PROJECT AUTHORIZING RESOLUTION

(Watertown Industrial Center Local Development Corporation Project
2026 PILOT Extension Authorization)

An annual meeting of the Jefferson County Industrial Development Agency was convened on Thursday, March 5, 2026 at 8:30 a.m.

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

Resolution No. 03.05.2026.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING AN APPLICATION FOR EXTENDED FINANCIAL ASSISTANCE FROM THE WATERTOWN INDUSTRIAL CENTER LOCAL DEVELOPMENT CORPORATION (HEREIN, THE "COMPANY"); (ii) EXTENDING THE APPOINTMENT OF THE COMPANY AS AGENT IN CONNECTION WITH A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW); (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY; (iv) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AMENDED LEASE AGREEMENT, PAYMENT-IN-LIEU-OF-TAX AGREEMENT AND RELATED DOCUMENTS WITH RESPECT TO THE PROJECT; (v) AUTHORIZING THE PROVISION OF CERTAIN FINANCIAL ASSISTANCE TO THE COMPANY (AS FURTHER DEFINED HEREIN); (vi) ADOPTING FINDINGS WITH RESPECT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA"); AND (vii) 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 appointed **WATERTOWN INDUSTRIAL CENTER LOCAL DEVELOPMENT CORPORATION** (the "Company") as agent to undertake a certain project (the "Project") consisting of: (i) the acquisition by the Agency of fee title to approximately 36.31 acres of real property located at 800 Starbuck Avenue in the City of Watertown, New York (the "Land", being more particularly described as tax parcel No. 4-09-102.004); along with the existing buildings and improvements located thereon, including Building A (80,000 sf), Building B (31,768 sf), Building C (19,448 sf), Building D (34,470 sf) and Building A/B (2,300 sf), along with related exterior parking, utility, lighting, curbage and other improvements (the "Existing Improvements") (ii) the operation, maintenance and upkeep by the

Company as a mixed use and multi-tenanted commercial and light industrial complex; (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment" and, collectively with, the Land and the Existing 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 leases the Facility to the Company (the "Straight Lease Transaction"); and

WHEREAS, the Agency and Company undertook the Straight Lease Transaction pursuant to (i) a certain Lease Agreement, dated as of September 21, 1995 (the "Lease Agreement", as extended pursuant to a certain Amendment to Lease Agreement, dated as of March 31, 2016), (ii) a certain Payment in Lieu of Taxes Agreement, dated as of September 1, 1995 (the "PILOT Agreement", also amended as of March 31, 2016), and (iii) related documents (collectively, the "Agency Documents"); and

WHEREAS, the Agency Documents are set to expire as of March 31, 2026, and the Company has submitted an application to the Agency requesting the Agency's assistance with extending the Agency Documents for an additional ten (10) year period, including the extension of the PILOT Agreement (the "Extension Request"), such Extension Request including the utilization of the existing formula for calculating PILOT Payments payable to the Agency for the benefit of Jefferson County (the "County"), the City of Watertown (the City"), and the Watertown City School District (the "City", and collectively with the County and City, the "Affected Tax Jurisdictions"); and

WHEREAS, the Extension Request involves additional Financial Assistance to include 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 (the "Financial Assistance"), with such Financial Assistance currently estimated to be less than $100,000; and

WHEREAS, the Agency's approval of the Extension Request and Financial Assistance will entail certain amendments to the Agency Documents (herein, the "Amendments"), the undertaking of which has been identified by the Agency as a "Type II" Action, as defined 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"), for which no formal review is required; and

WHEREAS, in furtherance of the foregoing, the Agency desires to authorize (i) the extension of the appointment of the Company as agent of the Agency to undertake the Project; (ii) the Extension Request and provision of the Financial Assistance; (iii) the execution and delivery of the Amendments, and (iv) related matters.

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 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) retain title to the Land, Existing Improvements, and the Equipment constituting the Facility, (ii) extend the Lease Agreement for the continued lease of the Agency's interest in same to the Company, and (iii) maintain the Straight Lease Transaction with the Company for an additional ten (10) year period; 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) The undertaking of the Extension Request and the Amendments constitute a Type II Action pursuant to SEQRA, for which no formal review is necessary.

(F) the Financial Assistance is estimated to be less than $100,000, and as such no public hearing is required to be conducted by the Agency pursuant to the Act.

Section 2. Subject to (i) the Company executing the Amendments, 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 extends the agent appointment of the Company to undertake the Project pursuant to the Agency Documents, as amended pursuant to the Amendments.

Section 3. 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 Amendments, along with related documents with such changes as shall be approved by the Chairman, Vice Chairman, the Executive Director 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 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 J. Condino	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 Secretary of the Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on March 5, 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 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 5 day of 3/5/26, 2026.

[redacted]

W. Edward Walldroff, Secretary

[SEAL]

