock at the southwest corner of the property. Site improvements include reconfiguration of the asphalt storage area and southwestern entrance drive to accommodate the building additions and loading dock access, gas and electric services to the proposed storage building, chain link fence reconfiguration, site lighting, grading and drainage. The new gas and electric services will extend from existing utilities located along the east side of Roundhouse Drive.

Name of Applicant or Sponsor:	Telephone: 888-266-7684
Roth Industries, Inc	E-Mail: [redacted]

Address:

268 Bellew Ave South

City/PO:	State:	Zip Code:
Watertown	NY	13601

	NO	YES
1. Does the proposed action only involve the legislative adoption of a plan, local law, ordinance, administrative rule, or regulation? If Yes, attach a narrative description of the intent of the proposed action and the environmental resources that may be affected in the municipality and proceed to Part 2. If no, continue to question 2.	☑	☐
2. Does the proposed action require a permit, approval or funding from any other government Agency? If Yes, list agency(s) name and permit or approval:	☑	☐

3. a. Total acreage of the site of the proposed action? 8.86 acres
   b. Total acreage to be physically disturbed? 0.81 acres
   c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? 8.86 acres

4. Check all land uses that occur on, are adjoining or near the proposed action:

5. ☑ Urban ☐ Rural (non-agriculture) ☑ Industrial ☐ Commercial ☐ Residential (suburban)
   ☐ Forest ☐ Agriculture ☐ Aquatic ☐ Other(Specify):
   ☐ Parkland

	NO	YES	N/A
5. Is the proposed action,			
a. A permitted use under the zoning regulations?	☐	☑	☐
b. Consistent with the adopted comprehensive plan?	☐	☑	☐

	NO	YES
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	☐	☑

	NO	YES
7. Is the site of the proposed action located in, or does it adjoin, a state listed Critical Environmental Area?		
If Yes, identify: _____	☑	☐

	NO	YES
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	☑	☐
b. Are public transportation services available at or near the site of the proposed action?	☐	☑
c. Are any pedestrian accommodations or bicycle routes available on or near the site of the proposed action?	☑	☐

	NO	YES
9. Does the proposed action meet or exceed the state energy code requirements?		
If the proposed action will exceed requirements, describe design features and technologies:	☐	☑

	NO	YES
10. Will the proposed action connect to an existing public/private water supply?		
If No, describe method for providing potable water: Building additions will connect to existing interior water supply. The proposed storage building will not be connected to any water utilities	☐	☑

	NO	YES
11. Will the proposed action connect to existing wastewater utilities?		
If No, describe method for providing wastewater treatment: Building additions will connect to existing interior plumbing. The proposed storage building will not be connected to any wastewater utilities	☐	☑

	NO	YES
12. a. Does the project site contain, or is it substantially contiguous to, a building, archaeological site, or district which is listed on the National or State Register of Historic Places, or that has been determined by the Commissioner of the NYS Office of Parks, Recreation and Historic Preservation to be eligible for listing on the State Register of Historic Places?	☑	☐
b. Is the project site, or any portion of it, located in or adjacent to an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory?	☐	☑

	NO	YES
13. a. Does any portion of the site of the proposed action, or lands adjoining the proposed action, contain wetlands or other waterbodies regulated by a federal, state or local agency?	☐	☑
b. Would the proposed action physically alter, or encroach into, any existing wetland or waterbody?	☑	☐
If Yes, identify the wetland or waterbody and extent of alterations in square feet or acres: There are wetlands located within the City Center Industrial Park and adjacent lands, but not within the Roth owned Propoerty		

14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply:

☐ Shoreline ☐ Forest ☐ Agricultural/grasslands ☐ Early mid-successional

☐ Wetland ☑ Urban ☐ Suburban

	NO	YES
15. Does the site of the proposed action contain any species of animal, or associated habitats, listed by the State or Federal government as threatened or endangered? Indiana Bat, Northern Long-...	☐	☑
16. Is the project site located in the 100-year flood plan?	☑	☐
17. Will the proposed action create storm water discharge, either from point or non-point sources?	☐	☑
If Yes,		
a. Will storm water discharges flow to adjacent properties?	☑	☐
b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)?	☐	☑
If Yes, briefly describe:		
Stormwater runoff will be directed to one of two on-site stormwater basins prior to discharging into the City municipal storm system		
18. Does the proposed action include construction or other activities that would result in the impoundment of water or other liquids (e.g., retention pond, waste lagoon, dam)?	☑	☐
If Yes, explain the purpose and size of the impoundment:		
19. Has the site of the proposed action or an adjoining property been the location of an active or closed solid waste management facility?	☑	☐
If Yes, describe:		
20.Has the site of the proposed action or an adjoining property been the subject of remediation (ongoing or completed) for hazardous waste?	☑	☐
If Yes, describe:		

I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE

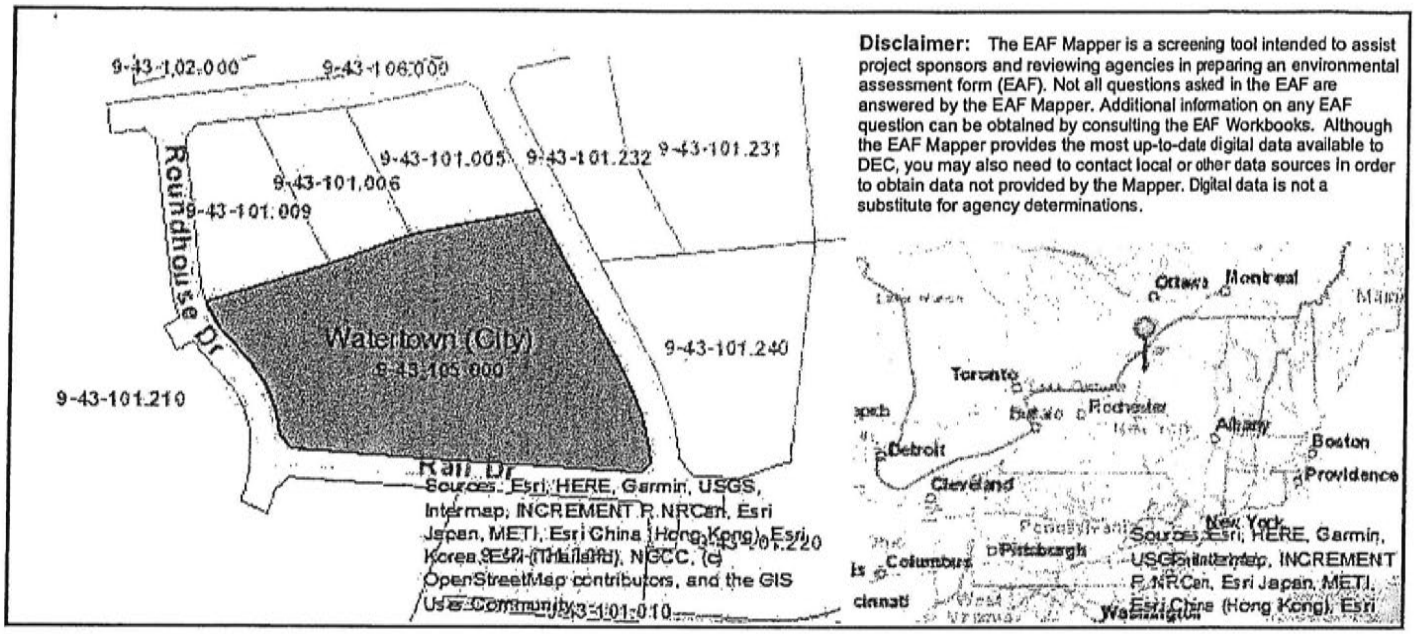
Applicant/sponsor/name: John C. Pezzi Date: 02/12/2020

Signature: [redacted] Title: Vice President Operations

PRINT FORM

EAF Mapper Summary Report

Wednesday, February 12, 2020 9:55 AM



Part 1 / Question 7 [Critical Environmental Area]	No
Part 1 / Question 12a [National or State Register of Historic Places or State Eligible Sites]	No
Part 1 / Question 12b [Archeological Sites]	Yes
Part 1 / Question 13a [Wetlands or Other Regulated Waterbodies]	Yes - Digital mapping information on local and federal wetlands and waterbodies is known to be incomplete. Refer to EAF Workbook.
Part 1 / Question 15 [Threatened or Endangered Animal]	Yes
Part 1 / Question 15 [Threatened or Endangered Animal - Name]	Indiana Bat, Northern Long-eared Bat
Part 1 / Question 16 [100 Year Flood Plain]	Digital mapping data are not available or are incomplete. Refer to EAF Workbook.
Part 1 / Question 20 [Remediation Site]	No

Agency Use Only [If applicable]

Project:

Date:

Short Environmental Assessment Form
Part 2 - Impact Assessment

Part 2 is to be completed by the Lead Agency.
Answer all of the following questions in Part 2 using the information contained in Part 1 and other materials submitted by the project sponsor or otherwise available to the reviewer. When answering the questions the reviewer should be guided by the concept "Have my responses been reasonable considering the scale and context of the proposed action?"

	No, or small impact may occur	Moderate to large impact may occur
1. Will the proposed action create a material conflict with an adopted land use plan or zoning regulations?	☒	☐
2. Will the proposed action result in a change in the use or intensity of use of land?	☒	☐
3. Will the proposed action impair the character or quality of the existing community?	☒	☐
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?	☒	☐
5. Will the proposed action result in an adverse change in the existing level of traffic or affect existing infrastructure for mass transit, biking or walkway?	☒	☐
6. Will the proposed action cause an increase in the use of energy and it fails to incorporate reasonably available energy conservation or renewable energy opportunities?	☒	☐
7. Will the proposed action impact existing: a. public / private water supplies?	☒	☐
b. public / private wastewater treatment utilities?	☒	☐
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?	☒	☐
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?	☒	☐
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?	☒	☐
11. Will the proposed action create a hazard to environmental resources or human health?	☒	☐

PRINT FORM

Agency Use Only [If applicable]

Project:

Date:

Short Environmental Assessment Form
Part 3 Determination of Significance

For every question in Part 2 that was answered "moderate to large impact may occur", or if there is a need to explain why a particular element of the proposed action may or will not result in a significant adverse environmental impact, please complete Part 3. Part 3 should, in sufficient detail, identify the impact, including any measures or design elements that have been included by the project sponsor to avoid or reduce impacts. Part 3 should also explain how the lead agency determined that the impact may or will not be significant. Each potential impact should be assessed considering its setting, probability of occurring, duration, irreversibility, geographic scope and magnitude. Also consider the potential for short-term, long-term and cumulative impacts.

☐ Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action may result in one or more potentially large or significant adverse impacts and an environmental impact statement is required.

☒ Check this box if you have determined, based on the information and analysis above, and any supporting documentation, that the proposed action will not result in any significant adverse environmental impacts.

CITY OF WATERTOWN CITY COUNCIL
Name of Lead Agency

3/19/20
Date

JEFFREY M. SMITH
Print or Type Name of Responsible Officer in Lead Agency

MAYOR
Title of Responsible Officer

[redacted]
Signature of Responsible Officer in Lead Agency

[redacted]
Signature of Preparer (if different from Responsible Officer)

PRINT FORM