

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

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

March 26, 2021

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

Call to Order

Roll Call

Public Notice                              March 19, 2021

Public Comment

Approval of Minutes                      January 28, 2021 ..... 1-3

Financial Report

Reports of Committees                  Governance Committee: Lynn Blevins (Chair)  
Finance Committee: Mark Hall (Chair)

Staff Report                                  Patrick Kelly

Old Business                                None

New Business                              Resolution:    Annual Review of Code of Ethics.....4-5  
Resolution:    Annual Review of Compensation, Reimbursement and  
Attendance Policy..... 6  
Resolution:    Annual Review of Whistleblower Policy.....7-9  
Resolution:    Annual Review of Defense and Indemnification Policy..... 10  
Resolution:    Disposition of Real Property Policy and 2020 Review of  
Property .....11-16  
Resolution:    Authorizing an Equipment Loan of up to \$344,500 to Atlantic  
Testing Laboratories Limited ..... 17  
Confidential Underwriter Report..... separate attachment  
RVRDA Resolution..... 18  
Resolution:    Authorizing Application for Grant Funds Through Northern  
Border Regional Commission ..... 19  
Resolution:    Accepting FY2020 Audit ..... 20  
FY2020 Audit..... separate attachment  
2020 Annual Report [PARIS] ..... separate attachment  
2020 Mission and Performance Report ..... separate attachment

Executive Session

Adjournment

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**ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
LOCAL DEVELOPMENT CORPORATION  
Meeting of January 28, 2021**

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CALL TO ORDER: Chairman Staples requests that Mr. Hall (who is attending the meeting in person) direct the meeting. Mr. Hall calls the meeting to order at 9:07 AM in the main conference room at the Ernest J. LaBaff Industrial Building, Canton.

ROLL CALL:

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

Mr. Hall announces there is a quorum.

Others: IDA Staff (Patrick Kelly, Kimberly Gilbert, Richard Williams, and Lori Sibley); IDA-LDC Attorney (Andrew Silver, Esq.)

PUBLIC NOTICE: Public notifications sent January 25, 2021 to, 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: None

APPROVAL OF MINUTES: Motion to accept the minutes of the December 18, 2020 meeting by Mr. Reagen seconded by Mr. LaBaff. Motion carried unanimously.

FINANCIAL REPORTS: None

COMMITTEE REPORTS: None

STAFF REPORT: Patrick Kelly reports the following:

St. Lawrence County Reopening Task Force: Assisting the County Reopening Task Force with the vaccine rollout. As a former Plant Manager, John Pinkerton is lending his experience with logistical and site layout plans, as well as contact and schedule volunteers to help process registrants for the various vaccination site locations. Our participation in the vaccine rollout process keeps us informed so we are better able to assist businesses that may have questions the vaccination process.

Community Outreach: Continue to assist companies with questions related to updates with the Payroll Protection Program and other SBA assistance available, including the Restaurant Recovery Fund. We have partnered with the St. Lawrence County Chamber to provide webinars hosted by an SBA representative who provides answers to some of the most commonly asked questions surrounding the federal and state programs.

Empire State Mines: At last check, the price of Zinc was around \$1.16 (a two-month low according to national news). In response to Mr. Reagen's question about the point at which the price is considered too low, Mr. Kelly states that he is more comfortable seeing the price above \$1.00 and remaining consistently above that point. Mr. LaBaff adds that these are difficult times, so it is encouraging to see the company continues to remain operational. Mr. McMahon asks about the current employment numbers which Mr. Kelly notes is currently over 100 full time employees.

Energy Resource Projects: Currently there are public hearings scheduled in February for five solar projects. Mr. McMahon asks if there has been any opposition expressed relative to the solar projects. Mr. Kelly mentions that there has not been any opposition expressed during the public hearings or independently, but the taxing jurisdictions have expressed a desire to see a fair agreement between all parties involved. The Ag and Farmland Protection Board has voiced their concerns for utilizing prime farming land. The projects location and other variables have been carefully considered in order to keep active farmland protected. The NYS Governor continues to enhance and accelerate energy projects to keep them moving forward. Mr. Reagen asks if the IDA-LDC has involvement in the larger solar project locating in the Massena-Brasher Falls area that is experiencing some controversy. Mr. Kelly mentions that there are no formal projects with that particular developer at this time.

Marketing: Progress Edition articles and ads will be published soon in both the North Country This Week and Watertown Daily Times periodicals.

Annual Reports: The annual audit process is underway. Outreach efforts have also begun that are intended to more accurately gauge the status of each project's goals and the information collected will be input into various state and local annual reports. Board members are advised that they should receive the Annual Financial Disclosure and Board Evaluation forms via mail in the next few days. All annual report forms are required to be completed and returned prior to the March 31<sup>st</sup> deadline.

Class A Driving Course: The IDA-LDC was awarded funding from the USDA Rural Business Development Grant that will help pay for tuition costs associated with the Class A Driving Course offered at the SUNY Canton CREST Center. In 2020, 21 participants were enrolled in the class A driving course and 15 of those participants were successfully licensed. This includes 10 participants that were assisted in part with USDA RBDG grant money, of which 7 were successfully licensed. The class currently has two students who began the program on December 10<sup>th</sup> and one of the students utilized IDA-LDC funding. He is still actively enrolled in the course, so the hope is that he'll be reported as a completion before long. There are already two candidates that are ready to begin the next class which is slated to begin in February.

OLD BUSINESS: None

NEW BUSINESS:

Resolution LDC-21-01-01: Authorizing the Reappropriation of Funds from the St. Lawrence River Valley Redevelopment Agency Community Development and Environmental Improvement Program: Mr. Kelly explains that not all approved Community Development and Environmental Improvement Program ("CDEIP") projects utilize their full award, especially if the expenses come in under budget. There have been a couple of instances in the past where funds that were not fully utilized were reappropriated to other projects. The CDEIP Fund was established, as one of its many purposes, to assist with environmental improvement projects. Discussion ensues about the Regional Economic Development Initiative ("REDI") along Lake Ontario and the St. Lawrence River which benefits small businesses along the riverbanks affected by recent year's flooding. As a condition of accepting the REDI funding, a business must seek to match 5% of the REDI award funding. Mr. Kelly explains how the reappropriation of unused funds from recent CDEIP awards can help serve as the 5% local match requirement to assist the nine State approved small business projects in St. Lawrence County to repair structural damages resulting from the flooding and build better resiliency for years to come. Mr. Blevins initiates a conversation surrounding the award limits set for the CDEIP and the unique nature of each of these REDI projects. Mr. McMahon adds that this particular use of funds is most consistent with what the St. Lawrence River Valley Redevelopment Agency's Community Development and Environmental Improvement Program was intended for. Mr. LaBaff motions to approve Resolution LDC-21-01-01, seconded by Mr. Staples. Mr. Reagen abstains from the vote as he may have a

conflict due to a personal relationship with one of the potential awardees. The motion is approved by a majority vote.

EXECUTIVE SESSION: None

ADJOURNMENT: A motion to adjourn is made by Mr. Morrill, seconded by Mr. Reagen. The meeting adjourns at 9:26 AM by unanimous vote.

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(Mr.) Lynn Blevins, Secretary

DRAFT

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
LOCAL DEVELOPMENT CORPORATION  
Res. No. LDC-21-03-xx

Governance Committee Review: March 16, 2021  
March 26, 2021

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

**WHEREAS**, the Authority has caused to be conducted a review of its Code of Ethics, and

**WHEREAS**, after review, the Code has been updated;

**NOW, THEREFORE, BE IT RESOLVED** that the St. Lawrence County Industrial Development Local Development Corporation authorizes the following policy:

<b>Code of Ethics</b>
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This Code of Ethics shall apply to all directors, officers and employees of the [St. Lawrence County Industrial Development Agency Local Development Corporation (hereinafter the “Authority”)]. These policies shall serve as a guide for official conduct and are intended to enhance the ethical and professional performance of the Authority directors, officers and employees, and to preserve public confidence in the Authority’s mission.

1. No director, officer, or employee of the Authority shall accept other employment which will impair his or her independence of judgment in the exercise of his/her official duties.
2. No director, officer, or employee of the Authority shall accept employment or engage in any business or professional activity which will require him/her to disclose confidential information which he/she has gained by reason of his/her official position of authority.
3. No director, officer, or employee of the Authority shall disclose confidential information acquired by him/her in the course of his/her official duties nor use such information to further his/her personal interests.
4. No director, officer, or employee of the Authority shall use or attempt to use his/her official position to secure unwarranted privileges or exemptions for himself/herself or others.
5. No director, officer, or employee of the Authority shall engage in any transaction as a representative or agent of Authority with any business entity in which he/she has a direct or indirect financial interest that might reasonably tend to conflict with proper discharge of his/her official duties.
6. A director, officer, or employee of the Authority shall not by his/her conduct give reasonable basis for the impression that any person can improperly influence him/her or unduly enjoy his/her favor in the performance of his/her official duties, or that he/she is affected by the kinship, rank, position or influence of any party or person.
7. Directors and employees shall not accept or receive any gift or gratuities where the circumstances would permit the inference that: (a) the gift is intended to influence the individual in the performance of official business or (b) the gift constitutes a tip, reward, or

sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the Authority.

8. A director, officer, or employee of the Authority should abstain from making personal investments in enterprises which he/she has reason to believe may be directly involved in decisions to be made by him/her or which will otherwise create substantial conflict between his/her duty in the public interest and his/her private interest.
9. A director, officer, or employee of the Authority shall endeavor to pursue a course of conduct which will not raise suspicion among the public that he/she is likely to be engaged in acts that are in violation of his/her trust.
10. Directors and employees shall not use Authority property, including equipment, telephones, vehicles, computers or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with State or local law or policy and the Authority's mission and goals.
11. Directors and employees are prohibited from appearing or practicing before the Authority for two (2) years following employment with the Authority, consistent with the provisions of Public Officers Law.

Any and all previously-approved Code of Ethics of the St. Lawrence County Industrial Development Agency Local Development Corporation are hereby rescinded.

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  
March xx, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
 LOCAL DEVELOPMENT CORPORATION  
 Res. No. LDC-21-03-xx

Governance Committee Review: March 16, 2021  
 March xx, 2021

**WHEREAS**, the St. Lawrence County Industrial Development Agency Local Development Corporation has caused to be conducted a review of its Compensation, Reimbursement and Attendance Policy, and

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

<b>Compensation, Reimbursement and Attendance</b>
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Pursuant to and in accordance with Sections 856 and [GML enabling act] of the General Municipal Law of the State of New York, the members of the board of the St. Lawrence County Industrial Development Agency Local Development Corporation (the “Authority”) shall serve without salary at the discretion of the St. Lawrence County Board of Legislators but may be reimbursed for reasonable expenses incurred in the performance of Authority duties at the approval of the Board.

The officers, employees and agents of the Authority shall serve at the discretion of the Authority Board at such compensation levels as may be approved by the Board from time to time and may be reimbursed for reasonable expenses incurred in the performance of Authority duties at the approval of the Board.

The members of the Board and officers of the Authority shall be available as required to perform the operations of the Authority and as set forth within the By-Laws of the Authority, as may be amended, restated or revised by the Board from time to time. Said members and officers of the Authority shall put forth their best efforts to perform their respective duties as outlined in the By-Laws of the Authority and any other directives of the Board relating to same.

Any and all previously-approved Compensation, Reimbursement and Attendance policies of the Authority are hereby rescinded.

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

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/s/  
 \_\_\_\_\_  
 Lori Sibley  
 March xx, 2021



ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
LOCAL DEVELOPMENT CORPORATION  
Res. No. LDC-21-03-xx  
Governance Committee Review: March 16, 2021  
March xx, 2021

**WHEREAS**, the St. Lawrence County Industrial Development Agency Local Development Corporation has caused to be conducted a review of its Whistleblower Policy and Procedures, and

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

## Whistleblower Policy and Procedures

Every member of the board (the “Board”) of the St. Lawrence County Industrial Development Agency Local Development Corporation (the “Authority”) and all officers and employees thereof, in the performance of their duties shall conduct themselves with honesty and integrity and observe the highest standards of business and personal ethics as set forth in the Code of Ethics of the Authority (the “Code”).

### **Purpose:**

It is the policy of the Authority to afford certain protections to individuals who, in good faith, report violations of the Authority’s Code of Ethics or other instances of potential wrongdoing within the Authority. The Whistleblower Policy and Procedures set forth below are intended to encourage and enable employees to raise concerns in good faith within the Authority and without fear of retaliation or adverse employment action.

### **Definitions:**

“Good Faith” – Information concerning potential wrongdoing is disclosed in “good faith” when the individual making the disclosure reasonably believes such information to be true and reasonably believes that it constitutes potential wrongdoing.

“Authority Employee” – All board members, officers and staff employed at the Authority, whether full-time, part-time, employed pursuant to contract, employees on probation, and temporary employees.

“Whistleblower” – Any Authority Employee (as defined herein) who, in good faith, discloses information regarding wrongdoing by another Authority employee, or concerning the business of the Authority itself.

“Wrongdoing” – Any alleged corruption, fraud, criminal or unethical activity, misconduct, waste, conflict of interest, intentional reporting of false or misleading information, or abuse of authority engaged in by an Authority Employee (as defined herein) that relates to the Authority.

“Personnel Action” – Any action affecting compensation, appointment, promotion, transfer, assignment, reassignment, reinstatement or evaluation of performance.

## **Section I: Reporting Wrongdoing**

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All Authority employees who discover or have knowledge of potential wrongdoing concerning board members, officers, or employees of the Authority; or a person having business dealings with the Authority; or concerning the Authority itself, shall report such activity in accordance with the following procedures:

- a) The Authority employee shall disclose any information concerning wrongdoing either orally or in writing to the Chief Executive Officer or Counsel of the Authority.
- b) All Authority employees who discover or have knowledge of wrongdoing shall report such wrongdoing in a prompt and timely manner.
- c) The identity of the Whistleblower and the substance of his or her allegations will be kept confidential to the best extent possible.
- d) The individual to whom the potential wrongdoing is reported shall investigate and handle the claim in a timely and reasonable manner, which may include referring such information to the Authorities Budget Office or an appropriate law enforcement agency, where applicable.
- e) Should an Authority employee believe in good faith that disclosing information within the Authority pursuant to Section 1(a) above would likely subject him or her to adverse personnel action or be wholly ineffective, the Authority employee may instead disclose the information to the Authorities Budget Office or an appropriate law enforcement agency, if applicable. The Authorities Budget Office's toll-free number (1-800-560-1770) should be used in such circumstances.

## **Section II: No Retaliation or Interference**

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No Authority employee shall retaliate against any Whistleblower for the disclosure of potential wrongdoing, whether through threat, coercion, or abuse of authority; and no Authority employee shall interfere with the right of any other Authority employee by any improper means aimed at deterring disclosure of potential wrongdoing. Any attempts at retaliation or interference are strictly prohibited, and

- a) No Authority employee who, in good faith, discloses potential violations of the Authority's Code of Ethics or other instances of potential wrongdoing, shall suffer harassment, retaliation or adverse personnel action.
- b) All allegations of retaliation against a Whistleblower or interference with an individual seeking to disclose potential wrongdoing will be thoroughly investigated by the Authority.
- c) Any Authority employee who retaliates against or had attempted to interfere with any individual for having in good faith disclosed potential violations of the Authority's Code of Ethics or other instances of potential wrongdoing is subject to discipline, which may include termination of employment.
- d) Any allegation of retaliation or interference will be taken and treated seriously and irrespective of the outcome of the initial complaint, will be treated as a separate matter.

## **Section III: Other Legal Rights Not Impaired**

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The Whistleblower Policy and Procedures set forth herein are not intended to limit, diminish or impair any other rights or remedies that an individual may have under the law with respect to disclosing potential wrongdoing free from retaliation or adverse personnel action.

- a) Specifically, these Whistleblower Policy and Procedures are not intended to limit any rights or remedies that an individual may have under the laws of the State of New York, including but not limited to the following provisions: Civil Service Law § 75-b, Labor Law § 740, State Finance Law § 191 (commonly known as the “False Claims Act”) and Executive Law § 55(1).
- b) With respect to any rights or remedies that an individual may have pursuant to Civil Service Law § 75-B or Labor Law § 740, any employee who wishes to preserve such rights shall prior to disclosing information to a government body, have made a good faith effort to provide the appointing authority or his or her designee the information to be disclosed and shall provide the appointing authority or designee a reasonable time to take appropriate action unless there is imminent and serious danger to public health or safety. (Ref: Civil Service Law § 75-b[2][b]; Labor Law § 740[3])

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

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/s/

Lori Sibley  
March xx, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
LOCAL DEVELOPMENT CORPORATION

Res. No. LDC-21-03-xx

Governance Committee Review: March 16, 2021

March xx, 2021

**WHEREAS**, the St. Lawrence County Industrial Development Agency Local Development Corporation has caused to be conducted a review of its Defense and Indemnification Policy, and

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

<b>Defense and Indemnification</b>
------------------------------------

The St. Lawrence County Industrial Development Agency Local Development Corporation (the “Authority”) shall indemnify all members of the Board of the Authority and each officer and employee thereof, in the performance and scope of their duties, and to the extent authorized by the Board, each other person authorized to act for the Authority or on its behalf, to the full extent to which indemnification is permitted under the General Municipal Law of the state of New York.

Any and all previously-approved Defense and Indemnification policies of the Authority are hereby rescinded.

Move:				
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Lori Sibley  
March xx, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
 LOCAL DEVELOPMENT CORPORATION  
 Resolution No. LDC-21-03-xx  
 March xx, 2021

**2021 REVIEW OF DISPOSITION OF REAL PROPERTY GUIDELINES**  
 And  
**2020 REPORT OF PROPERTY**

**WHEREAS**, Section 2896 of the Public Authority Law addresses the duties of public authorities with respect to (i) the adoption of guidelines for and (ii) the disposition of property, and

**WHEREAS**, under this section, “Guidelines approved by the public authority shall be annually reviewed and approved by the governing body of the public authority,”

**WHEREAS**, St. Lawrence County Industrial Development Agency Local Development Corporation staff recommend designating the [SLCIDA-LDC]’s Chief Executive Officer as the “Contracting Officer,”

**NOW, THEREFORE, BE IT RESOLVED** the [St. Lawrence County Industrial Development Agency Local Development Corporation], having reviewed said guidelines does hereby approve its “Guidelines for Disposition of Real Property” and

**BE IT FURTHER RESOLVED** that said guidelines, along with the required report (per Section 2896 (3) (a) of the Public Authorities Law) shall be forwarded to:

- o The Comptroller of the State of New York
- o Director of the Budget of the State of New York
- o Commissioner of the New York State Office of General Services
- o New York State Legislature (via distribution to the Majority Leader of the Senate and the Speaker of the Assembly)
- o Authority Budget Office (Electronically through PARIS)

**BE IT FURTHER RESOLVED** that (also pursuant to Section 2896 (1) (b) of the PAL) this document shall be published electronically where it shall remain until the guidelines for the following year are reviewed and posted.

Move:				
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/s/

Lori Sibley  
 March xx, 2021

**ST. LAWRENCE CO. IDA LOCAL DEVELOPMENT CORPORATION**  
**DISPOSITION OF PROPERTY GUIDELINES**  
**RESOLUTION NO. LDC-21-03-xx (MARCH xx, 2021)**

**PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW**

**SECTION 1. DEFINITIONS**

A. “Contracting officer” shall mean the officer or employee of the St. Lawrence County IDA Local Development Corporation, (hereinafter, the “Local Authority”) who shall be appointed by resolution to be responsible for the disposition of property.

B. “Dispose” or “disposal” shall mean transfer of title or any other beneficial interest in personal or real property in accordance with section 2897 of the Public Authorities Law.

C. “Property” shall mean personal property in excess of five thousand dollars (\$5,000) in value, and real property, and any inchoate or other interest in such property, to the extent that such interest may be conveyed to another person for any purpose, excluding an interest securing a loan or other financial obligation of another party.

**SECTION 2. DUTIES**

A. The Local Authority shall:

- (i) maintain adequate inventory controls and accountability systems for all property owned by the Local Authority and under its control;
- (ii) periodically inventory such property to determine which property shall be disposed of;
- (iii) produce a written report of such property in accordance with subsection B herewith; and
- (iv) transfer or dispose of such property as promptly and practicably as possible in accordance with Section 2 below.

B. The Local Authority shall

- (i) publish, not less frequently than annually, a report listing all real property owned in fee by the Local Authority. Such report shall consist of a list and full description of all real and personal property disposed of during such period. The report shall contain the price received by the Local Authority and the name of the purchaser for all such property sold by the Local Authority during such period; and
- (ii) shall deliver copies of such report to the Comptroller of the State of New York, the Director of the Budget of State of New York, the Commissioner of the New York State Office of General Services, and the New York State Legislature (via distribution to the majority leader of the senate and the speaker of the assembly) and the Authorities Budget Office.

## SECTION 2. TRANSFER OR DISPOSITION OF PROPERTY

A. Supervision and Direction. Except as otherwise provided herein, the duly appointed contracting officer (the “Contracting Officer”) shall have supervision and direction over the disposition and sale of property of the Local Authority. The Local Authority shall have the right to dispose of its property for any valid corporate purpose.

B. Custody and Control. The custody and control of Local Authority property, pending its disposition, and the disposal of such property, shall be performed by the Local Authority or by the Commissioner of General Services when so authorized under this section.

C. Method of Disposition. Unless otherwise permitted, the Local Authority shall dispose of property for not less than its fair market value by sale, exchange, or transfer, for cash, credit, or other property, with or without warranty, and upon such other terms and conditions as the Local Authority and/or contracting officer deems proper. The Local Authority may execute such documents for the transfer of title or other interest in property and take such other action as it deems necessary or proper to dispose of such property under the provisions of this section. Provided, however, except in compliance with all applicable law, no disposition of real property, any interest in real property, or any other property which because of its unique nature is not subject to fair market pricing shall be made unless an appraisal of the value of such property has been made by an independent appraiser and included in the record of the transaction and, provided further, that no disposition of any other property, which because of its unique nature or the unique circumstances of the proposed transaction is not readily valued by reference to an active market for similar property, shall be made without a similar appraisal.

D. Sales by the Commissioner of General Services (the “Commissioner”). When the Local Authority shall have deemed that transfer of property by the Commissioner will be advantageous to the State of New York, the Local Authority may enter into an agreement with the Commissioner of General Services pursuant to which Commissioner may dispose of property of the Local Authority under terms and conditions agreed to by the Local Authority and the Commissioner. In disposing of any such property, the Commissioner shall be bound by the terms hereof and references to the contracting officer shall be deemed to refer to such Commissioner.

E. Validity of Deed, Bill of Sale, Lease, or Other Instrument. A deed, bill of sale, lease, or other instrument executed by or on behalf of the Local Authority, purporting to transfer title or any other interest in property of the Local Authority in accordance herewith shall be conclusive evidence of compliance with the provisions of these guidelines and all applicable law insofar as concerns title or other interest of any bona fide grantee or transferee who has given valuable consideration for such title or other interest and has not received actual or constructive notice of lack of such compliance prior to the closing.

F. Bids for Disposal; Advertising; Procedure; Disposal by Negotiation; Explanatory Statement.

- (i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Local Authority Contracting Officer shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.
- (ii) Whenever public advertising for bids is required under subsection (i) of this Section F:
  - (A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;
  - (B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and
  - (C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Local Authority, price and other factors considered; provided, that all bids may be rejected at the Local Authority's discretion.

- (iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:
  - (A) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significant, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
  - (B) the fair market value of the property does not exceed fifteen thousand dollars;
  - (C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
  - (D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation; or
  - (E) under those circumstances permitted by subdivision seven of this section; or
  - (F) such action is otherwise authorized by law.
  
- (iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:
  - (1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars;
  - (2) any real property that has an estimated fair market value in excess of one hundred thousand dollars, except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;
  - (3) any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars;
  - (4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.
 (B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Local Authority making such disposal.

G. Disposal of Property for Less Than Fair Market Value

- (i) No asset owned, leased or otherwise in the control of the Local Authority may be sold, leased, or otherwise alienated for less than its fair market value except if:
  - (A) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;
  - (B) the purpose of the transfer is within the purpose, mission or governing statute of the Local Authority; or
  - (C) in the event the Local Authority seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the Local Authority's mission, purpose or governing statutes, the Local Authority shall provide written notification thereof to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate, and such proposed transfer shall be subject to denial by the Governor, the Senate, or the



Assembly. Denial by the Governor shall take the form of a signed certification by the Governor. Denial by either House of the Legislature shall take the form of a resolution by such House. The Governor and each House of the legislature shall take any such action within sixty days of receiving notification of such proposed transfer during the months of January through June, provided that if the Legislature receives notification of a proposed transfer during the months of July through December, the legislature may take such action within sixty days of January first of the following year. If no such resolution or certification is performed within sixty days of such notification of the proposed transfer to the Governor, Senate, and Assembly, the Local Authority may effectuate such transfer. Provided, however, that with respect to a below market transfer by the Local Authority that is not within the purpose, mission or governing statute of the Local Authority, if the governing statute provides for the approval of such transfer by the executive and legislative branches of the political subdivision in which the Local Authority resides, and the transfer is of property obtained by the Local Authority from that political subdivision, then such approval shall be sufficient to permit the transfer.

- (ii) In the event a below fair market value asset transfer is proposed, the following information must be provided to the Local Authority Board and to the public:
  - (A) a full description of the asset;
  - (B) an appraisal of the fair market value of the asset and any other information establishing the fair market value sought by the Board;
  - (C) a description of the purpose of the transfer, and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including but not limited to the kind, number, location, wages or salaries of jobs created or preserved as required by the transfer, the benefits, if any, to the communities in which the asset is situated as are required by the transfer;
  - (D) a statement of the value to be received compared to the fair market value;
  - (E) the names of any private parties participating in the transfer, and if different than the statement required by subparagraph (D) of this paragraph, a statement of the value to the private party; and
  - (F) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.
- (iii) Before approving the disposal of any property for less than fair market value, the Local Authority Board shall consider the information described in paragraph (ii) of this subdivision and make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose of such transfer.

The Guidelines are subject to modification and amendment at the discretion of the Local Authority board and shall be filed annually with all local and state agencies as required under all applicable law.

The designated Contracting Officer for the Local Authority is its Chief Executive Officer.

**Inventory of SLCIDA-LDC Real Estate ( 2020 Report) :**

SWIS	Tax Map Number	Street	Town	Property Identification	Property ID (Internal)	Occupant	Lot Size	Building Size (sq. ft)	Value in our Books	Status	Assessment
405801	16.035-1-15	31 Trade Rd.	Massena	Lot 19 Massena Industrial Park	MIP-19	Fockler Industries	2.0 acres	18,000	\$432,740	Occupied	\$424,700

**Disposition in 2020 :**

SWIS	Tax Map #		Town	Property Identification	Property ID (Internal)	Occupant	Lot Size	Building Size (sq. ft)	Appraisal	Fair Market Value	Sale/Lease Price
None											

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
 LOCAL DEVELOPMENT CORPORATION  
 Resolution No. LDC-21-03-xx  
 March 26, 2021

**AUTHORIZING AN EQUIPMENT LOAN OF UP TO \$344,500  
 TO ATLANTIC TESTING LABORATORIES, LIMITED**

**WHEREAS**, the St. Lawrence County Industrial Development Agency Local Development Corporation (the “SLCIDA-LDC”) was formed by the St. Lawrence County Industrial Development Agency to relieve and reduce unemployment, to promote and to provide for additional and maximum employment, to better and maintain job opportunities, to instruct or train individuals to improve or to develop their capabilities for jobs, to carry on scientific research for the purpose of aiding the community of St. Lawrence County, New York by attracting industry to the community and by encouraging the development of, or retention of, an industry in the community, and to lessen the burdens of government and to act in the public interest, thus performing an essential governmental function, and

**WHEREAS**, the SLCIDA-LDC entered in an Agreement with the St. Lawrence River Valley Redevelopment Agency (the “RVRDA”), and

**WHEREAS**, pursuant to Section II (1) NYPA Allocation Agreement, “...nothing herein shall cause the (Corporation) to undertake any act or participate in any portion of the Allocation Program unless approved by the (Corporation).”, and

**WHEREAS**, on March 11, 2021, the RVRDA adopted Resolution No. RVR-21-03-04 “Authorizing an EQUIPMENT LOAN OF UP TO \$344,500 to Atlantic Testing Laboratories, Ltd.”;

**NOW, THEREFORE, BE IT RESOLVED** that the St. Lawrence County Industrial Development Agency Local Development Corporation, having exercised its own due diligence in the matter, authorizes the allocation of St. Lawrence River Valley Redevelopment Agency funds, as outlined in RVRDA Resolution # RVR-21-03-04 (attached), and

**BE IT FURTHER RESOLVED** that the St. Lawrence County Industrial Development Agency Local Development Corporation authorizes the creation, execution and/or delivery of any and all documents and/or budget accounts that may be required to effectuate the transaction contemplated by this resolution.

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  
 March 26, 2021

ST. LAWRENCE RIVER VALLEY REDEVELOPMENT AGENCY  
 Resolution No. RVR-21-03-04  
 March 11, 2021

**AUTHORIZING A LOAN OF UP TO \$344,500 TO  
 ATLANTIC TESTING LABORATORIES, LTD.**

**WHEREAS**, the St. Lawrence River Valley Redevelopment Agency (“RVRDA”) seeks to actively participate in economic development projects which result in the creation of jobs, and

**WHEREAS**, the RVRDA has partnered with the St. Lawrence County Industrial Development Agency Local Development Corporation (“SLCIDA-LDC”) as prescribed in certain agreements among multiple parties dated June 2, 2010 for the purpose of providing assistance to such projects, and

**WHEREAS**, Atlantic Testing Laboratories, Ltd. (the “Company”) has applied for financial assistance to acquire specialized Geoprobe drilling equipment to support the Company’s expanded focus into environmental, geotechnical and exploration work (the “Equipment”), and

**WHEREAS**, the total cost of acquisition of this Equipment will be \$344,500, and

**WHEREAS**, the project is expected to retain 22 and create 2 new full time equivalent jobs over the next three years, and

**NOW, THEREFORE, BE IT RESOLVED** that the St. Lawrence River Valley Redevelopment Agency agrees to authorize the SLCIDA-LDC to lend up to \$344,500 from the RVRA’s Economic Development Fund to Atlantic Testing Laboratories, Ltd, for the acquisition of the Equipment, and

**BE IT FURTHER RESOLVED** that said loan of up to \$344,500 shall be subject to the following terms and conditions:

1. Principal	Up to \$344,500
2. Interest Rate	One-half of Prime Rate plus 1, the actual rate to be determined on the date of closing and adjusted at the end of the fifth year
3. Term	Seven (7) year amortization schedule
4. Security	<ul style="list-style-type: none"> <li>• Personal Guaranty of Marijean Remington and James Kuhn</li> <li>• Corporate Guaranty of ATL Engineering, P.C.</li> <li>• Evidence of corporation borrowing authorization</li> </ul>
5. Other	<ul style="list-style-type: none"> <li>• The Company agrees to retain 22 FTE create 2 FTE new jobs in their drilling division within the next three years after project completion.</li> <li>• Evidence of at least 10% Company equity and \$85,000 in combined equity and bank financing</li> </ul>

Move:	Forsythe			
Second:	Murphy			
<b>VOTE</b>	<b>AYE</b>	<b>NAY</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
McNeil	X			
Strait	X			
Murphy	X			
Clark	X			
Forsythe	X			

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 March 11, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
 LOCAL DEVELOPMENT CORPORATION  
 Resolution No. LDC-21-03-xx  
 March 26, 2021

**AUTHORIZING APPLICATION FOR GRANT FUNDS THROUGH  
 NORTHERN BORDER REGIONAL COMMISSION**

**WHEREAS**, Dunn Paper – Natural Dam, Inc. (“Dunn Paper”) has requested the St. Lawrence County Industrial Development Agency Local Development Corporation’s assistance with a certain project (the “Project”) consisting of improvements to a railroad spur located at or near 4921 Route 58N in the Town of Gouverneur, along with the rehabilitation of the railroad bridge over the Oswegatchie River, and

**WHEREAS**, Northern Border Regional Commission (“NBRC”) has a competitive opportunity to apply for funding for the purpose of assisting such projects, and

**WHEREAS**, NBRC grant funding, if awarded, would provide \$450,000 in funding to enable the necessary repairs and rehabilitation to the railroad spur that connects to Dunn Paper;

**NOW, THEREFORE, BE IT RESOLVED**, that the St. Lawrence County Industrial Development Agency Local Development Corporation authorizes preparation, execution, and delivery to NBRC of an application for Economic and Infrastructure Development Grant Program funding for the above-described project, in order to secure NBRC funds in the amount of \$450,000 on behalf of Dunn Paper, and

**BE IT FURTHER RESOLVED** that St. Lawrence County Industrial Development Agency Local Development Corporation officers, subject to Legal Counsel opinion, each hereby designated, authorized, empowered, and directed to execute and deliver any and all grant agreements necessary to effectuate the transactions contemplated by this resolution.

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/

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Lori Sibley  
 March 26, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
 LOCAL DEVELOPMENT CORPORATION  
 Resolution No. LDC-21-03-xx  
 March 26, 2021

**ACCEPTING FY2020 SLCIDA-LDC AUDIT**

**WHEREAS**, on August 28, 2018 the St. Lawrence County Industrial Development Agency (the “SLCIDA”) released, on behalf of the SLCIDA, the SLCIDA-Local Development Corporation, the SLCIDA-Civic Development Corporation, and the St. Lawrence County Property Development Corporation (collectively, the “Entities”), a Request for Proposal for audit services for each of the entities, and

**WHEREAS**, on September 28, 2018 the SLCIDA appointed Pinto, Mucenski, Hooper, VanHouse & Co. as the independent audit firm for the fiscal years 2018 through 2020, and

**WHEREAS**, as a result of the Request for Proposal, the St. Lawrence County Industrial Development Agency Local Development Corporation (the “SLCIDA-LDC”) also appointed Pinto, Mucenski, Hooper, VanHouse & Co. as its independent audit firm, and

**WHEREAS**, the firm has prepared and provided the following report (attached):

St. Lawrence County Industrial Development Agency Local Development Corporation  
 (CONSOLIDATED) Financial Statements  
 For the Years Ended December 31, 2020 and 2019, and

**WHEREAS**, said audit contains the financial statements of the St. Lawrence River Valley Redevelopment Agency, the Greater Massena Economic Development Fund, and the Microenterprise Fund;

**NOW, THEREFORE, BE IT RESOLVED** that the St. Lawrence County Industrial Development Agency Local Development Corporation accepts said report and authorizes that payment be made to Pinto, Mucenski, Hooper, VanHouse & Co. in accordance with the terms set forth in the agreement for audit services; and

**BE IT FURTHER RESOLVED** that the SLCIDA-LDC shall cause this report to be forwarded to:

- St. Lawrence County Treasurer
- St. Lawrence County Legislative Chairman
- New York State Department of Economic Development
- New York State Office of the Comptroller, Bureau of Municipal Research and Statistics
- New York State Authorities Budget Office

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  
 March 26, 2021