

**ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**MEETING AGENDA**

**\*Agenda subject to change\***

**December 18, 2020**

**Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Suite 1, Canton, New York 13617**

## Call to Order

## Roll Call

Public Notice December 14, 2020

Public Comment

Approval of Minutes      October 9, 2020 ..... 1-5

Financial Report: September and October 2020 ..... 6-19

Reports of Committees Governance Committee Meeting: November 6, 2020  
Blevins (Chair), Hall, LaBaff

Staff Report Patrick Kelly

Old Business	None
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New Business	Resolution: Annual Review: Conflict of Interest Policy.....	20-22
	Resolution: Annual Review: (Revisions) Procurement Policy .....	23-25
	Resolution: Annual Review: Investment Policy .....	26-31
	Resolution: Annual Review: Sexual Harassment Policy .....	32-43
	Resolution: Accepting Revisions to FOIL Policy .....	44-54
	Resolution: Authorizing the Adoption of a Records Retention and Disposition Policy .....	55-57
	Resolution: Authorizing Lease for the Canton Mixed-Use Building with Michels Corporation .....	58-63
	Resolution: Approving Resolution: Omni Navitas Renewables, LLC. GSPP County Route 31, LLC Project.....	64-76
	Annual Review: 2020 Assessment of the Effectiveness of Internal Controls ....	77

## Executive Session

## Adjournment

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## ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Meeting of October 9, 2020

**CALL TO ORDER:** Chairman Staples requests that Mr. Hall (who is attending the meeting in person) run the meeting. Mr. Hall calls the meeting to order at 9:03 AM in the main conference room at the Ernest J. LaBaff Industrial Building, Canton.

### ROLL CALL:

Blevins .....	Absent	Reagen.....	Absent
Hall.....	Present	McMahon .....	Present
Morrill .....	Absent	LaBaff.....	Present
Staples .....	Present (via teleconference)	(via teleconference)	

Mr. Hall announces there is a quorum.

Others: IDA Staff (Patrick Kelly, Richard Williams, Kimberly Gilbert and Lori Sibley); Andrew Silver, Esq. (IDA Attorney); Christopher C. Canada, Esq., Hodgson Russ, LLP (Transaction Counsel for IDA Solar Projects)

**PUBLIC NOTICE:** Public notifications sent October 2, 2020 to, at a minimum: newspapers designated for the publication of local laws and other matters required by law to be published; additional local media sources and websites.

**PUBLIC COMMENT:** Vaughn Golden, Reporter for the Watertown Daily Times is in attendance. No comment.

**APPROVAL OF MINUTES:** Motion to accept the minutes of the September 3, 2020 meeting by Mr. LaBaff seconded by Mr. McMahon with correction of the word “additional” to “addition” on page 2, second paragraph from the bottom of the page. Motion carried unanimously.

**FINANCIAL REPORTS:** Motion to accept the August 2020 financial reports by Mr. LaBaff, seconded by Mr. Staples. Mrs. Gilbert reports that the August highlights include revenues received from the Canton Potsdam Hospital Bond refinancing and interest income. Building expenses increased due to equipment purchased for the Canton building in response to COVID-19, including the installation of an intercom system at the front entrance. Additionally, with a CDL-A class starting next week, we are incurring expenses that will be reimbursed through the USDA Rural Business Development Grant we received to support the CDL-A training through the SUNY Canton CREST Center. As a response to a question posed by Mr. McMahon regarding the CDL-A expenses, Mrs. Gilbert explains that the IDA was awarded \$57,000 from the USDA’s Rural Development Block Grant as part of a total project cost of \$75,000. The additional \$18,000 will be paid by the Adult Ed participants enrolled in the program. Motion carried unanimously.

**COMMITTEE REPORTS:** None

**STAFF REPORT:** Patrick Kelly reports the following:

**St. Lawrence County Reopening Task Force:** We partnered with the SBDC, Chamber of Commerce, NYPA and other local partners to offer a virtual networking event for manufacturers in the County. The webinar titled “Making It In St. Lawrence County: Best Practices for Manufacturers” was held on September 23<sup>rd</sup> and included panelist participation from Defelsko Corporation, Dunn Paper, Seaway Pharma/SkinStitch and Curran Renewable Energy. The event covered a number of topics, including the challenges facing businesses as a result of COVID-19, opportunities with the CARES Act, and other regional programs that have been of

assistance over the last several months. The speakers also discussed how they are managing their facilities and working to maintain their markets during these difficult times.

SLCIDA Attorney Andrew Silver enters the meeting at 9:08 AM.

Mr. Kelly adds that another webinar will be presented on October 15<sup>th</sup> titled “Understanding the Virus: Best Practices for Business.” A professor from Clarkson University will discuss research that will help businesses understand issues related to the spread of the virus so they can better prepare their workplaces for the upcoming winter months.

Empire State Mines (former St. Lawrence Zinc): Zinc prices have dropped to \$1.06 from \$1.13 since our last meeting a month ago. Prices have ranged from \$.90 to \$1.15 throughout the pandemic.

Arconic: Plans continue to move forward for the study regarding the development of a business park on excess property in Massena.

Newell Building: The City of Ogdensburg is in the process of getting the roof repaired that collapsed last winter as a result of excess snow, covering approximately 1,000 square feet of former office space in the building. We recently sent out a request for quotes (“RFQ”) for Architectural Services to assist with the design and engineering services for build-outs for the next phase of the rehabilitation of the building. The plan is to start the additional work on the building by the end of the year.

Advertising (COVID-19): Mr. Kelly notes that specific targeted advertisements ended the last week of September. 250 “Please Keep SLC Open For Business” yard signs and 100 window signs were distributed to local businesses, colleges/universities, and local developers to place throughout the county. Mr. McMahon adds that he has heard different variations of the ads on the radio, some better than others, and he hopes that the intent of the messaging was met. Mr. Kelly explains that we tried to take a proactive stance by calling over 500 businesses in an effort to make personal contacts to offer assistance. The advertising was meant to reach those we may have missed in our calling efforts. As a central point of contact, we have helped some companies directly and referred people out to CITEC, SBDC and other local and regional partners.

Dairy Processing Industries RFP: As we continue to work on new and future project activity, we have sent out a Request for Proposals for firms to outreach prospective companies in the milk processing/dairy industry. We’ve had a number of discussions with large farms in the County as well as with the Cornell Cooperative Extension regarding resource that the local supply of milk could provide as a means to attract additional processors to the County.

CDL-A Training Course: Mr. Kelly distributes a handout to the members regarding the SUNY Canton CREST Center and the CDL-A training program. The St. Lawrence River Valley Redevelopment Agency and SLCIDA-LDC awarded funds to the CREST Center through the Community Development and Environmental Improvement Program that will be used to purchase a used tractor. Pepsi-Cola Ogdensburg Bottlers previously donated a trailer to the program.

Lake Champlain/Lake George Regional Planning Board: Funds were recently awarded to the Planning Board by the EDA to fund a Small Business Recovery Loan Program for which St. Lawrence County is included. As part of their application, funds are available for the IDA to participate in the promotion of the loan fund. We expect to sign an agreement with the Planning Board in the near future outlining this participation.

Workforce: At the recent Manufacturers webinar, the panelists talked about the challenges with finding workers to fill job openings. Matching available jobs with qualified job seekers is a growing problem both locally and nationally. We have assembled a sub-committee of our local developers group, including local economic developers, the colleges, workforce system partners, the SBDC, and the Chamber of Commerce to

work together to try to find ways to improve the process of matching workers with available jobs in the County.

Thomas A. Plastino: Mr. Kelly reminds the members that this is the first meeting since Tom's September 6<sup>th</sup> passing. He comments that it is fitting that the conference room which holds the IDA board meetings is named after Tom – a lasting reminder of Tom's work. There have been numerous calls, cards and other notes of sympathy that have poured into our office over the last month. Tom will be missed by many.

OLD BUSINESS: None

NEW BUSINESS:

Resolution IDA-20-10-16: Adopting the FY2021 Final Budget: The draft budget was made available for review and comment over 30 days ago and is now ready for formal approval. Mrs. Gilbert notes a change to the tentative budget which includes a line item for a payroll expenditure increase of \$100,000. Mr. Kelly adds that the IDA and IDA-LDC are down to 5.5 employees from 8 and we wanted to have a figure budgeted in the event we add additional staff for the IDA. Mr. LaBaff motions to approve Resolution IDA-20-10-16, seconded by Mr. McMahon. The motion is approved by unanimous vote.

Resolution IDA-20-10-17: Authorizing Engineering Services for the Former Newell Manufacturing Building: The IDA received an award of \$500,000 from the Northern Border Regional Council and a \$200,000 loan/grant from the North Country Redevelopment Fund (DANC) to continue improvements on the building. A Request for Quotes for Architectural Services was distributed and a bid from Brooks Washburn is recommended. Mr. McMahon asks if the cost is in line with what was anticipated, as there were not a lot of other bids. Mr. Williams, IDA Facilities Manager, states that the bid from Brooks Washburn is in line with our expectations for a project of this size. Mr. Williams adds that Mr. Washburn has in-depth knowledge about the property and he is aware of the timeline and what we want to accomplish in this phase of work. Mr. McMahon motions to approve Resolution IDA-20-10-17, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

Resolution IDA-20-10-18: Approving Resolution for Omni Navitas Renewables, LLC 126 Little Bow Road North Project: There are seven resolutions, including four in the Town of Gouverneur and three in the Town of DeKalb as part of the solar projects currently proposed by Omni Navitas. The projects have numerous consistencies, including the \$4,250 per megawatt PILOT price proposed. The PILOT parameters for these projects are similar to those found in the Morristown Solar project approved last month. The Cost Benefit Analysis showing the project evaluation and cost benefit is reviewed. The installation for this project will include approximately 24.4 acres of the Land of a 4.75 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements. There is currently \$1,240 paid in property tax now on the subject parcel. The new property tax payments are expected to increase to \$20,187.50 based on the 4.75 size of the project (an increase 17 times what the property tax being paid is currently on the parcel).

PILOT consents have been received by the Town of Gouverneur and the Gouverneur School District. There is no request for a Sales and Use Tax or a Mortgage Recording Tax. The NYSEERDA solar tool kit was used as one data point for reviewing the project, as were the review of numerous other solar projects approved by IDAs around the State. Mr. Kelly adds that there is a priority in New York State to grow the renewable energy sector. Mr. Staples asks for Mr. McMahon's opinion concerning the project. Mr. McMahon adds that he is surprised solar development in northern New York State is so lucrative considering the cost of energy is so low. He adds that he supports this kind of project activity because it supports the existing renewable sector and may be beneficial in supporting other industries in the area. Mr. Kelly explains that as the largest

County in the State, we have the opportunity to be a key player in renewable energy for the State. Mr. Hall asks if there is any concern about losing farming production. Mr. Kelly states that the IDA attends the Ag and Farmland Protection Board meetings where there has been a great deal of discussion regarding the importance of preserving better soils for agricultural production. There is a balance between preserving these soils and enabling landowners, including farm owners, and local communities to generate revenue from property. In response to Mr. LaBaff's question about losing farms now, Mr. Kelly mentions that there has been a lot of consolidation in the farming sector. There are fewer farms which are becoming larger and more efficient at producing milk. We partner with the Cornell Cooperative Extension and participate in the Ag and Farmland Protection Board meetings because the Agriculture sector is so important to us. This is a large part of why we are trying to recruit dairy processing facilities to our area. A public hearing was held on September 30<sup>th</sup> via Zoom to hear comments that are either in favor of or opposed to the project. Mr. Kelly mentions that job creation is not a large part of these projects, with the primary benefits being the value of the PILOT payments and the role the projects play in supporting the development and use of renewable energy locally and in New York State. Mr. LaBaff motions to approve Resolution IDA-20-10-18, seconded by Mr. McMahon. The motion is approved by unanimous vote.

Resolution IDA-20-10-19: Approving Resolution for Omni Navitas Renewables, LLC 126 Little Bow Road South Project: This parcel is a neighboring parcel to 126 Little Bow Road North, dynamics are similar, and most of the information relative to this project was covered in the previous resolution. The installation is on approximately 24.3 acres of land and includes a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements. Mr. McMahon explains that this is approximately 5 acres per mW. He adds that the general rule used to be 7-8 acres per mW, but now it is around 5 acres per mW. The footprint is getting smaller and that is important as less land is needed for the same power production. Mr. LaBaff motions to approve Resolution IDA-20-10-19, seconded by Mr. Staples. The motion is approved by unanimous vote.

Resolution IDA-20-10-20: Approving Resolution for ASA Gouverneur Solar II, LLC Project: The installation is on approximately 17.8 acres of land and includes a 4.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements. Mr. LaBaff motions to approve Resolution IDA-20-10-20, seconded by Mr. McMahon. The motion is approved by unanimous vote.

Resolution IDA-20-10-21: Approving Resolution for ASA DeKalb Solar I, LLC Project: The installation is on approximately 18.21 acres of land and includes a 5.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements. Mr. LaBaff motions to approve Resolution IDA-20-10-21, seconded by Mr. McMahon. The motion is approved by unanimous vote.

Resolution IDA-20-10-22: Approving Resolution for ASA DeKalb Solar II, LLC Project: The installation is on approximately 15.11 acres of land and includes a 3.0 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements. Mr. LaBaff motions to approve Resolution IDA-20-10-22, seconded by Mr. Staples. The motion is approved by unanimous vote.

Resolution IDA-20-10-23: Approving Resolution for ASA DeKalb Solar III, LLC Project: The installation is on approximately 15.85 acres of land and includes a 3.3 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site

preparation, access roads and any other required improvements. Mr. LaBaff motions to approve Resolution IDA-20-10-23, seconded by Mr. Staples. The motion is approved by unanimous vote.

Resolution IDA-20-10-24: Approving Resolution for ASA Gouverneur Solar I, LLC Project: The installation is on approximately 12.03 acres of land and includes a 1.48 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements. Mr. LaBaff motions to approve Resolution IDA-20-10-24, seconded by Mr. McMahon. The motion is approved by unanimous vote.

EXECUTIVE SESSION: None

ADJOURNMENT: A motion to adjourn is made by Mr. LaBaff, seconded by Mr. Staples. The meeting adjourns at 9:44 AM by unanimous vote.

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(Mr.) Lynn Blevins, Secretary

DRAFT

St. Lawrence County Industrial Development Agency  
Highlights for  
**September 2020**

Revenue

- Project Fees (In-Law Brewing)	2,000.00	
- St Lawrence County Revenue (4th Qtr)	62,500.00	
- Interest Income	<u>2,432.73</u>	
		\$66,932.73

Expenses

- Building Expenses(includes insurance costs)	11,473.57	
- Marketing Expense (refund of Trade Show)	(2,047.45)	
- RDBG Adult Ed Expenses	4,750.00	
- Rail Expenses	523.50	
- Newell Bldg Expenses	2,208.86	
- Office Equipment Expense (includes new laptops)	1,282.07	
- Telephone Expenses (includes vestibule phone system)	3,377.95	
- Insurance Expense (auto, office, General)	6,410.38	
- Other Operating Expenses	1,121.52	
- Payroll Expenses	<u>41,673.06</u>	
		\$70,773.46

Net Income      (\$3,840.73)



St. Lawrence County Industrial Development Agency

# Balance Sheet

As of September 30, 2020

Sep 30, 20

## ASSETS

### Current Assets

#### Checking/Savings

200 · Cash	1,054,982.74
200P · Cash - Payroll Checking Account	24,839.93
201 · Cash in Time Deposits	
201N · NBT Bank Cash in Time	1,420,999.88
201K · Key Bank Cash in Time	392,533.40
Total 201 · Cash in Time Deposits	<u>1,813,533.28</u>

Total Checking/Savings 2,893,355.95

#### Other Current Assets

211 · Special Reserve	
211B · Special Reserve -Key Treasury	1,999,705.00
211A · Special Reserve-Key MM Treasury	295.00
Total 211 · Special Reserve	<u>2,000,000.00</u>
220 · Due from Others	
220A · Misc. Due from Others	20,725.66
220B · City of Ogdensburg(Newell)	1,000,000.00
Total 220 · Due From Others	<u>1,020,725.66</u>
Total Other Current Assets	<u>3,020,725.66</u>

Total Current Assets 5,914,081.61

### Fixed Assets

111 · Gouverneur Industrial Park	
111-A · Gouverneur Industrial Park	74,139.65
Total 111 · Gouverneur Industrial Park	<u>74,139.65</u>
112 · Vehicles	
112-A · Vehicles	39,560.00
112-B · Vehicles Depreciation	-30,983.67
Total 112 · Vehicles	<u>8,576.33</u>
119 · Massena Industrial Park-Lot 12	40,963.08
122 · Furnishings	
122-A · Furnishing	25,880.04
122-B · Furnishing Depreciation	-25,767.16
Total 122 · Furnishings	<u>112.88</u>
128 · Canton Industrial Park	
128B · Canton Industrial Park - Improv	196,359.01
128A · Canton Industrial Park - Land	166,250.00
128-C · CIP Depreciation	-11,482.92
Total 128 · Canton Industrial Park	<u>351,126.09</u>
129 · Canton Industrial Building	
129-A · Canton Industrial Building	2,024,824.19
129-B · Canton Industrial Bldg Improv	143,388.76
129-C · Canton Ind Bldg - Depreciation	-396,571.42
Total 129 · Canton Industrial Building	<u>1,771,641.53</u>

## St. Lawrence County Industrial Development Agency

**Balance Sheet**

As of September 30, 2020

	<b>Sep 30, 20</b>
<b>Total Fixed Assets</b>	<b>2,246,559.56</b>
<b>Other Assets</b>	
299 · Deferred Outflow - Pension	175,136.00
<b>Capital Lease Receivable</b>	
594 · L/R - From the Heart Cabinetry	622,502.45
592 · L/R - NY Power Tools - Lot 17	241,072.18
590 · L/R - Capital Lease OpTechLot20	156,041.07
<b>Total Capital Lease Receivable</b>	<b>1,019,615.70</b>
<b>Notes Receivable (N/R)</b>	
591 · N/R - LC Drives RDBG EquipLease	27,211.88
593 · N/R - LC Drives 2018 RDBG	42,010.13
<b>Total Notes Receivable (N/R)</b>	<b>69,222.01</b>
<b>Total Other Assets</b>	<b>1,263,973.71</b>
<b>TOTAL ASSETS</b>	<b>9,424,614.88</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
526 · Deferred Grant Revenue(RDBG)	80,522.50
<b>Total Other Current Liabilities</b>	<b>80,522.50</b>
<b>Total Current Liabilities</b>	<b>80,522.50</b>
<b>Long Term Liabilities</b>	
511 · Deferred Inflow of Pension	537,954.00
510 · Net Pension Liability	103,661.00
<b>Notes Payable (N/P)</b>	
654 · N/P - SLCIDA-LDC CIB Loan	573,848.71
655 · N/P - SLRVRA CIB Loan	512,821.53
670 · N/P - J&L DANC Loan	750,000.00
<b>Total Notes Payable (N/P)</b>	<b>1,836,670.24</b>
500 · Emp Compensated Time Accruals	213,568.31
501 · PostEmpBenft Other Than Pension	1,601,412.00
<b>Total Long Term Liabilities</b>	<b>4,293,265.55</b>
<b>Total Liabilities</b>	<b>4,373,788.05</b>
<b>Equity</b>	
3700 · Investment in Capital Assets	1,715,592.15
3800 · Net Assets - Assigned	2,000,000.00
3900 · Net Assets - Unassigned	1,272,810.01
<b>Net Income</b>	<b>62,424.67</b>
<b>Total Equity</b>	<b>5,050,826.83</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>9,424,614.88</b>

St. Lawrence County Industrial Development Agency  
Budget Report  
January 1 - September 30, 2020

	2020 Budget	Sep-20	YTD	Balance
<b>Operating Revenue</b>				
2400 · Late Fees Received	100.00	0.00	0.00	100.00
2409B · Interest Income - Banking	35,000.00	(672.73)	11,982.88	23,017.12
2409L · Interest Income - Lease	13,000.00	3,105.46	25,056.06	(12,056.06)
2421 · St. Lawrence County Revenue	250,000.00	62,500.00	250,000.00	0.00
2422 · IDALDC Administrative Revenue	200,000.00	0.00	200,000.00	0.00
2423 · GMEDF Administrative Revenue	7,200.00	0.00	0.00	7,200.00
2505 · Gain/Loss on Sale of Asset	0.00	0.00	49,266.36	(49,266.36)
2999 · Miscellaneous Income	100.00	0.00	2,000.00	(1,900.00)
<b>Total Operating Revenue</b>	<b>505,400.00</b>	<b>64,932.73</b>	<b>538,305.30</b>	<b>(32,905.30)</b>
2450 · Rental Income - CIB	42,000.00	0.00	8,000.00	34,000.00
<b>Total Revenue for CIB</b>	<b>42,000.00</b>	<b>0.00</b>	<b>8,000.00</b>	<b>34,000.00</b>
6455408 · Maintenance Expense - CIB	15,000.00	0.00	27,151.87	(12,151.87)
6455411 · Insurance Expense - CIB	5,000.00	4,961.00	4,961.00	39.00
6455416 · Utilities Expense - CIB	2,500.00	217.01	1,679.98	820.02
6455499 · Miscellaneous Expense - CIB	100.00	0.00	0.00	100.00
6455500 · Interest Expense - CIB	8,150.00	669.56	5,452.45	2,697.55
6455510 · Depreciation Expense - CIB	65,000.00	0.00	0.00	65,000.00
<b>Total Expenditure for CIB</b>	<b>95,750.00</b>	<b>5,847.57</b>	<b>39,245.30</b>	<b>56,504.70</b>
<b>Total Canton Industrial Building</b>	<b>(53,750.00)</b>	<b>(5,847.57)</b>	<b>(31,245.30)</b>	<b>(22,504.70)</b>
<b>Canton Industrial Park</b>				
6456408 · Maintenance Expense - CIP	500.00	948.00	948.00	(448.00)
6456411 · Insurance Expense - CIP	950.00	0.00	0.00	950.00
6456499 · Miscellaneous Expense - CIP	250.00	0.00	0.00	250.00
6456510 · Depreciation Expense - CIP	0.00	0.00	0.00	0.00
<b>Total Canton Industrial Park</b>	<b>(1,700.00)</b>	<b>(948.00)</b>	<b>(948.00)</b>	<b>(752.00)</b>
<b>Total Expenditure for CIP</b>	<b>1,700.00</b>	<b>948.00</b>	<b>948.00</b>	<b>752.00</b>
<b>Gouverneur Industrial Park</b>				
6486408 · Maintenance Expense - GIP	2,000.00	1,100.00	2,750.00	(750.00)
6486411 · Insurance Expense - GIP	50.00	44.00	44.00	6.00
6486499 · Miscellaneous Expense - GIP	250.00	0.00	0.00	250.00
<b>Total Expenditure for GIP</b>	<b>2,300.00</b>	<b>1,144.00</b>	<b>2,794.00</b>	<b>(494.00)</b>
<b>Total Gouverneur Industrial Park</b>	<b>(2,300.00)</b>	<b>(1,144.00)</b>	<b>(2,794.00)</b>	<b>494.00</b>

	2020 Budget	Sep-20	YTD	Balance
<b>Potsdam Commerce Park</b>				
2495 · Rental Income - PCP Bldg	29,000.00	0.00	0.00	29,000.00
<b>Total Revenue for Potsdam Commerce Park</b>	29,000.00	0.00	0.00	29,000.00
6497408 · Maintenance Expense - PCP Bldg	1,000.00	0.00	0.00	1,000.00
6497411 · Insurance Expense - PCP Bldg	3,500.00	3,534.00	3,534.00	(34.00)
64974169 · Utility Expense - PCP Bldg	500.00	0.00	0.00	500.00
6497499 · Misc Expense - PCP Bldg	500.00	0.00	0.00	500.00
6497510 · Depreciation Expense - PCP Bldg	22,263.00	0.00	0.00	22,263.00
<b>Total Expenditure for PCP</b>	27,763.00	3,534.00	3,534.00	24,229.00
<b>Total Potsdam Commerce Park</b>	1,237.00	(3,534.00)	(3,534.00)	4,771.00
Total Building Revenues	73,000.00	0.00	8,000.00	63,000.00
Total Building Expenses	127,513.00	11,473.57	46,521.30	80,991.70
Total Building Net Income	(54,513.00)	(11,473.57)	(38,521.30)	(17,991.70)
<b>Miscellaneous Projects</b>				
2413 · Project Fees	10,000.00	2,000.00	164,000.00	(154,000.00)
2424 · NF Rail NBRC Revenue	234,155.00	0.00	0.00	234,155.00
2455 · NF Rail Rehab Revenue	732,232.00	0.00	0.00	732,232.00
2456 · J&L Project Revenue	840,000.00	0.00	74,715.64	765,284.36
2504 · CDC Project Revenue	100.00	0.00	13,625.38	100.00
2507 · ALCOA Foundation Grant	11,222.00	0.00	0.00	11,222.00
2515 · Newell Bldg Revenue	100,000.00	0.00	0.00	100,000.00
6499 · Miscellaneous Income	500.00	0.00	0.00	500.00
<b>Total Revenue for Misc. Projects</b>	1,928,209.00	2,000.00	252,341.02	1,689,493.36
6420407 · ALCOA Found Exp - Misc Project	11,222.00	0.00	0.00	11,222.00
6420501 · Railroad Interest Expense	0.00	0.00	0.00	0.00
6420617 · NF Rail Rehab Expense	490,000.00	523.50	102,992.55	387,007.45
6420618 · NF Rail NBRC Expense	234,155.00	0.00	0.00	234,155.00
6420620B · J&L Project Expense II	0.00	0.00	5,023.80	(5,023.80)
6420621 · Newell Project Expense	100,000.00	2,208.86	136,996.44	(36,996.44)
6420622 · RDBG Adult Ed Expense	0.00	4,750.00	14,250.00	(14,250.00)
<b>Total Expenditure for Misc. Projects</b>	835,377.00	7,482.36	259,262.79	576,114.21
<b>Total Miscellaneous Projects</b>	1,092,832.00	(5,482.36)	(6,921.77)	1,113,379.15

	2020 Budget	Sep-20	YTD	Balance
<b>General Operating Expenses</b>				
6460408 · Maintenance Expense	1,500.00	90.45	544.05	955.95
6460411 · Insurance Expense	10,000.00	6,410.38	6,802.38	3,197.62
6460416 · Utilities Expense	5,000.00	27.17	1,767.61	3,232.39
6460418 · Underwriting/Credit Report Exp	100.00	0.00	0.00	100.00
6460420 · Office Supplies Expense	2,500.00	639.43	2,522.53	(22.53)
6460421 · Office Equipment Expense	2,500.00	1,282.07	5,584.11	(3,084.11)
6460422 · Equipment Repair Expense	250.00	0.00	0.00	250.00
6460423 · Telephone Expense	6,000.00	3,377.95	7,746.57	(1,746.57)
6460424 · Postage Expense	1,000.00	117.00	342.86	657.14
6460425 · Printing and Copying Expense	1,000.00	7.19	528.04	471.96
6460426 · IT Expense	6,000.00	1,447.90	2,143.25	3,856.75
6460427 · Professional Associations Expens	2,500.00	0.00	1,350.00	1,150.00
6460432 · Other Legal Expense	5,000.00	60.25	3,411.61	1,588.39
6460433 · Legal Expense - Retainer	5,500.00	0.00	2,728.00	2,772.00
6460434 · Accounting Expense	7,900.00	0.00	0.00	7,900.00
6460436 · Promotion/Marketing Expense	25,000.00	(2,047.45)	23,714.38	1,285.62
6460440 · Auto Expense	2,000.00	0.00	236.73	1,763.27
6460441 · Subscriptions & Periodicals	500.00	0.00	665.60	(165.60)
6460442 · Meeting Expense	1,000.00	10.98	96.18	903.82
6460443 · Mileage Expense	1,000.00	35.65	327.29	672.71
6460444 · Education Workshops Expense	10,000.00	(1,321.00)	375.00	9,625.00
6460445 · Travel Expense	2,500.00	0.00	531.74	1,968.26
6460499 · Miscellaneous Expense	250.00	6.50	377.50	(127.50)
6460501 · Interest Expense	0.00	0.00	0.00	0.00
6460502 · Outside Contracted Expense	100.00	0.00	0.00	100.00
6460503 · Payroll Expenses				
503A · Salaries & Wages	355,000.00	27,081.20	274,537.90	80,462.10
503B · Employee Benefits	133,000.00	12,502.76	71,896.24	61,103.76
503C · Post Employment Benefits Expe	190,000.00	0.00	0.00	190,000.00
503D · Payroll Tax Expense	26,500.00	1,978.20	20,064.60	6,435.40
503E · Payroll Processing Fees	1,800.00	110.90	2,143.39	(343.39)
6460599 · Depreciation Expense	4,000.00	0.00	0.00	4,000.00
<b>Total General Operating Expenses</b>	<b>809,400.00</b>	<b>51,817.53</b>	<b>430,437.56</b>	<b>378,962.44</b>
Total Revenue	2,504,609.00	66,932.73	798,646.32	1,719,588.06
Total Expenses	1,772,290.00	70,773.46	736,221.65	1,036,068.35
<b>Net Income</b>	<b>732,319.00</b>	<b>(3,840.73)</b>	<b>62,424.67</b>	<b>683,519.71</b>

St. Lawrence County Industrial Development Agency  
Cash and In Time Report  
**September 2020**

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<b>Type of Account</b>	<b>Bank</b>	<b>Amount</b>
Money Market	Key Bank	392,533.40
Checking	NBT Bank	1,054,982.74
Tenant Security Deposit	NBT Bank	0.00
Savings	NBT Bank	1,420,999.88
Payroll Account	NBT Bank	24,839.93
		<b>\$2,893,355.95</b>
US Treasuries	Key Bank	1,999,705.00
Money Market	Key Bank	295.00
		<b>\$2,000,000.00</b>
		<b>\$4,893,355.95</b>

St. Lawrence County Industrial Development Agency  
Highlights for  
**October 2020**

Revenue

- Project Fees (NexAmp Solar Project 5 apps)	10,000.00	
- J&L Project Revenue (ESD NY State Payment)	339,281.92	
- Interest Income	<u>2,670.78</u>	
		\$351,952.70

Expenses

- Building Expenses	1,166.94	
- Marketing Expense	1,650.00	
- Rail Expenses	278.50	
- Newell Bldg Expenses	68,312.90	
- Other Operating Expenses	1,189.87	
- Payroll Expenses	<u>29,112.24</u>	
		\$101,710.45

Net Income	\$250,242.25
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**Balance Sheet**

As of October 31, 2020

	<u>Oct 31, 20</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
200 · Cash	1,312,118.11
200P · Cash - Payroll Checking Account	23,791.99
201 · Cash in Time Deposits	
201N · NBT Bank Cash in Time	1,420,999.88
201K · Key Bank Cash in Time	392,579.00
<b>Total 201 · Cash in Time Deposits</b>	<u>1,813,578.88</u>
<b>Total Checking/Savings</b>	<u>3,149,488.98</u>
<b>Other Current Assets</b>	
211 · Special Reserve	
211B · Special Reserve -Key Treasury	1,999,705.00
211A · Special Reserve-Key MM Treasury	295.00
<b>Total 211 · Special Reserve</b>	<u>2,000,000.00</u>
220 · Due from Others	
220A · Misc. Due from Others	20,304.28
220B · City of Ogdensburg(Newell)	1,000,000.00
<b>Total 220 · Due From Others</b>	<u>1,020,304.28</u>
<b>Total Other Current Assets</b>	<u>3,020,304.28</u>
<b>Total Current Assets</b>	<u>6,169,793.26</u>
<b>Fixed Assets</b>	
111 · Gouverneur Industrial Park	
111-A · Gouverneur Industrial Park	74,139.65
<b>Total 111 · Gouverneur Industrial Park</b>	<u>74,139.65</u>
112 · Vehicles	
112-A · Vehicles	39,560.00
112-B · Vehicles Depreciation	-30,983.67
<b>Total 112 · Vehicles</b>	<u>8,576.33</u>
119 · Massena Industrial Park-Lot 12	40,963.08
122 · Furnishings	
122-A · Furnishing	25,880.04
122-B · Furnishing Depreciation	-25,767.16
<b>Total 122 · Furnishings</b>	<u>112.88</u>
128 · Canton Industrial Park	
128B · Canton Industrial Park - Improv	196,359.01
128A · Canton Industrial Park - Land	166,250.00
128-C · CIP Depreciation	-11,482.92
<b>Total 128 · Canton Industrial Park</b>	<u>351,126.09</u>
129 · Canton Industrial Building	
129-A · Canton Industrial Building	2,024,824.19
129-B · Canton Industrial Bldg Improv	143,388.76
129-C · Canton Ind Bldg - Depreciation	-396,571.42
<b>Total 129 · Canton Industrial Building</b>	<u>1,771,641.53</u>



## St. Lawrence County Industrial Development Agency

**Balance Sheet**

As of October 31, 2020

	<b>Oct 31, 20</b>
<b>Total Fixed Assets</b>	<b>2,246,559.56</b>
<b>Other Assets</b>	
299 · Deferred Outflow - Pension	175,136.00
<b>Capital Lease Receivable</b>	
594 · L/R - From the Heart Cabinetry	619,609.63
592 · L/R - NY Power Tools - Lot 17	238,385.09
590 · L/R - Capital Lease OpTechLot20	152,704.85
<b>Total Capital Lease Receivable</b>	<b>1,010,699.57</b>
<b>Notes Receivable (N/R)</b>	
591 · N/R - LC Drives RDBG EquipLease	26,644.96
593 · N/R - LC Drives 2018 RDBG	41,321.44
<b>Total Notes Receivable (N/R)</b>	<b>67,966.40</b>
<b>Total Other Assets</b>	<b>1,253,801.97</b>
<b>TOTAL ASSETS</b>	<b>9,670,154.79</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Other Current Liabilities</b>	
526 · Deferred Grant Revenue(RDBG)	80,522.50
<b>Total Other Current Liabilities</b>	<b>80,522.50</b>
<b>Total Current Liabilities</b>	<b>80,522.50</b>
<b>Long Term Liabilities</b>	
511 · Deferred Inflow of Pension	537,954.00
510 · Net Pension Liability	103,661.00
<b>Notes Payable (N/P)</b>	
654 · N/P - SLCIDA-LDC CIB Loan	571,993.98
655 · N/P - SLRVRA CIB Loan	510,029.62
670 · N/P - J&L DANC Loan	750,000.00
<b>Total Notes Payable (N/P)</b>	<b>1,832,023.60</b>
500 · Emp Compensated Time Accruals	213,568.31
501 · PostEmpBenft Other Than Pension	1,601,412.00
<b>Total Long Term Liabilities</b>	<b>4,288,618.91</b>
<b>Total Liabilities</b>	<b>4,369,141.41</b>
<b>Equity</b>	
3700 · Investment in Capital Assets	1,715,592.15
3800 · Net Assets - Assigned	2,000,000.00
3900 · Net Assets - Unassigned	1,272,810.01
<b>Net Income</b>	<b>312,611.22</b>
<b>Total Equity</b>	<b>5,301,013.38</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>9,670,154.79</b>

St. Lawrence County Industrial Development Agency  
Budget Report  
**January 1 - October 31, 2020**

	2020 Budget	Oct-20	YTD	Balance
<b>Operating Revenue</b>				
2400 · Late Fees Received	100.00	0.00	0.00	100.00
2409B · Interest Income - Banking	35,000.00	67.20	12,050.08	22,949.92
2409L · Interest Income - Lease	13,000.00	2,603.58	27,659.64	(14,659.64)
2421 · St. Lawrence County Revenue	250,000.00	0.00	250,000.00	0.00
2422 · IDALDC Administrative Revenue	200,000.00	0.00	200,000.00	0.00
2423 · GMEDF Administrative Revenue	7,200.00	0.00	0.00	7,200.00
2505 · Gain/Loss on Sale of Asset	0.00	0.00	49,266.36	(49,266.36)
2999 · Miscellaneous Income	100.00	0.00	2,000.00	(1,900.00)
<b>Total Operating Revenue</b>	<b>505,400.00</b>	<b>2,670.78</b>	<b>540,976.08</b>	<b>(35,576.08)</b>
2450 · Rental Income - CIB	42,000.00	0.00	8,000.00	34,000.00
<b>Total Revenue for CIB</b>	<b>42,000.00</b>	<b>0.00</b>	<b>8,000.00</b>	<b>34,000.00</b>
6455408 · Maintenance Expense - CIB	15,000.00	330.00	27,481.87	(12,481.87)
6455411 · Insurance Expense - CIB	5,000.00	0.00	4,961.00	39.00
6455416 · Utilities Expense - CIB	2,500.00	170.49	1,850.47	649.53
6455499 · Miscellaneous Expense - CIB	100.00	0.00	0.00	100.00
6455500 · Interest Expense - CIB	8,150.00	666.45	6,118.90	2,031.10
6455510 · Depreciation Expense - CIB	65,000.00	0.00	0.00	65,000.00
<b>Total Expenditure for CIB</b>	<b>95,750.00</b>	<b>1,166.94</b>	<b>40,412.24</b>	<b>55,337.76</b>
<b>Total Canton Industrial Building</b>	<b>(53,750.00)</b>	<b>(1,166.94)</b>	<b>(32,412.24)</b>	<b>(21,337.76)</b>
<b>Canton Industrial Park</b>				
6456408 · Maintenance Expense - CIP	500.00	0.00	948.00	(448.00)
6456411 · Insurance Expense - CIP	950.00	0.00	0.00	950.00
6456499 · Miscellaneous Expense - CIP	250.00	0.00	0.00	250.00
6456510 · Depreciation Expense - CIP	0.00	0.00	0.00	0.00
<b>Total Canton Industrial Park</b>	<b>(1,700.00)</b>	<b>0.00</b>	<b>(948.00)</b>	<b>(752.00)</b>
<b>Total Expenditure for CIP</b>	<b>1,700.00</b>	<b>0.00</b>	<b>948.00</b>	<b>752.00</b>
<b>Gouverneur Industrial Park</b>				
6486408 · Maintenance Expense - GIP	2,000.00	0.00	2,750.00	(750.00)
6486411 · Insurance Expense - GIP	50.00	0.00	44.00	6.00
6486499 · Miscellaneous Expense - GIP	250.00	0.00	0.00	250.00
<b>Total Expenditure for GIP</b>	<b>2,300.00</b>	<b>0.00</b>	<b>2,794.00</b>	<b>(494.00)</b>
<b>Total Gouverneur Industrial Park</b>	<b>(2,300.00)</b>	<b>0.00</b>	<b>(2,794.00)</b>	<b>494.00</b>

	2020 Budget	Oct-20	YTD	Balance
<b>Potsdam Commerce Park</b>				
2495 · Rental Income - PCP Bldg	29,000.00	0.00	0.00	29,000.00
<b>Total Revenue for Potsdam Commerce Park</b>	29,000.00	0.00	0.00	29,000.00
6497408 · Maintenance Expense - PCP Bldg	1,000.00	0.00	0.00	1,000.00
6497411 · Insurance Expense - PCP Bldg	3,500.00	0.00	3,534.00	(34.00)
64974169 · Utility Expense - PCP Bldg	500.00	0.00	0.00	500.00
6497499 · Misc Expense - PCP Bldg	500.00	0.00	0.00	500.00
6497510 · Depreciation Expense - PCP Bldg	22,263.00	0.00	0.00	22,263.00
<b>Total Expenditure for PCP</b>	27,763.00	0.00	3,534.00	24,229.00
<b>Total Potsdam Commerce Park</b>	1,237.00	0.00	(3,534.00)	4,771.00
Total Building Revenues	73,000.00	0.00	8,000.00	63,000.00
Total Building Expenses	127,513.00	1,166.94	47,688.24	79,824.76
Total Building Net Income	(54,513.00)	(1,166.94)	(39,688.24)	(16,824.76)
<b>Miscellaneous Projects</b>				
2413 · Project Fees	10,000.00	10,000.00	174,000.00	(164,000.00)
2424 · NF Rail NBRC Revenue	234,155.00	0.00	0.00	234,155.00
2455 · NF Rail Rehab Revenue	732,232.00	0.00	0.00	732,232.00
2456 · J&L Project Revenue	840,000.00	339,281.92	413,997.56	426,002.44
2504 · CDC Project Revenue	100.00	0.00	13,625.38	100.00
2507 · ALCOA Foundation Grant	11,222.00	0.00	0.00	11,222.00
2515 · Newell Bldg Revenue	100,000.00	0.00	0.00	100,000.00
6499 · Miscellaneous Income	500.00	0.00	0.00	500.00
<b>Total Revenue for Misc. Projects</b>	1,928,209.00	349,281.92	601,622.94	1,340,211.44
6420407 · ALCOA Found Exp - Misc Project	11,222.00	0.00	0.00	11,222.00
6420501 · Railroad Interest Expense	0.00	0.00	0.00	0.00
6420617 · NF Rail Rehab Expense	490,000.00	278.50	103,271.05	386,728.95
6420618 · NF Rail NBRC Expense	234,155.00	0.00	0.00	234,155.00
6420620B · J&L Project Expense II	0.00	0.00	5,023.80	(5,023.80)
6420621 · Newell Project Expense	100,000.00	68,312.90	205,309.34	(105,309.34)
6420622 · RDBG Adult Ed Expense	0.00	0.00	14,250.00	(14,250.00)
<b>Total Expenditure for Misc. Projects</b>	835,377.00	68,591.40	327,854.19	507,522.81
<b>Total Miscellaneous Projects</b>	1,092,832.00	280,690.52	273,768.75	832,688.63

	2020 Budget	Oct-20	YTD	Balance
<b>General Operating Expenses</b>				
6460408 · Maintenance Expense	1,500.00	98.80	642.85	857.15
6460411 · Insurance Expense	10,000.00	0.00	6,802.38	3,197.62
6460416 · Utilities Expense	5,000.00	99.40	1,867.01	3,132.99
6460418 · Underwriting/Credit Report Exp	100.00	0.00	0.00	100.00
6460420 · Office Supplies Expense	2,500.00	324.83	2,847.36	(347.36)
6460421 · Office Equipment Expense	2,500.00	142.08	5,726.19	(3,226.19)
6460422 · Equipment Repair Expense	250.00	0.00	0.00	250.00
6460423 · Telephone Expense	6,000.00	279.33	8,025.90	(2,025.90)
6460424 · Postage Expense	1,000.00	0.00	342.86	657.14
6460425 · Printing and Copying Expense	1,000.00	0.00	528.04	471.96
6460426 · IT Expense	6,000.00	122.35	2,265.60	3,734.40
6460427 · Professional Associations Expens	2,500.00	0.00	1,350.00	1,150.00
6460432 · Other Legal Expense	5,000.00	0.00	3,411.61	1,588.39
6460433 · Legal Expense - Retainer	5,500.00	0.00	2,728.00	2,772.00
6460434 · Accounting Expense	7,900.00	0.00	0.00	7,900.00
6460436 · Promotion/Marketing Expense	25,000.00	1,650.00	25,364.38	(364.38)
6460440 · Auto Expense	2,000.00	28.88	265.61	1,734.39
6460441 · Subscriptions & Periodicals	500.00	0.00	665.60	(165.60)
6460442 · Meeting Expense	1,000.00	0.00	96.18	903.82
6460443 · Mileage Expense	1,000.00	55.20	382.49	617.51
6460444 · Education Workshops Expense	10,000.00	24.00	399.00	9,601.00
6460445 · Travel Expense	2,500.00	0.00	531.74	1,968.26
6460499 · Miscellaneous Expense	250.00	15.00	392.50	(142.50)
6460501 · Interest Expense	0.00	0.00	0.00	0.00
6460502 · Outside Contracted Expense	100.00	0.00	0.00	100.00
6460503 · Payroll Expenses				
503A · Salaries & Wages	355,000.00	27,081.20	301,619.10	53,380.90
503B · Employee Benefits	133,000.00	(113.76)	71,782.48	61,217.52
503C · Post Employment Benefits Expe	190,000.00	0.00	0.00	190,000.00
503D · Payroll Tax Expense	26,500.00	1,978.20	22,042.80	4,457.20
503E · Payroll Processing Fees	1,800.00	166.60	2,365.69	(565.69)
6460599 · Depreciation Expense	4,000.00	0.00	0.00	4,000.00
<b>Total General Operating Expenses</b>	<b>809,400.00</b>	<b>31,952.11</b>	<b>462,445.37</b>	<b>346,954.63</b>
Total Revenue	2,504,609.00	351,952.70	1,150,599.02	1,367,635.36
Total Expenses	1,772,290.00	101,710.45	837,987.80	934,302.20
<b>Net Income</b>	<b>732,319.00</b>	<b>250,242.25</b>	<b>312,611.22</b>	<b>433,333.16</b>

St. Lawrence County Industrial Development Agency  
Cash and In Time Report  
**October 2020**

<b>Type of Account</b>	<b>Bank</b>	<b>Amount</b>
Money Market	Key Bank	392,579.00
Checking	NBT Bank	1,312,118.11
Tenant Security Deposit	NBT Bank	0.00
Savings	NBT Bank	1,420,999.88
Payroll Account	NBT Bank	23,791.99
		<b>\$3,149,488.98</b>
US Treasuries	Key Bank	1,999,705.00
Money Market	Key Bank	295.00
		<b>\$2,000,000.00</b>
		<b>\$5,149,488.98</b>

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. IDA-20-11-xx

Adopted: March 25, 2015

Governance Committee Review: November 6, 2020

December 18, 2020

**ANNUAL REVIEW OF CONFLICTS OF INTEREST POLICY**

**WHEREAS**, members of the Board and employees of the St. Lawrence County Industrial Development Agency (the “Authority”) are bound by the provisions of, among others, Public Authorities Law and Public Officers Law, and

**WHEREAS**, the Authority must protect its interests when contemplating entering into a transaction or arrangement that may benefit the private interests of an officer, director or employee of the Authority, and

**WHEREAS**, the Authority recognizes that it must not only comply with Ethics law, but it must maintain the public perception of compliance, in order to maintain and enforce the highest standards of integrity and fairness in all of its internal and external business dealings,

**NOW, THEREFORE BE IT RESOLVED** that the St. Lawrence County Industrial Development Agency has reviewed and authorizes the attached Conflicts of Interest Policy.

Move:				
Second:				
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins				
Reagen				
Hall				
LaBaff				
McMahon				
Staples				
Morrill				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley  
December 18, 2020

**ST. LAWRENCE CO. INDUSTRIAL DEVELOPMENT AGENCY**  
**CONFLICTS OF INTEREST POLICY**  
**RESOLUTION NO. IDA-20-11-XX**  
**ADOPTED: MARCH 25, 2015**  
**GOVERNANCE COMMITTEE REVIEW: NOVEMBER 6, 2020**  
**DECEMBER 18, 2020**

**Article 1. Background**

The purpose of the conflicts of interest policy is to protect the interests of the St. Lawrence County Industrial Development Agency (hereinafter, the “Authority”) when it is contemplating entering into a transaction or arrangement that may benefit the private interests of an officer, director or employee of the Authority. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

**Article 2. Definition**

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Authority policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any family member (spouse, domestic partner, grandparents, parents, children, grandchildren, great grandchildren, brothers or sisters (whether whole or half blood, or step relationship), and spouses of these individuals); or (c) any organization in which he or a family member is a director, trustee, officer, member, partner of more than 10% of the total (combined) voting power. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

**Article 3. Disclosure of Conflicts of Interest**

A Director, officer or employee shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director, officer or employee learns of the conflict; and (d) on the annual conflict of interest disclosure form.

The Secretary of the Authority shall cause to be distributed annually to all Directors, officers and employees, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Authority and whether the process for approval set forth in this policy was used. Such disclosure form may require disclosure of other relationships that may not constitute an actual conflict of interest, but which are required to be disclosed in order for the Authority to comply with its annual reporting requirements.

**Article 4. Approval of Contracts and Transactions Involving Potential Conflicts of Interest**

A Director or officer [or employee] who has or learns about a potential conflict of interest should disclose promptly to the Secretary [Chief Executive Officer] of the Authority the material facts surrounding any potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Authority. All effort should be

made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Authority and the arrangements are consistent with the best interests of the Authority. Fairness includes, but is not limited to, the concepts that the Authority should pay no more than fair market value for any goods or services which the Authority receives and that the Authority should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Authority.

#### **Article 5.       Validity of Actions**

No contract or other transaction between the Authority and one or more of its Directors, officers or employees, or between the Authority and any other corporation, firm, association or other entity in which one or more of its Directors, officers or employees are directors, officers or employees, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors, officer or officers, or employee or employees are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's, officer's or employee's interest in such contract or transaction and as to any such common directorship, officer ship or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director, officer or employee should not be present at the meeting.

#### **Article 6.       Penalties:**

Any director or employee that fails to comply with this policy may be penalized by the Authority in the manner provided for in law, rules or regulations of the State of New York.



ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
Resolution No. IDA-20-12-xx  
Governance Committee Review: November 6, 2020  
December 18, 2020

**ACCEPTING REVISIONS TO THE PROCUREMENT POLICY**

**WHEREAS**, written procedures (the “Procurement Policy”) have been put into place which guide the St. Lawrence County Industrial Development Agency to procure goods and services in a manner which assures (i) compliance with all applicable provisions of law governing procurements by the SLCIDA, (ii) the acquisition of quality goods and services which meets the SLCIDA’s needs, (iii) fairness and open competition, (iv) the wise and prudent use of the SLCIDA’s resources and (v) the avoidance of favoritism, extravagance, fraud and corruption,

**NOW, THEREFORE BE IT RESOLVED** the St. Lawrence County Industrial Development Agency hereby approves and authorizes the revisions to the Procurement Policy (attached).

Move:				
Second:				
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins				
Hall				
LaBaff				
McMahon				
Staples				
Reagen				
Morrill				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley  
December 18, 2020

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**ST. LAWRENCE COUNTY. INDUSTRIAL DEVELOPMENT AGENCY**  
**PROCUREMENT POLICY**  
**JANUARY 7, 2010 (ADOPTED)**  
**RESOLUTION NO. IDA-20-12-XX**  
**DECEMBER 18, 2020 (REVISED AND APPROVED)**

**A. Introduction**

1. Scope: In accordance with Article 18-A of the General Municipal Law (the “IDA Act”), Section 104b of the General Municipal Law and the Public Authorities Accountability Act of 2005, the St. Lawrence County Industrial Development Agency, (hereinafter “Local Authority”) is required to adopt procurement policies which will apply to the procurement of goods and services not subject to the competitive bidding requirements of §103 of the GML and paid for by a Local Authority for its own use and account.
2. Purpose: Pursuant to §104b of the GML, the primary objectives of this policy are to assure the prudent and economical use of public monies in the best interests of the taxpayers of a political subdivision or district, to facilitate the acquisition of goods and services of maximum quality at the lowest possible cost under the circumstances and to guard against favoritism, improvidence, extravagance, fraud and corruption.
3. The designated Contracting Officer (“CO”) shall be the Chief Executive Officer, or his or her designee for specific contracts.
4. Any and all previously-approved Procurement policies of the Local Authority are hereby rescinded.

**B. Procurement Policy**

1. Items purchased in conjunction with St. Lawrence County purchasing procedures, including New York State contract pricing, shall meet Local Authority requirements.
2. Goods and services purchased from any Local, State or Federal government entity, or any Agency/Authority thereof, qualify as meeting Local Authority requirements.
3. The Local Authority shall adhere to the following methods of competition for non-bid procurements:

Purchase Contracts	Requirements
Under <del>\$2,500</del> \$5,000	CO Approval
<del>\$2,501 – \$5,000</del> \$5,001 - \$15,000	3 Written Quotes
<del>\$5,001 – \$9,999</del> \$15,001 or more	See Reference Notes A & B
Emergencies	See Reference Notes C
Insurance	See Reference Notes D
Professional Services	See Reference Notes E

Reference Notes:

- A: All purchases of over ~~\$10,000~~ \$15,000 require advertised request for proposals.
- B: All expenditures over ~~\$10,000~~ \$15,000 require Local Authority Board approval even if a budget line item has been previously adopted for such expenditure.
- C: Even in the case of an emergency, public interest dictates that purchases are made at the lowest possible costs, seeking competition by informal solicitation of quotes or otherwise to the extent practicable under the circumstance. Documentation must be made showing the method and extent of competition.

Emergency provisions (goods and services) can be an exception to the RFP and competitive process if they must be purchased immediately and a delay in order to seek alternate proposals may threaten the life, health, safety, property or welfare of the Local Authority.

- D: Insurance coverage is not subject to formal competitive bidding. Requests for Proposals, written or verbal quotations can serve as documentation of the process.
- E: Professional Services involve specialized expertise, use of professional judgment, and/or a high degree of creativity. They are not purchase contracts or contracts for public work, as those phrases are used in the bidding statutes, and therefore are not subject to the competitive bidding procedures. The individual or company may be chosen based on qualifications to include, but not limited to, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity. These qualifications are not necessarily found in the individual or company that offers the lowest price.

Professional or technical services shall include but not be limited to the following:

- Accounting (CPA)
- Architectural / Design Services
- Customized Software Programming Services
- Consultants
- Engineering
- Instructors / Teachers / Training
- Insurance Coverage and/or Insurance Broker
- Investment Management Services
- Laboratory Testing
- Legal
- Medical / Dental Services

Contracts for professional services are made in the best interest of the Local Authority, utilizing Requests for Quotations (RFQ), Requests for Proposals (RFP) or other competitive process. The process may consider inclusive factors such as price, staffing and suitability for needs, reliability, skill, education and training, experience, demonstrated effectiveness, judgment and integrity, and must include negotiations on a fair and equal basis.

4. The Local Authority shall capitalize all purchases in excess of ~~\$2,500~~ \$5,000

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
Resolution No: IDA-20-12-xx  
December 18, 2020

**ANNUAL REVIEW OF THE INVESTMENT POLICY AND  
AUTHORIZATION OF DEPOSITORIES**

**WHEREAS**, pursuant to Title VII of New York State Public Authority Law, the St. Lawrence County Industrial Development Agency (the “Agency”) has established comprehensive investment guidelines (the “Investment Policy”) which detail the Agency’s operative policy and instructions to officers and staff regarding the investing, monitoring and reporting of funds of the Agency and which create a reasonable rate of return to the Agency in accordance with sound investment practices, and

**WHEREAS**, pursuant to the Investment Policy, the Agency “shall maintain a list of financial institutions and dealers approved for investment purposes ....” and

**WHEREAS**, pursuant to the Investment Policy, the Agency must designate “the banks and trust companies authorized for the deposit of moneys up to the maximum amounts” included as Appendix A of the Investment Policy, and

**WHEREAS**, the Agency must, on an annual basis, review and adopt its Investment Policy,

**NOW, THEREFORE BE IT RESOLVED**, the Board, after having reviewed the aforementioned documents, authorizes said policy (attached).

Move:				
Second:				
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins				
Hall				
Reagan				
LaBaff				
McMahon				
Staples				
Morrill				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley

December 18, 2020

**ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**  
**INVESTMENT POLICY**  
**REVIEWED AND APPROVED DECEMBER 18, 2020**  
**RESOLUTION NO. IDA-20-12-XX**

**I. SCOPE**

This investment policy applies to all moneys and other financial resources available for investment on its own behalf or on behalf of any other entity or individual. This policy shall be reviewed, in its entirety, on an annual basis. Any and all previously approved Investment policies of the St. Lawrence County Industrial Development Agency are hereby rescinded.

**II. OBJECTIVES**

The primary objectives of the local government's investment activities are, in priority order:

- To conform with all applicable Federal, State and other legal requirements (legal);
- To adequately safeguard principal (safety);
- To provide sufficient liquidity to meet all operating requirements (liquidity); and
- To obtain a reasonable rate of return (yield).

**III. DELEGATION OF AUTHORITY**

The governing board's responsibility for administration of the investment program is delegated to the Chief Executive Officer who shall establish written procedures for the operation of the investment program consistent with these investment guidelines. Such procedures shall include an adequate internal control structure to provide a satisfactory level of accountability based on a database or records incorporating description and amounts of investments, transaction dates, and other relevant information and regulate the activities of subordinate employees.

**IV. PRUDENCE**

All participants in the investment process shall seek to act responsibly as custodians of the public trust and shall avoid any transaction that might impair public confidence in the St. Lawrence County Industrial Development Agency (hereinafter Agency) to govern effectively.

Investments shall be made with judgment and care, under circumstances then prevailing, which persons of prudence discretion and intelligence exercise in the management of their own affairs, not for speculation, but for investment, considering the safety of the principal as well as the probable income to be derived.

All participants involved in the investment process shall refrain from personal business activity that could conflict with proper execution of the investment program, or which could impair their ability to make impartial investment decisions.

**V. DIVERSIFICATION**

It is the policy of the Agency to diversify its deposits and investments by financial institution, by investment instrument, and by maturity scheduling. Should funds exceed FDIC coverage at a specific financial institution, monies will be diversified and not more than 60% of the Corporation's total investments will be in any one institution.

**VI. INTERNAL CONTROLS**

It is the policy of the Agency for all moneys collected by any officer or employee of the government to transfer those funds to the Chief Financial Officer within three (3) business days of deposit.

The Chief Financial Officer is responsible for establishing and maintaining an internal control structure to provide reasonable, but not absolute, assurance that deposits and investments are safeguarded against loss from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and recorded properly, and are managed in compliance with applicable laws and regulations.

VII. DESIGNATION OF DEPOSITORY

The banks and trust companies authorized for the deposit of moneys up to the maximum amounts are listed in Appendix A.

VIII. COLLATERALIZING OF DEPOSITS

In accordance with the provisions of General Municipal Law, §10, all deposits of the Agency, including certificates of deposit and special time deposits, in excess of the amount insured under the provisions of the Federal Deposit Insurance Act shall be secured:

1. By a pledge of "eligible securities" with an aggregate "market value" as provided by GML §10, equal to the aggregate amount of deposits from the categories designated in Appendix B to the policy.
2. By an eligible "irrevocable letter of credit" issued by a qualified bank other than the bank with the deposits in favor of the government for a term not to exceed 90 days with an aggregate value equal to 140% of the aggregate amount of deposits and the agreed upon interest, if any. A qualified bank is one whose commercial paper and other unsecured short-term debt obligations are rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization or by a bank that is in compliance with applicable federal minimum risk-based capital requirements.
3. By an eligible surety bond payable to the government for an amount at least equal to 100% of the aggregate amount of deposits and the agreed upon interest, if any, executed by an insurance company authorized to do business in New York State, whose claims-paying ability is rated in the highest rating category by at least two nationally recognized statistical rating organizations.

IX. SAFEKEEPING AND COLLATERALIZATION

Eligible securities used for collateralizing deposits shall be held by the depository bank or trust company subject to security and custodial agreements.

The security agreement shall provide that eligible securities are being pledged to secure local government deposits together with agreed upon interest, if any, and any costs or expenses arising out of the collection of such deposits upon default. It shall also provide the conditions under which the securities may be sold, presented for payment, substituted or released and the events which will enable the local government to exercise its rights against the pledged securities. In the event that the securities are not registered or inscribed in the name of the local government, such securities shall be delivered in a form suitable for transfer or with an assignment in blank to the Agency or its custodial bank.

The custodial agreement shall provide that securities held by the bank or trust company, or agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement should also describe that the custodian shall confirm the receipt, substitution or release of the securities. The agreement shall provide for the frequency of revaluation of eligible securities and for the substitution of securities when a change in the rating of a security may cause ineligibility. Such agreement shall include all provisions necessary to provide the local government a perfected interest in the securities.

X. PERMITTED INVESTMENTS

As authorized by General Municipal Law, §11, the Agency authorizes the Chief Executive Officer to invest moneys not required for immediate expenditure for terms not to exceed its projected cash flow needs in the following types of investments:

- Special time deposit amounts;
- Certificates of deposit;
- Obligations of the United States of America;
- Obligations guaranteed by agencies of the United States of America where the payment of principal and interest are guaranteed by the United States of America;
- Obligations of the State of New York;
- Obligations issued pursuant to LFL §24.00 or 25.00 (with approval of the State Comptroller) by any municipality, school district or district corporation other than the Agency;
- Obligations of public authorities, public housing authorities, urban renewal agencies and industrial development agency where the general State statutes governing such entities or whose specific enabling legislation authorizes such investments;
- Certificates of Participation (COPs) issued pursuant to GML §109-b;
- Obligations of this local government, by only with any moneys in a reserve fund established pursuant to GML §§6-c, 6-d, 6-e, 6-g, 6-h, 6-j, 6-k, 6-l, 6-m, or 6-n.
- Certificates of Deposit obtained through a depository institution that has a main office or branch office in the State of New York and that contractually agrees to place the funds in federally insured depository institutions through a qualified Reciprocal Deposit program such as the Certificate of Deposit Account Registry Service, or CDARS.
- Savings and/or demand deposit accounts placed through a depository institution that has a main office or branch office in the State of New York and that contractually agrees to place the funds in federally insured depository institutions through a qualified Reciprocal Deposit program such as the savings option of the Insured Cash Sweep service, or ICS.

All investment obligations shall be payable or redeemable at the option of the Agency within such times as the proceeds will be needed to meet expenditures for purposes for which the moneys were provided and, in the case of obligations purchased with the proceeds of bonds or notes, shall be payable or redeemable at the option of the Agency within two years of the date of purchase.

XI. AUTHORIZED FINANCIAL INSTITUTIONS AND DEALERS

The Agency shall maintain a list of financial institutions and dealers approved for investment purposes and establish appropriate limits to the amount of investments which can be made with each financial institution or dealer. No more than 60% of the Agency's total investments may be in any one institution. All financial institutions with which the local government conducts business must be creditworthy. Banks shall provide their most recent Consolidated Report of Condition (Call Report) at the request of the Agency. Security dealers not affiliated with a bank shall be required to be classified as reporting dealers affiliated with the New York Federal Reserve Bank, as primary dealers. The Chief Financial Officer is responsible for evaluating the financial position and maintaining a listing of proposed depositories, trading partners and custodians. The approved depositories are also authorized to act as agents for investment activities for the Agency subject to the guidelines set forth in this Investment Policy, said list of depositories is included as Appendix A.

## XII. PURCHASE OF INVESTMENTS

The Chief Executive Officer is authorized to contract for the purchase of investments:

1. Directly, including through a repurchase agreement, from an authorized trading partner.
2. By participation in a cooperative investment program with another authorized governmental entity pursuant to Article 5G of the General Municipal Law where such program meets all the requirements set forth in the Office of the State Comptroller Opinion No. 88-46, and the specific program has been authorized by the governing board.
3. By utilizing an ongoing investment program with an authorized trading partner pursuant to a contract authorized by the governing board.

All purchased obligations, unless registered or inscribed in the name of the local government, shall be purchased through, delivered to and held in the custody of a bank or trust company. Such obligations shall be purchased, sold or presented for redemption or payment by such bank or trust company only in accordance with prior written authorization from the officer authorized to make the investment. All such transactions shall be confirmed in writing to the Agency by the bank or trust company. Any obligation held in the custody of a bank or trust company shall be held pursuant to a written custodial agreement as described in General Municipal Law, §10.

The custodial agreement shall provide that securities held by the bank or trust company, as agent of and custodian for, the local government, will be kept separate and apart from the general assets of the custodial bank or trust company and will not, in any circumstances, be commingled with or become part of the backing for any other deposit or other liabilities. The agreement shall describe how the custodian shall confirm the receipt and release of the securities. Such agreement shall include all provisions necessary to provide the local government a perfected interest in the securities.

## XIII. REPURCHASE AGREEMENTS

Repurchase agreements are authorized subject to the following restrictions:

- All repurchase agreements must be entered into subject to a Master Repurchase Agreement.
- Trading partners are limited to banks or trust companies authorized to do business in New York State and primary reporting dealers.
- Obligations shall be limited to obligations of the United States of America and obligations guaranteed by agencies of the United States of America.
- No substitution of securities will be allowed.
- The custodian shall be a party other than the trading partner.



**APPENDIX A**  
**Authorized Depositories**

Depositories Authorized by the St. Lawrence County Industrial Development Agency

- Community Bank, NA
  - Upstate National Bank
  - NBT Bank
  - Key Bank, NA
- 

**APPENDIX B**  
**Schedule of Eligible Securities**

- ☐ (i) Obligations issued, or fully insured or guaranteed as to the payment of principal and interest by the United States of America, an agency thereof or a United States government-sponsored corporation.
- ☐ (ii) Obligations issued or fully guaranteed by the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank and the African Development Bank.
- ☐ (iii) Obligations partially insured or guaranteed by any agency of the United States of America, at a proportion of the Market Value of the obligation that represents the amount of insurance or guaranty.
- ☐ (iv) Obligations issued or fully insured or guaranteed by the State of New York, obligations issued by a municipal corporation, school district or district corporation of such State or obligations of any public benefit corporation which under a specific State statute may be accepted as security for deposit of public moneys.
- ☐ (v) Obligations issued by states (other than the State of New York) of the United States rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- ☐ (vi) Obligations of Puerto Rico rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- ☐ (vii) Obligations of counties, cities and other governmental entities of a state other than the State of New York having the power to levy taxes that are backed by the full faith and credit of such governmental entity and rated in one of the three highest rating categories by at least one nationally recognized statistical rating organization.
- ☐ (viii) Obligations of domestic corporations rated in one of the two highest rating categories by at least one nationally recognized statistical rating organization.
- ☐ (ix) Any mortgage-related securities, as defined in the Securities Exchange Act of 1934, as amended, which may be purchased by banks under the limitations established by bank regulatory agencies.
- ☐ (x) Commercial paper and bankers' acceptances issued by a bank, other than the Bank, rated in the highest short term category by at least one nationally recognized statistical rating organization and having maturities of no longer than 60 days from the date they are pledged.
- ☐ (xi) Zero coupon obligations of the United States government marketed as "Treasury Strips."

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. 20-12-xx

Governance Review: November 6, 2020

December 18, 2020

**ANNUAL REVIEW OF SEXUAL HARASSMENT POLICY**

**WHEREAS**, the St. Lawrence County Industrial Development Agency (the “Agency”) is committed to maintaining a workplace free from sexual harassment, and

**WHEREAS**, the St. Lawrence County Industrial Development Agency (the “Agency”) has had in place since 2010 a policy outlining the prevention of sexual harassment of its employees and visitors, and

**WHEREAS**, Agency policies, standards and procedures undergo periodic review by the Agency’s Governance Committee, and

**WHEREAS**, new State mandates concerning sexual harassment prevention and training were recently made available as guidance, and

**WHEREAS**, staff participated in a training exercise on either October 6 or October 14, 2020 that meets the guidelines established by the New York State Department of Labor;

**NOW, THEREFORE, BE IT RESOLVED** that the St. Lawrence County Industrial Development Agency’s Governance Committee, having reviewed the current Sexual Harassment Policy, does recommend acceptance by the Agency Board, the Policy and Complaint Form, as attached.

Move:				
Second:				
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins				
Hall				
LaBaff				
McMahon				
Reagen				
Staples				
Morrill				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley  
December 18, 2020

<p>Policy Guidance:</p> <h2><b>Sexual Harassment Policy</b></h2>
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Original Policy (Date): October 1, 2010

Revised (Date): October 5, 2018

### **Introduction**

The St. Lawrence County Industrial Development Agency is committed to maintaining a workplace free from sexual harassment. Sexual harassment is a form of workplace discrimination. All employees are required to work in a manner that prevents sexual harassment in the workplace. This Policy is one component of the St. Lawrence County Industrial Development Agency's commitment to a discrimination-free work environment. Sexual harassment is against the law<sup>1</sup> and all employees have a legal right to a workplace free from sexual harassment and employees are urged to report sexual harassment by filing a complaint internally with the St. Lawrence County Industrial Development Agency. Employees can also file a complaint with a government agency or in court under federal, state or local antidiscrimination laws.

### **Policy Guidance:**

1. The St. Lawrence County Industrial Development Agency's policy applies to all employees, applicants for employment, interns, whether paid or unpaid, contractors and persons conducting business, regardless of immigration status, with the St. Lawrence County Industrial Development Agency. In the remainder of this document, the term "employees" refers to this collective group.
2. Sexual harassment will not be tolerated. Any employee or individual covered by this policy who engages in sexual harassment or retaliation will be subject to remedial and/or disciplinary action (e.g., counseling, suspension, termination).
3. Retaliation Prohibition: No person covered by this Policy shall be subject to adverse action because the employee reports an incident of sexual harassment, provides information, or otherwise assists in any investigation of a sexual harassment complaint. The St. Lawrence County Industrial Development Agency will not tolerate such retaliation against anyone who, in good faith, reports or provides information about suspected sexual harassment. Any employee of the St. Lawrence County Industrial Development Agency who retaliates against anyone involved in a sexual harassment investigation will be subjected to disciplinary action, up to and including termination. All

<sup>1</sup> While this policy specifically addresses sexual harassment, harassment because of and discrimination against persons of all protected classes is prohibited. In New York State, such classes include age, race, creed, color, national origin, sexual orientation, military status, sex, disability, marital status, domestic violence victim status, gender identity and criminal history.

Adoption of this policy does not constitute a conclusive defense to charges of unlawful sexual harassment. Each claim of sexual harassment will be determined in accordance with existing legal standards, with due consideration of the particular facts and circumstances of the claim, including but not limited to the existence of an effective anti-harassment policy and procedure.

employees, paid or unpaid interns, or non-employees<sup>2</sup> working in the workplace who believe they have been subject to such retaliation should inform a supervisor, manager, or Administrative Services Coordinator. All employees, paid or unpaid interns or non-employees who believe they have been a target of such retaliation may also seek relief in other available forums, as explained below in the section on Legal Protections.

4. Sexual harassment is offensive, is a violation of our policies, is unlawful, and may subject the St. Lawrence County Industrial Development Agency to liability for harm to targets of sexual harassment. Harassers may also be individually subject to liability. Employees of every level who engage in sexual harassment, including managers and supervisors who engage in sexual harassment or who allow such behavior to continue, will be penalized for such misconduct.
5. The St. Lawrence County Industrial Development Agency will conduct a prompt and thorough investigation that ensures due process for all parties, whenever management receives a complaint about sexual harassment, or otherwise knows of possible sexual harassment occurring. The St. Lawrence County Industrial Development Agency will keep the investigation confidential to the extent possible. Effective corrective action will be taken whenever sexual harassment is found to have occurred. All employees, including managers and supervisors, are required to cooperate with any internal investigation of sexual harassment.
6. All employees are encouraged to report any harassment or behaviors that violate this policy. The St. Lawrence County Industrial Development Agency will provide all employees a complaint form for employees to report harassment and file complaints.
7. Managers and supervisors are **required** to report any complaint that they receive, or any harassment that they observe or become aware of, to the Administrative Services Coordinator.
8. This policy applies to all employees, paid or unpaid interns, and non-employees and all must follow and uphold this policy. This policy must be provided to all employees and should be posted prominently in all work locations to the extent practicable (for example, in a main office, not an offsite work location) and be provided to employees upon hiring.

### **What Is “Sexual Harassment”?**

Sexual harassment is a form of sex discrimination and is unlawful under federal, state, and (where applicable) local law. Sexual harassment includes harassment on the basis of sex, sexual orientation, self-identified or perceived sex, gender expression, gender identity and the status of being transgender.

<sup>2</sup> A non-employee is someone who is (or is employed by) a contractor, subcontractor, vendor, consultant, or anyone providing services in the workplace. Protected non-employees include persons commonly referred to as independent contractors, “gig” workers and temporary workers. Also included are persons providing equipment repair, cleaning services or any other services provided pursuant to a contract with the employer.

Sexual harassment includes unwelcome conduct which is either of a sexual nature, or which is directed at an individual because of that individual's sex when:

- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment, even if the reporting individual is not the intended target of the sexual harassment;
- Such conduct is made either explicitly or implicitly a term or condition of employment; or
- Submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual's employment.

A sexually harassing hostile work environment includes, but is not limited to, words, signs, jokes, pranks, intimidation or physical violence which are of a sexual nature, or which are directed at an individual because of that individual's sex. Sexual harassment also consists of any unwanted verbal or physical advances, sexually explicit derogatory statements or sexually discriminatory remarks made by someone which are offensive or objectionable to the recipient, which cause the recipient discomfort or humiliation, which interfere with the recipient's job performance.

Sexual harassment also occurs when a person in authority tries to trade job benefits for sexual favors. This can include hiring, promotion, continued employment or any other terms, conditions or privileges of employment. This is also called "quid pro quo" harassment.

Any employee who feels harassed should report so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be addressed under this policy.

### **Examples of sexual harassment**

The following describes some of the types of acts that may be unlawful sexual harassment and that are strictly prohibited:

- Physical acts of a sexual nature, such as:
  - Touching, pinching, patting, kissing, hugging, grabbing, brushing against another employee's body or poking another employee's body;
  - Rape, sexual battery, molestation or attempts to commit these assaults.
- Unwanted sexual advances or propositions, such as:
  - Requests for sexual favors accompanied by implied or overt threats concerning the target's job performance evaluation, a promotion or other job benefits or detriments;
  - Subtle or obvious pressure for unwelcome sexual activities.

- Sexually oriented gestures, noises, remarks or jokes, or comments about a person's sexuality or sexual experience, which create a hostile work environment.
- Sex stereotyping occurs when conduct or personality traits are considered inappropriate simply because they may not conform to other people's ideas or perceptions about how individuals of a particular sex should act or look.
- Sexual or discriminatory displays or publications anywhere in the workplace, such as:
  - Displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace.
- Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity and the status of being transgender, such as:
  - Interfering with, destroying or damaging a person's workstation, tools or equipment, or otherwise interfering with the individual's ability to perform the job;
  - Sabotaging an individual's work;
  - Bullying, yelling, name-calling.

### **Who can be a target of sexual harassment?**

Sexual harassment can occur between any individuals, regardless of their sex or gender. New York Law protects employees, paid or unpaid interns, and non-employees, including independent contractors, and those employed by companies contracting to provide services in the workplace. Harassers can be a superior, a subordinate, a coworker or anyone in the workplace including an independent contractor, contract worker, vendor, client, customer or visitor.

### **Where can sexual harassment occur?**

Unlawful sexual harassment is not limited to the physical workplace itself. It can occur while employees are traveling for business or at employer sponsored events or parties. Calls, texts, emails, and social media usage by employees can constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices or during non-work hours.

## **Retaliation**

Unlawful retaliation can be any action that could discourage a worker from coming forward to make or support a sexual harassment claim. Adverse action need not be job-related or occur in the workplace to constitute unlawful retaliation (e.g., threats of physical violence outside of work hours).

Such retaliation is unlawful under federal, state, and (where applicable) local law. The New York State Human Rights Law protects any individual who has engaged in “protected activity.” Protected activity occurs when a person has:

- made a complaint of sexual harassment, either internally or with any anti-discrimination agency;
- testified or assisted in a proceeding involving sexual harassment under the Human Rights Law or other anti-discrimination law;
- opposed sexual harassment by making a verbal or informal complaint to management, or by simply informing a supervisor or manager of harassment;
- reported that another employee has been sexually harassed; or
- encouraged a fellow employee to report harassment.

Even if the alleged harassment does not turn out to rise to the level of a violation of law, the individual is protected from retaliation if the person had a good faith belief that the practices were unlawful. However, the retaliation provision is not intended to protect persons making intentionally false charges of harassment.

### **Reporting Sexual Harassment**

**Preventing sexual harassment is everyone’s responsibility.** The St. Lawrence County Industrial Development Agency cannot prevent or remedy sexual harassment unless it knows about it. Any employee, paid or unpaid intern or non-employee who has been subjected to behavior that may constitute sexual harassment is encouraged to report such behavior to a supervisor, manager or Administrative Services Coordinator. Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to a supervisor, manager or Administrative Services Coordinator.

Reports of sexual harassment may be made verbally or in writing. A form for submission of a written complaint is attached to this Policy, and all employees are encouraged to use this complaint form. Employees who are reporting sexual harassment on behalf of other employees should use the complaint form and note that it is on another employee’s behalf.

Employees, paid or unpaid interns or non-employees who believe they have been a target of sexual harassment may also seek assistance in other available forums, as explained below in the section on Legal Protections.

## **Supervisory Responsibilities**

All supervisors and managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior or for any reason suspect that sexual harassment is occurring, **are required** to report such suspected sexual harassment to the Administrative Services Coordinator.

In addition to being subject to discipline if they engaged in sexually harassing conduct themselves, supervisors and managers will be subject to discipline for failing to report suspected sexual harassment or otherwise knowingly allowing sexual harassment to continue.

Supervisors and managers will also be subject to discipline for engaging in any retaliation.

## **Complaint and Investigation of Sexual Harassment**

*All* complaints or information about sexual harassment will be investigated, whether that information was reported in verbal or written form. Investigations will be conducted in a timely manner and will be confidential to the extent possible.

An investigation of any complaint, information or knowledge of suspected sexual harassment will be prompt and thorough, commenced immediately and completed as soon as possible. The investigation will be kept confidential to the extent possible. All persons involved, including complainants, witnesses and alleged harassers will be accorded due process, as outlined below, to protect their rights to a fair and impartial investigation.

Any employee may be required to cooperate as needed in an investigation of suspected sexual harassment. The St. Lawrence County Industrial Development Agency will not tolerate retaliation against employees who file complaints, support another's complaint or participate in an investigation regarding a violation of this policy.

While the process may vary from case to case, investigations should be done in accordance with the following steps:

- Upon receipt of complaint, the Administrative Services Coordinator will conduct an immediate review of the allegations, and take any interim actions (e.g., instructing the respondent to refrain from communications with the complainant), as appropriate. If complaint is verbal, encourage the individual to complete the "Complaint Form" in writing. If he or she refuses, prepare a Complaint Form based on the verbal reporting.
- If documents, emails or phone records are relevant to the investigation, take steps to obtain and preserve them.
- Request and review all relevant documents, including all electronic communications.
- Interview all parties involved, including any relevant witnesses;



- Create a written documentation of the investigation (such as a letter, memo or email), which contains the following:
  - A list of all documents reviewed, along with a detailed summary of relevant documents;
  - A list of names of those interviewed, along with a detailed summary of their statements;
  - A timeline of events;
  - A summary of prior relevant incidents, reported or unreported; and
  - The basis for the decision and final resolution of the complaint, together with any corrective action(s).
- Keep the written documentation and associated documents in a secure and confidential location.
- Promptly notify the individual who reported and the individual(s) about whom the complaint was made of the final determination and implement any corrective actions identified in the written document.
- Inform the individual who reported of the right to file a complaint or charge externally as outlined in the next section.

### **Legal Protections And External Remedies**

Sexual harassment is not only prohibited by the St. Lawrence County Industrial Development Agency but is also prohibited by state, federal, and, where applicable, local law.

Aside from the internal process at the St. Lawrence County Industrial Development Agency employees may also choose to pursue legal remedies with the following governmental entities. While a private attorney is not required to file a complaint with a governmental agency, you may seek the legal advice of an attorney.

In addition to those outlined below, employees in certain industries may have additional legal protections.

#### **State Human Rights Law (HRL)**

The Human Rights Law (HRL), codified as N.Y. Executive Law, art. 15, § 290 et seq., applies to all employers in New York State with regard to sexual harassment, and protects employees, paid or unpaid interns and non-employees, regardless of immigration status. A complaint alleging violation of the Human Rights Law may be filed either with the Division of Human Rights (DHR) or in New York State Supreme Court.

Complaints with DHR may be filed any time **within one year** of the harassment. If an individual did not file at DHR, they can sue directly in state court under the HRL, **within three years** of the

alleged sexual harassment. An individual may not file with DHR if they have already filed a HRL complaint in state court.

Complaining internally to the St. Lawrence County Industrial Development Agency does not extend your time to file with DHR or in court. The one year or three years is counted from date of the most recent incident of harassment.

You do not need an attorney to file a complaint with DHR, and there is no cost to file with DHR.

DHR will investigate your complaint and determine whether there is probable cause to believe that sexual harassment has occurred. Probable cause cases are forwarded to a public hearing before an administrative law judge. If sexual harassment is found after a hearing, DHR has the power to award relief, which varies but may include requiring your employer to take action to stop the harassment, or redress the damage caused, including paying of monetary damages, attorney's fees and civil fines.

DHR's main office contact information is: NYS Division of Human Rights, One Fordham Plaza, Fourth Floor, Bronx, New York 10458. You may call (718) 741-8400 or visit: [www.dhr.ny.gov](http://www.dhr.ny.gov).

Contact DHR at (888) 392-3644 or visit [dhr.ny.gov/complaint](http://dhr.ny.gov/complaint) for more information about filing a complaint. The website has a complaint form that can be downloaded, filled out, notarized and mailed to DHR. The website also contains contact information for DHR's regional offices across New York State.

### **Civil Rights Act of 1964**

The United States Equal Employment Opportunity Commission (EEOC) enforces federal anti-discrimination laws, including Title VII of the 1964 federal Civil Rights Act (codified as 42 U.S.C. § 2000e et seq.). An individual can file a complaint with the EEOC anytime within 300 days from the harassment. There is no cost to file a complaint with the EEOC. The EEOC will investigate the complaint and determine whether there is reasonable cause to believe that discrimination has occurred, at which point the EEOC will issue a Right to Sue letter permitting the individual to file a complaint in federal court.

The EEOC does not hold hearings or award relief but may take other action including pursuing cases in federal court on behalf of complaining parties. Federal courts may award remedies if discrimination is found to have occurred. In general, private employers must have at least 15 employees to come within the jurisdiction of the EEOC.

An employee alleging discrimination at work can file a "Charge of Discrimination." The EEOC has district, area, and field offices where complaints can be filed. Contact the EEOC by calling 1-800-669-4000 (TTY: 1-800-669-6820), visiting their website at [www.eeoc.gov](http://www.eeoc.gov) or via email at [info@eeoc.gov](mailto:info@eeoc.gov).

If an individual filed an administrative complaint with DHR, DHR will file the complaint with the EEOC to preserve the right to proceed in federal court.

### **Local Protections**

Many localities enforce laws protecting individuals from sexual harassment and discrimination. An individual should contact the county, city or town in which they live to find out if such a law exists. For example, employees who work in New York City may file complaints of sexual harassment with the New York City Commission on Human Rights. Contact their main office at Law Enforcement Bureau of the NYC Commission on Human Rights, 40 Rector Street, 10th Floor, New York, New York; call 311 or (212) 306-7450; or visit [www.nyc.gov/html/cchr/html/home/home.shtml](http://www.nyc.gov/html/cchr/html/home/home.shtml).

### **Contact the Local Police Department**

If the harassment involves unwanted physical touching, coerced physical confinement or coerced sex acts, the conduct may constitute a crime. Contact the local police department.

By my signature, below, I acknowledge that I have received a copy of the following policy. I understand that I am expected to read and understand the policy as it contains important information relative to my employment with the St. Lawrence County Industrial Development Agency.

Policy:	Sexual Harassment Policy
---------	--------------------------

Employee Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Original: Employee File  
Copy: For Employee

# The St. Lawrence County Industrial Development Agency

New York State Labor Law requires all employers to adopt a sexual harassment prevention policy that includes a complaint form for employees to report alleged incidents of sexual harassment.

If you believe that you have been subjected to sexual harassment, you are encouraged to complete this form and submit it to the Administrative Services Coordinator; 19 Commerce Lane, Suite 1, Canton, New York 13617; (submitted in person, electronically or postal delivery). Once you submit this form, your employer must follow its sexual harassment prevention policy and investigate any claims.

If you are more comfortable reporting verbally or in another manner, your employer is still required to follow its sexual harassment prevention policy by investigating the claims as outlined at the end of this form.

## COMPLAINANT INFORMATION

Name: \_\_\_\_\_

Home Address: \_\_\_\_\_ Work Address: \_\_\_\_\_

Home Phone: \_\_\_\_\_ Work Phone: \_\_\_\_\_

Job Title: \_\_\_\_\_ Email: \_\_\_\_\_

Select Preferred Communication Method:   Email ☐   Phone ☐   In Person ☐

## SUPERVISORY INFORMATION

Immediate Supervisor's Name: \_\_\_\_\_

Title: \_\_\_\_\_

Work Phone: \_\_\_\_\_ Work Address: \_\_\_\_\_

## COMPLAINT INFORMATION

1. Your complaint of Sexual Harassment is made against:

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Work Address: \_\_\_\_\_ Work Phone: \_\_\_\_\_

Relationship to you: ☐ Supervisor ☐ Subordinate ☐ Co-Worker ☐ Other

2. Please describe the conduct or incident(s) that is the basis of this complaint and your reasons for concluding that the conduct is sexual harassment. Please use additional sheets of paper if necessary and attach any relevant documents or evidence.

3. Date(s) sexual harassment occurred:

Is the sexual harassment continuing? ☐ Yes ☐ No

4. Please list the name and contact information of any witnesses or individuals that may have information related to your complaint:

*The last four questions are optional but may help facilitate the investigation.*

5. Have you previously complained or provided information (verbal or written) about sexual harassment at the St. Lawrence County Industrial Development Agency? If yes, when and to whom did you complain or provide information?

6. Have you filed a claim regarding this complaint with a federal, state or local government agency?

Yes ☐ No ☐

7. Have you instituted a legal suit or court action regarding this complaint?

Yes ☐ No ☐

8. Have you hired an attorney with respect to this complaint?

Yes ☐ No ☐

*If you have retained legal counsel and would like us to work with them, please provide their contact information.*

*I request that the St. Lawrence County Industrial Development Agency investigate this complaint of sexual harassment in a timely and confidential manner as outlined below and advise me of the results of the investigation.*

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-20-12-xx

Adopted: 1982, Revised: June 22, 2005

Governance Committee Review: November 6, 2020

December 18, 2020

**ADOPTING REVISED FREEDOM OF INFORMATION LAW POLICY**

**WHEREAS**, the St. Lawrence County Industrial Development Agency (SLCIDA), a Public Benefit Corporation chartered by the State of New York, is subject to laws relating to Freedom of Information, and

**WHEREAS**, the Freedom of Information Law (“FOIL”) ensures that the public has timely and unhindered access to records, and

**WHEREAS**, the St. Lawrence County Industrial Development Agency adopted a FOIL policy in 1982, with revisions to the policy in 2005, and

**WHEREAS**, revisions that were made to include local supplemental procedures in 2005 need further revision to afford accurate contact information for the public,

**NOW, THEREFORE, BE IT RESOLVED** that St. Lawrence County Industrial Development Agency does hereby authorize the revisions to the Freedom of Information Law Policy, including updated local supplemental procedures, attached hereto and made part hereof.

Move:				
Second:				
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins				
Hall				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley  
December 18, 2020

**FREEDOM OF INFORMATION LAW**  
**UPDATED December 18, 2020**

**PUBLIC OFFICERS LAW, ARTICLE 6, SECTIONS 84-90**  
**FREEDOM OF INFORMATION LAW**

Section	84. Legislative declaration.
	88. Access to state legislative records.
	85. Short title.
	89. General provisions relating to access to records.
	86. Definitions certain cases.
	87. Access to agency records.
	90. Severability.

§84. Legislative declaration.

The legislature hereby finds that a free society is maintained when government is responsive and responsible to the public, and when the public is aware of governmental actions. The more open a government is with its citizenry, the greater the understanding and participation of the public in government.

As state and local government services increase and public problems become more sophisticated and complex and therefore harder to solve, and with the resultant increase in revenues and expenditures, it is incumbent upon the state and its localities to extend public accountability wherever and whenever feasible.

The people's right to know the process of governmental decision-making and to review the documents and statistics leading to determinations is basic to our society. Access to such information should not be thwarted by shrouding it with the cloak of secrecy or confidentiality. The legislature therefore declares that government is the public's business and that the public, individually and collectively and represented by a free press, should have access to the records of government in accordance with the provisions of this article.

§85. Short title.

This article shall be known and may be cited as the "Freedom of Information Law."

§86. Definitions.

As used in this article, unless the context requires otherwise.

1. "Judiciary" means the courts of the state, including any municipal or district court, whether or not of record.
2. "State legislature" means the legislature of the state of New York, including any committee, subcommittee, joint committee, select committee, or commission thereof.
3. "Agency" means any state or municipal department, board, bureau, division, commission, committee, public authority, public corporation, council, office or other governmental entity performing a governmental or proprietary function for the state or any one or more municipalities thereof, except the judiciary or the state legislature.
4. "Record" means any information kept, held, filed, produced or reproduced by, with or for an agency or the state legislature, in any physical form whatsoever including, but not limited to, reports, statements, examinations, memoranda, opinions, folders, files, books, manuals, pamphlets, forms,

papers, designs, drawings, maps, photos, letters, microfilms, computer tapes or discs, rules, regulations or codes.

5. "Critical infrastructure" means systems, assets, places or things, whether physical or virtual, so vital to the state that the disruption, incapacitation or destruction of such systems, assets, places or things could jeopardize the health, safety, welfare or security of the state, its residents or its economy.

§87. Access to agency records.

1. (a) Within sixty days after the effective date of this article, the governing body of each public corporation shall promulgate uniform rules and regulations for all agencies in such public corporation pursuant to such general rules and regulations as may be promulgated by the committee on open government in conformity with the provisions of this article, pertaining to the administration of this article.

(b) Each agency shall promulgate rules and regulations, in conformity with this article and applicable rules and regulations promulgated pursuant to the provisions of paragraph (a) of this subdivision, and pursuant to such general rules and regulations as may be promulgated by the committee on open government in conformity with the provisions of this article, pertaining to the availability of records and procedures to be followed, including, but not limited to:

- i. the times and places such records are available;
- ii. the persons from whom such records may be obtained; and
- iii. the fees for copies of records which shall not exceed twenty-five cents per photocopy not in excess of nine inches by fourteen inches, or the actual cost of reproducing any other record, except when a different fee is otherwise prescribed by statute.

Records of the St. Lawrence County Industrial Development Agency ("SLCIDA") may be requested in writing, by fax or email from the agency's Records Access Officer as follows:

- **By regular mail at:**  
Records Access Officer  
St. Lawrence County Industrial Development Agency  
19 Commerce Lane, Suite 1  
Canton, NY 13669
- **By fax:** 315-386-2573
- **Or electronically at:** [info@slcida.com](mailto:info@slcida.com)

Please include a letter for your request (sample included on the last page of this document), including regular mailing address and telephone number in your request, even where the request is made electronically or by facsimile transmission.

Records are available for inspection during regular business hours (between 8:00 a.m. and 5:00 p.m., Monday through Friday, with the exception of Agency observed holidays.). You may contact the Records Access Officer at 315-379-9806 to make an appointment to review the records requested. The fee for copying records is \$0.25 per page or the actual cost of reproduction.

**Records Access Officer:** Chief Financial Officer of the SLCIDA  
**Denial Appeals Officer:** Chairman of the SLCIDA



- (c). In determining the actual cost of reproducing a record, an agency may include only:
- i. an amount equal to the hourly salary attributed to the lowest paid agency employee who has the necessary skill required to prepare a copy of the requested record;
  - ii. the actual cost of the storage devices or media provided to the person making the request in complying with such request;
  - iii. the actual cost to the agency of engaging an outside professional service to prepare a copy of a record, but only when an agency's information technology equipment is inadequate to prepare a copy, if such service is used to prepare the copy; and
  - iv. preparing a copy shall not include search time or administrative costs, and no fee shall be charged unless at least two hours of agency employee time is needed to prepare a copy of the record requested. A person requesting a record shall be informed of the estimated cost of preparing a copy of the record if more than two hours of an agency employee's time is needed, or if an outside professional service would be retained to prepare a copy of the record.

2. Each agency shall, in accordance with its published rules, make available for public inspection and copying all records, except that such agency may deny access to records or portions thereof that:

- a. are specifically exempted from disclosure by state or federal statute;  
if disclosed would constitute an unwarranted invasion of personal privacy under the provisions of subdivision two of section eighty-nine of this article;  
if disclosed would impair present or imminent contract awards or collective bargaining negotiations;
- b. are trade secrets or are submitted to an agency by a commercial enterprise or derived from information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprise;
- c. are compiled for law enforcement purposes and which, if disclosed, would:
  - i. interfere with law enforcement investigations or judicial proceedings;
  - ii. deprive a person of a right to a fair trial or impartial adjudication;
  - iii. identify a confidential source or disclose confidential information relating to a criminal investigation; or
  - iv. reveal criminal investigative techniques or procedures, except routine techniques and procedures;
- d. if disclosed could endanger the life or safety of any person;
- e. are inter-agency or intra-agency materials which are not:
  - i. statistical or factual tabulations or data;
  - ii. instructions to staff that affect the public;
  - iii. final agency policy or determinations; or
  - iv. external audits, including but not limited to audits performed by the comptroller and the federal government; or
- f. are examination questions or answers which are requested prior to the final administration of such questions;
- g. if disclosed, would jeopardize an agency's capacity to guarantee the security of its information technology assets, such assets encompassing both electronic information systems and infrastructures; or
- h. are photographs, microphotographs, videotape or other recorded images prepared under authority of section eleven hundred eleven-a of the vehicle and traffic law.

3. Each agency shall maintain:

- (a) a record of the final vote of each member in every agency proceeding in which the member votes;
- (b) a record setting forth the name, public office address, title and salary of every officer or employee of the agency; and
- (c) a reasonably detailed current list by subject matter, of all records in the possession of the agency, whether or not available under this article.

4. (a) Each state agency which maintains records containing trade secrets, to which access may be denied pursuant to paragraph (d) of subdivision two of this section, shall promulgate regulations in conformity with the provisions of subdivision five of section eighty-nine of this article pertaining to such records, including, but not limited to the following:

- (1) the manner of identifying the records or parts;
- (2) the manner of identifying persons within the agency to whose custody the records or parts will be charged and for whose inspection and study the records will be made available;
- (3) the manner of safeguarding against any unauthorized access to the records.

(b) As used in this subdivision the term "agency" or "state agency" means only a state department, board, bureau, division, council or office and any public corporation the majority of whose members are appointed by the governor.

§88. Access to state legislative records.

1. The temporary president of the senate and the speaker of the assembly shall promulgate rules and regulations for their respective houses in conformity with the provisions of this article, pertaining to the availability, location and nature of records, including, but not limited to:

- (a) the times and places such records are available;
- (b) the persons from whom such records may be obtained;
- (c) the fees for copies of such records, which shall not exceed twenty-five cents per photocopy not in excess of nine inches by fourteen inches, or the actual cost of reproducing any other record, except when a different fee is otherwise prescribed by law.

2. The state legislature shall, in accordance with its published rules, make available for public inspection and copying:

- (a) bills and amendments thereto, fiscal notes, introducers' bill memoranda, resolutions and amendments thereto, and index records;
- (b) messages received from the governor or the other house of the legislature, and home rule messages;
- (c) legislative notification of the proposed adoption of rules by an agency;
- (d) transcripts or minutes, if prepared, and journal records of public sessions including meetings of committees and subcommittees and public hearings, with the records of attendance of members thereat and records of any votes taken;
- (e) internal or external audits and statistical or factual tabulations of, or with respect to, material otherwise available for public inspection and copying pursuant to this section or any other applicable provision of law;
- (f) administrative staff manuals and instructions to staff that affect members of the public;
- (g) final reports and formal opinions submitted to the legislature;

- (h) final reports or recommendations and minority or dissenting reports and opinions of members of committees, subcommittees, or commissions of the legislature;
- (i) any other files, records, papers or documents required by law to be made available for public inspection and copying.

3. Each house shall maintain and make available for public inspection and copying:

- (a) a record of votes of each member in every session and every committee and subcommittee meeting in which the member votes;
- (b) a record setting forth the name, public office address, title, and salary of every officer or employee; and
- (c) a current list, reasonably detailed, by subject matter of any records required to be made available for public inspection and copying pursuant to this section.

§89. General provisions relating to access to records; certain cases.

The provisions of this section apply to access to all records, except as hereinafter specified:

1. (a) The committee on open government is continued and shall consist of the lieutenant governor or the delegate of such officer, the secretary of state or the delegate of such officer, whose office shall act as secretariat for the committee, the commissioner of the office of general services or the delegate of such officer, the director of the budget or the delegate of such officer, and seven other persons, none of whom shall hold any other state or local public office except the representative of local governments as set forth herein, to be appointed as follows: five by the governor, at least two of whom are or have been representatives of the news media, one of whom shall be a representative of local government who, at the time of appointment, is serving as a duly elected officer of a local government, one by the temporary president of the senate, and one by the speaker of the assembly. The persons appointed by the temporary president of the senate and the speaker of the assembly shall be appointed to serve, respectively, until the expiration of the terms of office of the temporary president and the speaker to which the temporary president and speaker were elected. The four persons presently serving by appointment of the government for fixed terms shall continue to serve until the expiration of their respective terms. Thereafter, their respective successors shall be appointed for terms of four years. The member representing local government shall be appointed for a term of four years, so long as such member shall remain a duly elected officer of a local government. The committee shall hold no less than two meetings annually, but may meet at any time. The members of the committee shall be entitled to reimbursement for actual expenses incurred in the discharge of their duties.
- (b) The committee shall:
  - i. furnish to any agency advisory guidelines, opinions or other appropriate information regarding this article;
  - ii. furnish to any person advisory opinions or other appropriate information regarding this article;
  - iii. promulgate rules and regulations with respect to the implementation of subdivision one and paragraph (c) of subdivision three of section eighty-seven of this article;
  - iv. request from any agency such assistance, services and information as will enable the committee to effectively carry out its powers and duties; and

- v. report on its activities and findings regarding articles six and seven of this chapter, including recommendations for changes in the law, to the governor and the legislature annually, on or before December fifteenth.
- 2.
  - (a) The committee on open government may promulgate guidelines regarding deletion of identifying details or withholding of records otherwise available under this article to prevent unwarranted invasions of personal privacy. In the absence of such guidelines, an agency may delete identifying details when it makes records available.
  - (b) An unwarranted invasion of personal privacy includes, but shall not be limited to:
    - i. disclosure of employment, medical or credit histories or personal references of applicants for employment;
    - ii. disclosure of items involving the medical or personal records of a client or patient in a medical facility;
    - iii. sale or release of lists of names and addresses if such lists would be used for commercial or fund-raising purposes;
    - iv. disclosure of information of a personal nature when disclosure would result in economic or personal hardship to the subject party and such information is not relevant to the work of the agency requesting or maintaining it;
    - v. disclosure of information of a personal nature reported in confidence to an agency and not relevant to the ordinary work of such agency; or
    - vi. information of a personal nature contained in a workers' compensation record, except as provided by section one hundred ten-a of the workers' compensation law.
  - (c) Unless otherwise provided by this article, disclosure shall not be construed to constitute an unwarranted invasion of personal privacy pursuant to paragraphs (a) and (b) of this subdivision:
    - i. when identifying details are deleted;
    - ii. when the person to whom a record pertains consents in writing to disclosure;
    - iii. when upon presenting reasonable proof of identity' a person seeks access to records pertaining to him.

2-a. Nothing in this article shall permit disclosure which constitutes an unwarranted invasion of personal privacy as defined in subdivision two of this section if such disclosure is prohibited under section ninety-six of this chapter.

3. Each entity subject to the provisions of this article, within five business days of the receipt of a written request for a record reasonably described, shall make such record available to the person requesting it, deny such request in writing or furnish a written acknowledgment of the receipt of such request and a statement of the approximate date, which shall be reasonable under the circumstances of the request, when such request will be granted or denied, including, where appropriate, a statement that access to the record will be determined in accordance with subdivision five of this section. If an agency determines to grant a request in whole or in part, and if circumstances prevent disclosure to the person requesting the record or records within twenty business days from the date of the acknowledgement of the receipt of the request, the agency shall state, in writing, both the reason for the inability to grant the request within twenty business days and a date certain within a reasonable period, depending on the circumstances, when the request will be granted in whole or in part. Upon payment of, or offer to pay, the fee prescribed therefor, the entity shall provide a copy of such record and certify to the correctness of such copy if so requested, or as the case may be, shall certify that it does not have possession of such record or that such record cannot be found after diligent search.

Nothing in this article shall be construed to require any entity to prepare any record not possessed or maintained by such entity except the records specified in subdivision three of section eighty-seven and subdivision three of section eighty-eight.

4. (a) Except as provided in subdivision five of this section, any person denied access to a record may within thirty days appeal in writing such denial to the head, chief executive or governing body of the entity, or the person therefor designated by such head, chief executive, or governing body, who shall within ten business days of the receipt of such appeal fully explain in writing to the person requesting the record the reasons for further denial, or provide access to the record sought. In addition, each agency shall immediately forward to the committee on open government a copy of such appeal when received by the agency and the ensuing determination thereon. Failure by an agency to conform to the provisions of subdivision three of this section shall constitute a denial.
  - (b) Except as provided in subdivision five of this section, a person denied access to a record in an appeal determination under the provisions of paragraph (a) of this subdivision may bring a proceeding for review of such denial pursuant to article seventy-eight of the civil practice law and rules. In the event that access to any record is denied pursuant to the provisions of subdivision two of section eighty-seven of this article, the agency involved shall have the burden of proving that such record falls within the provisions of such subdivision two. Failure by an agency to conform to the provisions of paragraph (a) of this subdivision shall constitute a denial.
  - (c) The court in such a proceeding may assess, against such agency involved, reasonable attorney's fees and other litigation costs reasonably incurred by such person in any case under the provisions of this section in which such person has substantially prevailed, provided, that such attorney's fees and litigation costs may be recovered only where the court finds that:
    - i. the record involved was, in fact, of clearly significant interest to the general public; and
    - ii. the agency lacked a reasonable basis in law for withholding the record.
5. (a) (1) A person acting pursuant to law or regulation who, subsequent to the effective date of this subdivision, submits any information to any state agency may, at the time of submission, request that the agency except such information from disclosure under paragraph (d) of subdivision two of section eighty-seven of this article. Where the request itself contains information which if disclosed would defeat the purpose for which the exception is sought, such information shall also be excepted from disclosure.
    - (1-a) A person or entity who submits or otherwise makes available any records to any agency, may, at any time, identify those records or portions thereof that may contain critical infrastructure information, and request that the agency that maintains such records except such information from disclosure under subdivision two of section eighty-seven of this article. Where the request itself contains information which if disclosed would defeat the purpose for which the exception is sought, such information shall also be excepted from disclosure.

- (2) The request for an exception shall be in writing and state the reasons why the information should be excepted from disclosure.
- (3) Information submitted as provided in subparagraphs one and one-a of this paragraph shall be excepted from disclosure and be maintained apart by the agency from all other records until fifteen days after the entitlement to such exception has been finally determined or such further time as ordered by a court of competent jurisdiction.
- (b) On the initiative of the agency at any time, or upon the request of any person for a record excepted from disclosure pursuant to this subdivision, the agency shall:
- i. inform the person who requested the exception of the agency's intention to determine whether such exception should be granted or continued;
  - ii. permit the person who requested the exception, within ten business days of receipt of notification from the agency, to submit a written statement of the necessity for the granting or continuation of such exception;
  - iii. within seven business days of receipt of such written statement, or within seven business days of the expiration of the period prescribed for submission of such statement, issue a written determination granting, continuing or terminating such exception and stating the reasons therefor; copies of such determination shall be served upon the person, if any, requesting the record, the person who requested the exception, and the committee on open government.
- (c) A denial of an exception from disclosure under paragraph (b) of this subdivision may be appealed by the person submitting the information and a denial of access to the record may be appealed by the person requesting the record in accordance with this subdivision.
- (1) Within seven business days of receipt of written notice denying the request, the person may file a written appeal from the determination of the agency with the head of the agency, the chief executive officer or governing body or their designated representatives.
  - (2) The appeal shall be determined within ten business days of the receipt of the appeal. Written notice of the determination shall be served upon the person, if any, requesting the record, the person who requested the exception and the committee on public access to records. The notice shall contain a statement of the reasons for the determination.
- (d) A proceeding to review an adverse determination pursuant to paragraph (c) of this subdivision may be commenced pursuant to article seventy-eight of the civil practice law and rules. Such proceeding, when brought by a person seeking an exception from disclosure pursuant to this subdivision, must be commenced within fifteen days of the service of the written notice containing the adverse determination provided for in subparagraph two of paragraph (c) of this subdivision.
- (e) The person requesting an exception from disclosure pursuant to this subdivision shall in all proceedings have the burden of proving entitlement to the exception.

- (f) Where the agency denies access to a record pursuant to paragraph (d) of subdivision two of section eighty-seven of this article, the agency shall have the burden of proving that the record falls within the provisions of such exception.
- (g) Nothing in this subdivision shall be construed to deny any person access, pursuant to the remaining provisions of this article, to any record or part excepted from disclosure upon the express written consent of the person who had requested the exception.
- (h) As used in this subdivision the term "agency" or "state agency" means only a state department, board, bureau, division, council or office and any public corporation the majority of whose members are appointed by the governor.

6. Nothing in this article shall be construed to limit or abridge any otherwise available right of access at law or in equity of any party to records.

7. Nothing in this article shall require the disclosure of the home address of an officer or employee, former officer or employee, or of a retiree of a public employees' retirement system; nor shall anything in this article require the disclosure of the name or home address of a beneficiary of a public employees' retirement system or of an applicant for appointment to public employment; provided however, that nothing in this subdivision shall limit or abridge the right of an employee organization, certified or recognized for any collective negotiating unit of an employer pursuant to article fourteen of the civil service law, to obtain the name or home address of any officer, employee or retiree of such employer, if such name or home address is otherwise available under this article.

8. Any person who, with intent to prevent public inspection of a record pursuant to this article, willfully conceals or destroys any such record shall be guilty of a violation.

#### §90. Severability.

If any provision of this article or the application thereof to any person or circumstances is adjudged invalid by a court of competent jurisdiction, such judgment shall not affect or impair the validity of the other provisions of the article or the application thereof to other persons and circumstances.

For further information, contact:  
Committee on Open Government  
NYS Department of State  
41 State Street  
Albany, NY 12231



## Application for Public Access to Records

Records Access Officer  
St. Lawrence County Industrial Development Agency  
19 Commerce Lane, Suite 1  
Canton, New York 13617

Under the provisions of the New York Freedom of Information Law, Article 6 of the Public Officers Law, I hereby request records or portions thereof pertaining to (or containing the following):

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**(Please identify the records in which you are interested in obtaining, as clearly as possible)**

If my request appears to be extensive or fails to reasonably describe the records, please contact me in writing or by phone at **phone Number:** \_\_\_\_\_ If there are any fees for copying the records requested, please inform me before filling the request (or: . . . please supply the records without informing me if the fees are not in excess of **dollar amount: \$** \_\_\_\_\_).

As you know, the Freedom of Information Law requires that an agency respond to a request within five business days of receipt of a request. Therefore, I would appreciate a response as soon as possible and look forward to hearing from you shortly. If for any reason any portion of my request is denied, please inform me of the reasons for the denial in writing and provide the name and address of the person or body to whom an appeal should be directed.

Sincerely,

**Signature:** \_\_\_\_\_

**Printed Name:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**City, State, Zip:** \_\_\_\_\_

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### For Agency Use Only

☐ Approved

☐ Denied (for the reason(s) checked below)

☐ Confidential Disclosure ☐ Part of Investigatory Files

☐ Unwarranted Invasion of Personal Privacy

☐ Record of which this Agency is legal custodian cannot be found

☐ Exempted by Statute other than the Freedom of Information Act

☐ Other (specify) \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

Title \_\_\_\_\_

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Notice: You have a right to appeal a denial of this application to the Chairman of the Agency, St. Lawrence County Industrial Development Agency, 19 Commerce Lane, Suite 1, Canton, New York 13617, who must fully explain the reasons for such denial in writing ten (10) days of receipt of an appeal.

I HEREBY APPEAL:

Signature \_\_\_\_\_

Date \_\_\_\_\_



ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-20-12-xx

Governance Committee Review: November 6, 2020

December 18, 2020

**AUTHORIZING THE ADOPTION OF A RECORDS RETENTION AND  
DISPOSITION POLICY**

**WHEREAS**, the St. Lawrence County Industrial Development Agency (“the Agency”) is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State") as amended, and Chapter 358 of the Laws of 1971 of the State, as amended (collectively, the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

**WHEREAS**, the Agency would like to adopt a Records Retention and Disposition Policy to identify, protect and preserve archival records in a manner that promotes efficient administration, management and disposal of important records and to ensure continued compliance with the current Best Practices in governance and applicable law, including without limitation, the Public Authorities Accountability Act of 2005 and the Public Authorities Reform Act of 2009; and

**WHEREAS**, the Agency would also like to adopt the *Retention and Disposition Schedule for New York Local Government Records*, issued pursuant to Article 57-A of the Arts and Cultural Affairs Law, and containing legal minimum retention periods for local government records, adopted for use by all officers in legally disposing of valueless records listed therein; and

**WHEREAS**, that in accordance with Article 57-A: a) only those records will be disposed of that are described in *Retention and Disposition Schedule for New York Local Government Records* after they have met the minimum retention periods described therein; b) only those records will be disposed of that do not have sufficient administrative, fiscal, legal, or historical value to merit retention beyond established legal minimum periods;

**THEREFORE, BE IT RESOLVED**, that the St. Lawrence County Industrial Development Agency authorizes the following policy guidelines:

## RECORDS RETENTION AND DISPOSITION POLICY

Governance Committee Review: November 6, 2020

December 18, 2020

**Section 1:** In accordance with Article 57-A of the Arts Law Records Retention and Disposition Schedule M1-1 (“the schedule”), containing legal minimum retention periods for local government records, is hereby adopted for use by all officers and employees of the agency in legally disposing of valueless records listed in the Schedule; and

**Section 2:** In accordance with Article 57-A of the Arts Law, (a) only those records will be disposed of that are described in the schedule after they have met the minimum retention periods described therein, and (b) only those records will be disposed of that do not have sufficient administrative, fiscal, legal, or historical value to merit retention beyond established legal minimal periods;

**Section 3:** The Agency hereby determines that the proposed action of a Type II action pursuant to Article 8 of the New York Environmental Conservation Law (including the regulations thereunder, (“SEQRA”)) involving “continuing agency administration” which does not involve “new programs or major reordering of priorities that may affect the environment (6 NYCRR §617.5(c)(20)), and therefore no findings or determination of significance are required under SEQRA;

**Section 4:** The Agency hereby authorizes the Chairman, the Chief Executive Officer, and the Chief Financial Officer, to take all steps necessary to implement the matters described herein. The Chief Financial Officer is hereby appointed the Records Management Officer of the Agency.

**Section 5:** This Resolution shall not preclude the Agency from adopting other or further policies relating to governance and other activities relating to the Agency as determined from time-to-time as they relate to the members of the Agency.

**Section 6:** This Resolution shall take effect immediately.

Move:				
Second:				
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins				
Hall				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley  
December 18, 2020

**Record Retention Schedule**  
**Consistent with Retention and Disposition Schedule for New York Local Government Records, or LGS-1**

Type of Record	LGS-01 Reference	Retention Period (Years)
<b>FISCAL</b>		
Audit	pg. 119[472]	Permanent
Audit Background Documentation	pg. 119[472]	6 Years
Banking (statements, reconciliations, etc)	pg. 119[475]	6 Years
Bonds and Notes	pg. 121 [485]	6 Years after bond issue retired
Budget	pg. 122 [490 a b c d]	Permanent*
Budget Preparation File	pg. 122 [489]	6 Years
General Ledger	pg. 124[502]	6 Years
Subsidiary Ledger	pg. 124 [503]	6 Years after last entry
Past Due Account Fiscal Records	pg. 125 [510]	6 Years after account satisfied or otherwise closed
Billing Records	pg. 126[514]	6 Years after last entry
Invoices	pg. 132[550]	6 Years
Periodic Reports (fiscal)	pg. 133 [555]	6 Years
Annual Fiscal Reports	pg. 133 [556]	Permanent*
<b>Local Development Corporations</b>		
Business/industry Loan Case File	pg. 160 [612]	6 Years after Denial/10 years after final payment on loan
Master Summary Record	pg. 160 [613]	Permanent
Monthly or Periodic Reports On Loan Status	pg. 161 [619]	1 Year After Superseded or Obsolete
Organizational and Establishment Records	pg. 161 [620]	Permanent
Election Records	pg. 161 [621]	Permanent
Membership Records (lists of members)	pg. 161 [622]	Permanent
Records of Dues Collection and Receipt	pg. 161 [622]	6 Years
Federal and State Tax Exemption Records	pg. 161 [623]	Permanent
Dissolution Records	pg. 161 [624]	Permanent
Copies of Federal Income Tax Returns	pg. 161 [625 a]	6 Years
Registration as a CHAR w/NYS AG	pg. 161 [625 b]	6 Years after no longer in effect
<b>Insurance</b>		
Insurance Policies (when no claims)	pg. 150 [579]	6 Years after expiration
Certificate of Insurance	pg. 151 [582]	6 Years after expiration
<b>Legal</b>		
Legal Case File*	pg. 22 [a b c]	6 Years after case close, or 0 after any minor involved attains age 21, whichever is later*
<b>General</b>		
Official Minutes and Hearing Proceedings	pg. 9[47]	Permanent
Resolutions	pg. 7[30]	Permanent
Legal Opinion	pg. 6 [29]	Permanent
Legal Agreement	pg. 7 [32]	6 Years after expiration or termination or 6 years after final payment under contract, whichever is later
Manual of Procedures	pg. 11 [52a]	Permanent
Correspondence-Significant Events	pg. 11 [53 a]	Permanent
Correspondence-Routine legal, fiscal, admin	pg. 11[53 b]	6 Years
Correspondence-no fiscal, legal, admin value	pg. 11 [53 c]	0 after no longer needed
Annual Report		Permanent
Grant Program File	pg. 12 [55 a b]	6 Years after renewal or close of grant

\*Refer to manual for guidance.

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. 20-12-xx

December 18, 2020

**AUTHORIZING LEASE FOR THE CANTON MIXED-USE BUILDING WITH  
MICHELS CORPORATION**

**WHEREAS**, the St. Lawrence County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law of the State of New York (the "State") as amended, and Chapter 358 of the Laws of 1971 of the State, as amended (collectively, the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research, and recreation facilities, including industrial pollution control facilities, railroad facilities and certain horse racing facilities, for the purpose of promoting, attracting, encouraging and developing recreation and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

**WHEREAS**, MICHELS CORPORATION, having a need for office space, has requested that the SLCIDA consider a Lease Agreement within the building on Lot 4 in the Canton Industrial Park, and

**WHEREAS**, MICHELS CORPORATION will use the building for warehousing and office consistent with anticipated activities for the Canton Industrial Park, and

**WHEREAS**, the St. Lawrence County Industrial Development Agency has negotiated a lease agreement with MICHELS CORPORATION for approximately 8,870 square feet of space in the Lot 4 Mixed-Use Building, Canton Industrial Park, Canton, NY, and

**WHEREAS**, there has been enacted into law Article 8 of the New York Environmental Conservation Law, Chapter 612 of the 1975 Laws of the State of New York, as amended (the "Environmental Act"), which provides for the review of certain "actions" undertaken by State and local agencies for the purpose of regulating such activities in order that proper consideration be given to the prevention of environmental damage; and

**WHEREAS**, pursuant to and in accordance with the Environmental Act, the SLCIDA conducted an environmental review of the project and has found that the project will not have a significant adverse impact on the environment, and

**NOW, THEREFORE, BE IT RESOLVED** that the St. Lawrence County Industrial Development Agency does hereby authorize and direct its Chief Executive Officer, with SLCIDA Counsel's advice, to execute the aforementioned lease with MICHELS CORPORATION, for two years with renewal options and

**BE IT FURTHER RESOLVED** by the St. Lawrence County Industrial Development Agency as follows:

- a. That the lease of space within the mixed-use industrial building on Lot #4 in the Canton Industrial Park, Village of Canton, St. Lawrence County, New York, to MICHELS CORPORATION will not have significant effect on the environment within the meaning of the Environmental Act and Regulations, and

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
Resolution No. 20-12-xx  
December 18, 2020

**AUTHORIZING LEASE FOR THE CANTON MIXED-USE BUILDING WITH  
MICHELS CORPORATION**

- b. All proper officers of the SLCIDA and their successors or designees are authorized and directed to file, report and publish this declaration in and with the offices and publications required by the Environmental Act.

Move:				
Second:				
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins				
Hall				
Reagan				
LaBaff				
McMahon				
Staples				
Morrill				

I HEREBY CERTIFY that I have compared this copy of this Resolution with the original record in this office, and that the same is a correct transcript thereof and of the whole of said original record.

/s/

Lori Sibley

December 18, 2020

**617.20**  
**Appendix B**  
**Short Environmental Assessment Form**

**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.

<b>Part 1 - Project and Sponsor Information</b>				
MICHELS CORPORATION				
Name of Action or Project: Lease of space within the mixed-use industrial building on Lot #4 in the Canton Industrial Park, Village of Canton				
Project Location (describe, and attach a location map): 19 Commerce Lane, Canton, NY 13617				
Brief Description of Proposed Action: This project involves temporary office and warehousing within existing space.				
Name of Applicant or Sponsor: Michels Corporation, Dirk Hausmann, JD, Senior Real Estate Manager		Telephone: [REDACTED]		
		E-Mail: [REDACTED]		
Address: PO Box 128   817 Main Street				
City/PO: Brownsville		State: WI	Zip Code: 53006	
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.			<b>NO</b>	<b>YES</b>
			<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Does the proposed action require a permit, approval or funding from any other governmental Agency? If Yes, list agency(s) name and permit or approval:			<b>NO</b>	<b>YES</b>
			<input checked="" type="checkbox"/>	<input type="checkbox"/>
3.a. Total acreage of the site of the proposed action? _____ N/A acres				
b. Total acreage to be physically disturbed? _____ N/A acres				
c. Total acreage (project site and any contiguous properties) owned or controlled by the applicant or project sponsor? _____ N/A acres				
4. Check all land uses that occur on, adjoining and near the proposed action. <input type="checkbox"/> Urban <input type="checkbox"/> Rural (non-agriculture) <input checked="" type="checkbox"/> Industrial <input checked="" type="checkbox"/> Commercial <input type="checkbox"/> Residential (suburban) <input type="checkbox"/> Forest <input checked="" type="checkbox"/> Agriculture <input type="checkbox"/> Aquatic <input type="checkbox"/> Other (specify): _____ <input type="checkbox"/> Parkland				

5. Is the proposed action,	NO	YES	N/A
a. A permitted use under the zoning regulations?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Consistent with the adopted comprehensive plan?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. Is the proposed action consistent with the predominant character of the existing built or natural landscape?	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
8. a. Will the proposed action result in a substantial increase in traffic above present levels?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Are public transportation service(s) available at or near the site of the proposed action?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
c. Are any pedestrian accommodations or bicycle routes available on or near site of the proposed action?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
10. Will the proposed action connect to an existing public/private water supply?  If No, describe method for providing potable water: _____ None needed	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
11. Will the proposed action connect to existing wastewater utilities?  If No, describe method for providing wastewater treatment: _____ None needed	NO	YES	
	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
12. a. Does the site contain a structure that is listed on either the State or National Register of Historic Places?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
b. Is the proposed action located in an archeological sensitive area?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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: _____ _____	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
14. Identify the typical habitat types that occur on, or are likely to be found on the project site. Check all that apply: <input type="checkbox"/> Shoreline <input type="checkbox"/> Forest <input type="checkbox"/> Agricultural/grasslands <input type="checkbox"/> Early mid-successional <input type="checkbox"/> Wetland <input type="checkbox"/> Urban <input type="checkbox"/> Suburban			
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?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
16. Is the project site located in the 100 year flood plain?	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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? <input type="checkbox"/> NO <input type="checkbox"/> YES  b. Will storm water discharges be directed to established conveyance systems (runoff and storm drains)? If Yes, briefly describe: <input type="checkbox"/> NO <input type="checkbox"/> YES _____ _____	NO	YES	
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	

18. Does the proposed action include construction or other activities that result in the impoundment of water or other liquids (e.g. retention pond, waste lagoon, dam)? If Yes, explain purpose and size: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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: _____ _____	NO	YES
	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<b>I AFFIRM THAT THE INFORMATION PROVIDED ABOVE IS TRUE AND ACCURATE TO THE BEST OF MY KNOWLEDGE</b>		
Applicant/sponsor name: Michels Corporation / Rodrigo Azcui		Date: November 9, 2020
Signature: _____		

**Part 2 - Impact Assessment. The Lead Agency is responsible for the completion of Part 2.** 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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Will the proposed action result in a change in the use or intensity of use of land?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Will the proposed action impair the character or quality of the existing community?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Will the proposed action have an impact on the environmental characteristics that caused the establishment of a Critical Environmental Area (CEA)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
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?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. Will the proposed action impact existing: a. public / private water supplies?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. public / private wastewater treatment utilities?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. Will the proposed action impair the character or quality of important historic, archaeological, architectural or aesthetic resources?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. Will the proposed action result in an adverse change to natural resources (e.g., wetlands, waterbodies, groundwater, air quality, flora and fauna)?	<input checked="" type="checkbox"/>	<input type="checkbox"/>



	No, or small impact may occur	Moderate to large impact may occur
10. Will the proposed action result in an increase in the potential for erosion, flooding or drainage problems?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Will the proposed action create a hazard to environmental resources or human health?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

**Part 3 - Determination of significance. The Lead Agency is responsible for the completion of Part 3.** 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.

St. Lawrence County Industrial Development Agency

Name of Lead Agency

Patrick J. Kelly

Print or Type Name of Responsible Officer in Lead Agency

Date

Chief Executive Officer

Title of Responsible Officer

Signature of Responsible Officer in Lead Agency

Signature of Preparer (if different from Responsible Officer)

**PRINT**

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**APPROVING RESOLUTION**

GSPP County Route 31, LLC [Project Number 4001-20-11]

Resolution No. IDA-20-12-xx

December 18, 2020

A regular meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) was convened on December 18, 2020 at 9:00 AM, local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, 19 Commerce Lane, Canton, New York.

The meeting was called to order by \_\_\_\_\_, and upon roll being called, the following members of the Agency were:

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark C.		
LaBaff, Ernest (via teleconference)		
McMahon, Andrew		
Morrill, Steven		
Reagen, James		
Staples, Brian W. (via teleconference)		

As indicated above, certain of the members of the Agency participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented by subsequent Executive Orders, each as issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Kimberly Gilbert, Richard Williams, and Lori Sibley); Christopher C. Canada, Esq. (Transaction Counsel for Agency Solar Projects) via teleconference.

After the meeting had been duly called to order, \_\_\_\_\_ announced that, among the purposes of the meeting, was to consider and take action on certain matters pertaining to proposed project for the benefit of GSPP County Route 31, LLC (the “Company”).

On motion duly made by \_\_\_\_\_ and seconded by \_\_\_\_\_ the following resolution was placed before members of the Agency:

**A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY GSPP COUNTY ROUTE 31, LLC, A NEW YORK LIMITED LIABILITY COMPANY AUTHORIZED TO DO BUSINESS IN THE STATE OF NEW YORK; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT IN ACCORDANCE WITH A DEVIATION FROM THE AGENCY’S**

**UNIFORM TAX EXEMPTION POLICY MORE SPECIFICALLY DESCRIBED HEREIN; (4) AUTHORIZING ACCEPTANCE OF A LEASEHOLD INTEREST IN CERTAIN REAL PROPERTY AND THE IMPROVEMENTS THEREON IN RELATION TO UNDERTAKING THE PROJECT; AND (5) APPROVING THE FORM, SUBSTANCE AND EXECUTION OF RELATED DOCUMENTS.**

WHEREAS, Title 1 of Article 18 A of the General Municipal Law of the State of New York (the “**Enabling Act**”) was duly enacted into law as Chapter 1030 of the Laws of 1969 of the State of New York (“**State**”); and

WHEREAS, the Enabling Act authorizes and provides for the creation of industrial development agencies for the benefit of the several counties, cities, villages and towns in the State and empowers such agencies, among other things, to acquire, construct, reconstruct, lease, improve, maintain, equip and dispose of land and any building or other improvement, and all real and personal properties, including, but not limited to, machinery and equipment deemed necessary in connection therewith, whether or not now in existence or under construction which shall be suitable for manufacturing, warehousing, civic, commercial and research facilities, including recreation facilities, in order to advance job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their standard of living; and

WHEREAS, the Agency was created, pursuant to and in accordance with the provisions of the Enabling Act, by Chapter 358 of the Laws of 1971 of the State, (collectively, with the Enabling Act, the “**Act**”), and is empowered under the Act to undertake the Project (as hereinafter defined) in order to so promote job opportunities, health, general prosperity and economic welfare of the people of the State and improve their standard of living; and

WHEREAS, the Company previously presented an application (the “Application”) to the Agency, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project, as further described in Exhibit A (the “Project”) consisting of (A) (1) the acquisition of an interest in approximately 215.6 acres of land located at 1497 County Route 31 in the Town of Waddington, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 41.7 acres of the Land of a 2.5 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“UTEP”) in the form of an agreement for Payments in Lieu of Taxes (“PILOT Agreement”) with a term of 20 years (the “Deviation”), which Deviation exceeds the Agency’s standard 10 year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency's UTEP the consent of the Town of Waddington (the "Town") and the Madrid-Waddington Central School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a resolution adopted November 17, 2020, the School District consented to the Deviation and, by resolution adopted November 2, 2020, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, renovation and equipping of the Project Facility will be in conformance with SEQR, the Company has submitted to the Agency a completed Full Environmental Assessment Form dated May 13, 2020 (the "EAF") with respect to the Project; and

WHEREAS, a public hearing (the "Hearing") was held on December 16, 2020, so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency or the location or nature of the Project Facility, could be heard; and

WHEREAS, notice of the Hearing was published in the Gouverneur Tribune Press on Friday, December 4, 2020 and in the Watertown Daily Times on Sunday, December 6, 2020, respectively, and such notices (together with proof of publication), were substantially in the forms annexed hereto as Exhibit B; and

WHEREAS, the report of the Hearing is annexed hereto as Exhibit C; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency has been informed that (1) the Town of Waddington Planning Board (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on June 4, 2020 (the "Negative Declaration") determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project;

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a lease agreement (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (D) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project

Facility to secure a loan from the Lender to the Company with respect to the Project (the “Loan”); and  
© various certificates relating to the Project;

NOW, THEREFORE, BE IT RESOLVED by the St. Lawrence County Industrial Development Agency as follows:

Section 1. The Agency has reviewed the Application, the EAF and the Negative Declaration (collectively, the “Reviewed Documents”) and, based upon its review of the Reviewed Documents:

(A) The Agency hereby ratifies and concurs in the designation of the Planning Board as “lead agency” with respect to the Project under SEQRA (as such quoted term is defined in SEQRA);

(B) The Agency hereby determines that the Agency has no information to suggest that the Planning Board was incorrect in determining that the Project will result in no significant adverse impacts on the environment pursuant to the SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project (as such quoted phrase is used in SEQRA).; and

(C) The Chief Executive Officer of the Agency is hereby directed to notify the Planning Board of the concurrence by the Agency that the Planning Board shall be the “lead agency” with respect to the Project, and to further indicate to the Planning Board that the Agency has no information to suggest that the Planning Board was incorrect in its determinations contained in the Negative Declaration.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Counsel to the Agency with respect to all matters in connection with the Project. Special Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution. Special Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. The Agency hereby finds and determines:

(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;

(B) The Project Facility constitutes a “project”, as such term is defined in the Act;

(C) The Project site is located entirely within the boundaries of St. Lawrence County, New York (the “County”);

(D) The Project Facility does not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one third of the total cost of the Project Facility;

(E) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or an occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of one or more

plants or facilities of the Company or an occupant of the Project Facility located in the State of New York;

(F) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of the County and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(H) The Deviation incentivizes the Company to complete the Project, which is expected to have a material positive impact on further economic development projects in the Town of Waddington and the County; and

(I) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 3. The Agency has assessed all material information included in connection with the application for financial assistance submitted by the Company, including but not limited to, the cost-benefit analysis prepared by the Agency and such information has provided the Agency a reasonable basis for its decision to provide the Financial Assistance to the Company.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) lease the Project Facility to the Company pursuant to the Lease Agreement; (B) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (C) enter into the Uniform Agency Project Agreement; and (D) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease and (B) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct, reconstruct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction, reconstruction and installation are hereby ratified, confirmed and approved.

Section 7. (A) The Chairman, Vice Chairman or Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman, Vice Chairman or Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman or Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chairman, Vice Chairman or Chief Executive Officer of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 8. The Agency hereby (i) approves the Deviation and (ii) authorizes and approves the following economic benefits to be granted to the Company in connection with the renovation,

improvement and equipping of the Project Facility in the form of the abatement of real property taxes as set forth in the PILOT Schedule attached as Exhibit D hereof.

Section 9. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 10. 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 or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, 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 resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 11. This resolution shall take effect immediately.

<b>MEMBER</b>	<b>YEA</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
Blevins, Lynn				
Hall, Mark C.				
LaBaff, Ernest				
McMahon, Andrew				
Morrill, Steven				
Reagen, James				
Staples, Brian W.				

The resolution was thereupon declared duly adopted.

[Remainder of page left blank intentionally]



STATE OF NEW YORK )

COUNTY OF ST. LAWRENCE ) ss.:

I, the undersigned Secretary of the St. Lawrence County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the members of St. Lawrence County Industrial Development Agency (the “Agency”), including the resolution contained therein, held on December 18, 2020, 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 (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”) except as modified by Executive Order 202.1, as modified by subsequent Executive Orders, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as modified by subsequent Executive Orders, throughout said meeting.

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 of said Agency as of December 18, 2020.

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Lynn Blevins  
Secretary



EXHIBIT A

1.	<b>Applicant Name/Project Number:</b> GSPP County Route 31, LLC Project [#4001-20-11]	
2.	<b>Project Description:</b>  GSPP County Route 31, LLC plans to undertake a project (the “Project”) consisting of (1) the acquisition of an interest in approximately 215.6 acres of land located at 1497 County Route 31 in the Town of Waddington, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 41.7 acres of the Land of a 2.5 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”).	
3.	<b>Type of Financial Assistance Requested:</b>	Partial Real Property Tax Abatement through a PILOT
4.	<b>Total Amount of Project:</b>	\$2,522,500
5.	<b>Benefited Project Amount:</b>	\$2,522,500
6.	<b>Estimated value of NYS Sales &amp; local sales and use tax exemption to be provided to the Company for this Project:</b>	\$0
7.	<b>PILOT Structure and Estimated Net Exemption from PILOT</b>	20 Year PILOT The project would be subject to NYS RPTL 487 without the proposed IDA PILOT, which would result in no added value to the assessment for 15 years. Proposed PILOT Payments of \$4,250 per MW would result in payments of \$10,625 to the Town, School, and County in year 1 with 2% escalator for a total 20 year PILOT payments of \$258,160.
8.	<b>Mortgage Recording Tax Exemption</b>	N/A
9.	<b>Full-time Equivalent Jobs to be Retained as a Result of the Project:</b>	0
10.	<b>Full-Time Equivalent Jobs to be Created as a Result of the Project:</b>	0
11.	<b>Expiration of the Financial Assistance:</b>	2041

## EXHIBIT B

### **NOTICE OF PUBLIC HEARING**

#### **NOTICE OF PUBLIC HEARING ON PROPOSED PROJECT AND FINANCIAL ASSISTANCE RELATING THERETO**

Notice is hereby given that a public hearing (the “Public Hearing”) pursuant to Section 859-a(2) of the General Municipal Law of the State of New York (the “Act”) will be held by the St. Lawrence County Industrial Development Agency (the “Agency”) on the 16<sup>th</sup> day of December, 2020 at 10:00 o’clock a.m., local time, in connection with the GSPP County Route 31, LLC Project as described below. As a result of the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo in response to the novel Coronavirus (COVID-19) pandemic, the Public Hearing will be held electronically via webinar rather than in person. Members of the public may attend the Public Hearing by viewing and commenting on the Project and the proposed benefits to be granted to GSPP County Route 31, LLC (the “Company”) by the Agency during the Public Hearing by logging into Zoom Meeting as follows:

<https://us02web.zoom.us/j/88244971108?pwd=VUdITy9QVnJoNINESkpxUUVYMU1SZz0>

9

Meeting ID: 882 4497 1108

Passcode: 403266

The Company submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in approximately 215.6 acres of land located at 1497 County Route 31 in the Town of Waddington, St. Lawrence County, New York (the “Land”); (2) the installation on approximately 41.7 acres of the Land of a 2.5 mW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements (collectively, the “Facility”) and (3) the acquisition and installation in and around the Facility of certain items of machinery, equipment, fixtures, furniture and other incidental tangible personal property (the “Equipment”), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, the Facility and the Equipment being collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and

(C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project and (B) to provide certain exemptions from taxation with respect to the Project, including (1) exemption from mortgage recording taxes with respect to any documents, if any, recorded by the Agency with respect to the Project in the office of the County Clerk of St. Lawrence County, New York or elsewhere, (2) exemption from deed transfer taxes on any real estate transfers, if any, with respect to the Project and (3) in the event that the Project Facility would be subject to real property taxation if owned by the Company but shall be deemed exempt from real property taxation due to the involvement of the Agency therewith, exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, with respect to the Project Facility, subject to the obligation of the Company to make payments in lieu of taxes with respect to the Project Facility. If any portion of the Financial Assistance to be granted by the Agency with respect to the Project is not consistent with the Agency's uniform tax exemption policy, the Agency will follow the procedures for deviation from such policy set forth in Section 874(4) of the Act prior to granting such portion of the Financial Assistance.

If the Agency determines to proceed with the Project, the Project Facility will be acquired, constructed, reconstructed and installed by the Agency and will be leased (with an obligation to purchase) or sold by the Agency to the Company or its designee pursuant to a project agreement (the "Agreement") requiring that the Company or its designee make certain payments to the Agency.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project.

Minutes of the Public Hearing will be transcribed and posted on the Agency's website ([www.slcida.com](http://www.slcida.com)). Additional information can be obtained from, and written comments may be addressed to: Richard Williams, Facilities Manager, St. Lawrence County Industrial Development Agency, 19 Commerce Lane – Suite 1, Canton, New York 13617; Telephone: (315) 379-9806 and electronically at [rwilliams@slcida.com](mailto:rwilliams@slcida.com). Written comments must be received no later than 10:00 am on Tuesday, December 15, 2020 to be considered part of the public hearing minutes.

Dated: December 1, 2020.

ST. LAWRENCE COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

BY: \_\_\_\_\_  
Patrick J. Kelly  
Chief Executive Officer

EXHIBIT C

REPORT OF PUBLIC HEARING

**MINUTES OF PUBLIC HEARING HELD ON December 18, 2020  
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

**RE: GSPP County Route 31, LLC (Waddington Solar Project)**

Richard Williams of the St. Lawrence County Industrial Development Agency called the public hearing to order at 10:00 AM, local time, via Zoom, and stated that the minutes of this public hearing would be recorded.

<https://us02web.zoom.us/j/88244971108?pwd=VUdITy9QVnJoNINESkpxUUVYMU1SZz09>

Meeting ID: 882 4497 1108

Passcode: 403266

Public in attendance: Mr. Alex Hammond, Supervisor for the Town of Waddington  
Mr. Daniel Csaplar, Project Manager for Omni Navitas Holdings, LLC

Mr. Williams then read the following:

*This public hearing is being held pursuant to Article 18-A of the New York General Municipal Law by the St. Lawrence County Industrial Development Agency (hereinafter, the "SLCIDA") in connection with the following matter:*

The GSPP County Route 31, LLC submitted an application to the Agency, a copy of which Application is on file at the office of the Agency. The Application requests the Agency consider undertaking a project (the "Project") for the benefit of the Company,

The Project consists of the (A) (1) the acquisition of an interest in approximately 215.6 acres of land located at 1497 County Route 31 in the Town of Waddington, (2) the installation on approximately 41.7 acres of the Land of a 2.5 mW-AC ground-mounted photovoltaic solar array including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements.

All of the foregoing to constitute a solar energy generating facility (B) the granting of certain "financial assistance" with respect to the foregoing, including potential exemptions from certain real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

The Agency is considering whether (A) to undertake the Project and (B) to provide certain exemptions from taxation, including (1) exemption from mortgage recording taxes, (2) exemption from deed transfer taxes and (3) potential exemption from real property taxes (but not including special assessments and special ad valorem levies), if any, subject to the obligation of the Company to make payments in lieu of taxes with.

The Project is a deviation from the Agency's uniform tax exemption policy, and as a result, the Agency has followed procedures for deviation from such policy prior to granting such portion of the Financial Assistance.

The Agency has not yet made a determination pursuant to Article 8 of the Environmental Conservation Law (the "SEQR Act") regarding the potential environmental impact of the Project. This will be addressed at the next Board meeting of the Agency.

Public Comments: Supervisor Hammond poses no questions. However, he notes the Town of Waddington is waiting on a final version of the Decommissioning Plan. Mr. Csaplár from Omni Navitas Holdings notes that a draft of the plan was recently forwarded to the Town. Supervisor Hammond adds that he and the Town board members will review the plan when they receive it and discuss it at the next Town Board meeting. Mr. Williams adds that the execution of documents will not take place until the Town has reviewed the Plan and all parties have agreed on all of the terms of the project.

Supervisor Hammond mentions there are three farmers on the Town Board that are very concerned about agriculture and a recent article in the Watertown Daily Times caught his eye as it presented different views by Ag and Markets and NYSEDA with reference to the loss of farmland and solar projects. Mr. Hammond adds that the article did not actually reference this particular project, so he felt that perhaps this was a discussion for another time.

There being no further comments, the Public Hearing was closed at 10:19 AM.

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By: Richard Williams

For: St. Lawrence County Industrial Development Agency

## EXHIBIT D

### Proposed PILOT Schedule

The St. Lawrence County Industrial Development Agency will bill the amounts listed on the table below to the respective taxing jurisdictions listed below based upon the pro rata share for the current tax year.

Tax Jurisdictions: St. Lawrence County (the “County”), Town of Waddington (the “Town”) and Madrid-Waddington Central School District (the “District”)

Taxable Status Date: March 1, 2021

Tax Year Beginning: District: 2021/2022  
Town and County: 2022

\$4,250 per MW for the first year, resulting in \$10,625 to the County, the Town and the District, on a pro rata basis.

The amount would increase by 2% each year.

PILOT Agreement term would be 20 years.

<u>YEAR</u>	<u>SCHOOL</u>	<u>TOWN/COUNTY</u>	<u>PAYMENT</u>
1	2021/2022	2022	\$10,625.00
2	2022/2023	2023	\$10,837.50
3	2023/2024	2024	\$11,054.25
4	2024/2025	2025	\$11,275.34
5	2025/2026	2026	\$11,500.84
6	2026/2027	2027	\$11,730.86
7	2027/2028	2028	\$11,965.48
8	2028/2029	2029	\$12,204.79
9	2029/2030	2030	\$12,448.88
10	2030/2031	2031	\$12,697.86
11	2031/2032	2032	\$12,951.82
12	2032/2033	2033	\$13,210.85
13	2033/2034	2034	\$13,475.07
14	2034/2035	2035	\$13,744.57
15	2035/2036	2036	\$14,019.46
16	2036/2037	2037	\$14,299.85
17	2037/2038	2038	\$14,585.85
18	2038/2039	2039	\$14,877.57
19	2039/2040	2040	\$15,175.11
20	2040/2041	2041	\$15,478.62

**Purpose:** The St. Lawrence County Industrial Development Agency (“SLCIDA”) is a public benefit corporation created under New York State General Municipal Law, Title 2, Section 914. Its mission is to promote, encourage, attract and develop job opportunities and economically sound commerce and industry in St. Lawrence County. To accomplish its mission, the SLCIDA constructs and owns industrial sites and buildings, administers loan packaging and industrial revenue bond financing, and provides a variety of tax-reduction incentives.

**Internal Controls:** The accounting, financial reporting, and cash management functions are carried out relying on a multitude of internal controls. A Financial Procedures manual details all aspects, if applicable, of the financial controls in place.

**Examples of areas where risk is typically associated** and some of the internal controls used are listed below:

- **Payroll** - Payroll for SLCIDA employees is processed externally by a payroll processing company, Paychex Payroll. The Chief Financial Officer enters the number of hours each employee works for the pay period on the Monday prior to the payday into an online Paychex website. A journal entry sheet is prepared by the Chief Financial Officer, signed and then entered into the QuickBooks system. This is then attached to an accompanying voucher, created from the QuickBooks system. Signatures are obtained on the journal entry sheet by either the Chief Financial Officer or Chief Executive Officer and by the Chairman or Vice-Chairman, thus authorizing the Chief Financial Officer to transfer online funds from the normal checking account to a payroll checking account. A printout from the online banking account is then attached to the voucher as verification of a correct transfer. To further safeguard funds, Paychex only has access to the funds in the Payroll checking account. Payroll direct deposit slips and accompanying back up reports are printed directly from the Paychex online program. The reports are reviewed first by the Chief Financial Officer and then given to the Administrative Services Coordinator, who in turn checks the hours paid for accuracy and initials the document. A journal entry sheet is prepared by the Chief Financial Officer, signed and then entered into the QuickBooks system. – *Multiple persons, separate payroll account - low risk*
- **Accounts Payable** - A voucher process is utilized to safeguard SLCIDA finances. All SLCIDA vouchers require review and verification by the Chief Financial Officer, who prepares the voucher and check. Additional verification is required by two additional persons. A member of staff, the Chief Financial Officer or the Chief Executive Officer. Two signatures are required on all checks issued (typically the Chief Financial Officer and SLCIDA Chairman). – *Multiple persons signing off on the process makes this low risk.*
- **Accounts Receivable** - All monies received by SLCIDA are recorded into a main check register database by a staff member, who then stamp endorses all checks and delivers them to the Chief Financial Officer. The Chief Financial Officer ensures that all funds are expense categorized. Each check is entered into the QuickBooks system, a receipt generated, and a deposit created. The deposit receipt from the bank is then attached to the appropriate back up document for the deposit. – *Log records, bank verification & receipts make this low risk.*
- **Investments** - Certificates of deposit are typically bid out to the financial institutions recognized in SLCIDA’s Investment Policy. When a CD matures, it is renewed for an additional term at the current institution, or financial institutions are contacted, and bids are requested. The CD is awarded to the financial institution that can offer the highest interest rate and complete collateralization. Pursuant to SLCIDA’s Investment Policy no one financial institution may hold more than 60% of SLCIDA’s cash on deposit. Only persons authorized by the SLCIDA’s Board are allowed to open a CD. Typically, this responsibility falls to the Chief Financial Officer. – *Allocating cash at various financial institutions reducing the risk of loss and utilizing authorized signers makes this a low risk.*

The system of controls applicable to the SLCIDA was last reviewed by the SLCIDA’s Governance Committee on November 6, 2020 and the complete Board on December 18, 2020. The Board’s review affirmed that there are no material control weaknesses to be reported. SLCIDA undergoes an annual financial audit by an independent CPA firm. While auditors are not engaged to perform an audit of internal controls, auditors do provide management letter comments when they encounter internal weaknesses. No material weaknesses have been identified by the independent auditors. If a weakness was noted, it would be addressed by the Audit & Finance Committee. A change in protocol would be made to lower the associated risk and reduce weakness in the internal control, and a solution then presented to the Board.

In summary, the present internal control structure appears to be sufficient to meet internal control objectives that pertain to the prevention and detection of errors and irregularities.

Reviewed by:

\_\_\_\_\_  
Chief Executive Officer - Date

\_\_\_\_\_  
Chief Financial Officer - Date