

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

Agenda subject to change

December 21, 2021

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

Call to Order

Roll Call

Public Notice December 16, 2021

Public Comment

Approval of Minutes November 12, 2021 1-2

Financial Report September and October 2021 3-16

Report of Committees Governance Committee: December 10, 2021
Blevins (Chair), LaBaff, Hall

Staff Report Patrick Kelly

Old Business

New Business Resolution: Annual Review Conflicts of Interest Policy 17-19
 Resolution: Annual Review of Procurement Policy 20-22
 Resolution: Annual Review of Investment Policy 23-28
 Resolution: Annual Review of Sexual Harassment Prevention Policy
 29-40
 Resolution: Approving Resolution for TJA-NY-1454 CR 15 Oswegatchie,
 LLC 41-55

Executive Session

Adjournment

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ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Meeting of November 12, 2021

CALL TO ORDER: Chairman Staples calls the meeting to order at 9:11AM in the Thomas A. Plastino Conference Room at the Ernest J. LaBaff Industrial Building, Canton.

ROLL CALL:

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

Chairman Staples announces there is a quorum.

Others: IDA Staff (Patrick Kelly and Bob Ahlfeld); and SLCIDA-LDC Staff (John Pinkerton)

PUBLIC NOTICE: Public notifications sent November 5, 2021 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: None

APPROVAL OF MINUTES: Motion to accept the minutes of the October 29, 2021 meeting by Mr. Hall seconded by Mr. LaBaff. Motion carried unanimously.

FINANCIAL REPORTS: None

STAFF REPORT: Patrick Kelly reports the following:

Ogdensburg Correctional Facility: An announcement was made this past Monday, November 8th by the New York State Division of Corrections that the Ogdensburg Correctional Facility (“OCF”) will close, along with five other prisons, in New York State, by March 10, 2022. We are working with community, local, and state representatives to respond and to seek to keep the facility open. There are approximately 270 jobs at the OCF with an annual payroll of approximately \$25 million. The impact to the communities in the County should the closure move forward will be significant. We continue to maintain that OCF is one of the State’s best run facilities and we will continue that messaging with various community stakeholders. Mr. Hall inquires about the potential for the facility to close before March 10th. Mr. Kelly mentions the 90-day notice period that is required by the Governor when a prison is slated for closure. However, he acknowledges that the process has been streamlined, and the state has moved quickly with prison closures in the past as 20 prisons in the State have been closed over the past 10 or so years.

Renewable Energy Projects: Staff gave a presentation to the County Planning Board and a number of other municipalities last Tuesday evening to discuss solar projects and the IDA PILOT process to inform local stakeholders of how the process works. Mr. Staples adds that we also want to demonstrate how we have been consistent with implementing the completed projects.

Clarkson University: We are finalizing the remainder of the CDC bond that was approved earlier this year, where the first portion closed in June and the second portion is scheduled to close before the end of this year.

U.S. and Canada Border: The U.S. and Canada border was reopened to non-essential traffic as of Monday, November 8th after initially being closed back in March 2020 due to the Coronavirus Pandemic. We are currently working with developers, companies, local communities, the Ogdensburg Bridge and Port Authority, and the St. Lawrence County Chamber of Commerce to understand the rules and guidelines for the reopening of the border.

Postcard Mailing: A promotional piece highlighting the availability of the former Newell building will be sent out next week to businesses in Ontario and Quebec. The timing for the mailing is good with the border reopening.

NYSEDC: The IDA Virtual Fall Academy is scheduled for next week. There will be training available through the NYS Authorities Budget Office, as well as the NYS Comptroller's Office. We have five IDA board members scheduled to participate in the training.

Office of the State Comptroller ("OSC") Audit: We have been working with OSC to complete the audit process. An exit conference with the OSC, Mr. Kelly, and Chairman Staples is scheduled for today.

Veteran's Day: Veteran's Day was celebrated yesterday, and Mr. Kelly offers a thank you to the Veterans for their service who are currently serving on the IDA board.

Request for Proposals for Audit Services: On October 15th, a bid opening was held as part of the request for proposals for audit services, a resolution to vote on the Audit Services contract is part of today's agenda.

OLD BUSINESS: None

NEW BUSINESS:

Resolution IDA-21-11-28: Authorizing a Three-Year Audit Services Contract: Mr. Kelly mentions the RFP and three-year audit contract proposed includes an option for a two-year extension. There were two bids received at the October 15th bid opening. The results were included in today's meeting packet and reflect that the lowest bidder is Pinto, Muscinski, Hooper and VanHouse, Inc. The company is local and is the current auditor. The other bid received was higher and from a non-local provider. Mr. Hall asks why the other two companies listed on the bid opening did not submit proposals. Mr. Kelly recalls in their responses that there were timing and workload issues, so they were not able to submit a proposal at this time. Mr. Hall motions to approve Resolution IDA-21-11-28, seconded by Mr. LaBaff. The motion is approved by unanimous vote.

Resolution IDA-21-11-29: Project Authorization: Corning Incorporated 2021 Expansion Project: Mr. Kelly references the Cost Benefit Analysis and the Project Evaluation and notes that the company plans to maintain all 290 jobs and create 20 new jobs as part of the project, which also includes a 30,000 square foot addition to the facility. Mr. Kelly adds that over the last seven years Corning has added over 100,000 square feet of space to the Canton plant. This project includes manufacturing and environmental control systems investments. He also notes that the company had approximately 235 employees when we began the first in a series of projects with Corning in Canton in the past 10 years. Now the company is at 290 employees with an attractive wage and benefit plan structure. Mr. Kelly comments that it says a lot about the area that we can support a company of this stature by providing opportunities for education, workforce, and facilities that meet the needs of the company. Mr. LaBaff mentions that the Corning Plant in Canton also employs members of the United Steelworkers Union. Mr. Hall refers to the Cost Benefit Analysis and asks why the property is subdivided. Mr. Kelly responds that with multiple projects a discreet parcel identified for each project. A public hearing was held for this project with no adverse comments made. Legislator Larry Denesha spoke in support of the project at the public hearing.

EXECUTIVE SESSION: None

ADJOURNMENT: A motion to adjourn is made by Mr. Hall. The meeting adjourns at 9:23 AM by unanimous vote.

(Mr.) Lynn Blevins, Secretary

St. Lawrence County Industrial Development Agency
Highlights for
September 2021

Revenue

| | |
|---|-----------------|
| - Building Revenues | 18,110.00 |
| - Miscellaneous Income (Credit Card points converted) | 850.00 |
| - Project Fees (See Below) | 305,538.73 |
| - Interest Income/Investments | <u>2,573.13</u> |

\$327,071.86

Expenses

| | |
|---|------------------|
| - Building Expenses (includes insurance costs for year) | 9,278.70 |
| - NF Rail Expenses | 127.50 |
| - Insurance Expenses (Auto, Officer Insurance) | 6,593.65 |
| - Other Operating Expenses (IT, Phone, Copier) | 3,832.84 |
| - Payroll Expenses | <u>45,976.54</u> |

\$65,809.23

Net Income \$261,262.63

*Project Fees

| | |
|--|-----------------|
| Nexamp - Madrid 1, Madrid 11, Oswegatchie, Waddington, Stockholm | 285,538.73 |
| GSPP - Ferris, Ferris West, Ferris East | 15,000.00 |
| Source Renewables - Oswegatchie TJA | <u>5,000.00</u> |
| | 305,538.73 |

St. Lawrence County Industrial Development Agency

Balance Sheet

As of September 30, 2021

| | Sep 30, 21 |
|--|--------------|
| ASSETS | |
| Current Assets | |
| Checking/Savings | |
| 200 - Cash | 1,939,999.14 |
| 200P - Cash - Payroll Checking Account | 38,364.08 |
| 201 - Cash in Time Deposits | |
| 201N - NBT Bank Cash in Time | 1,421,212.48 |
| 201K - Key Bank Cash in Time | 386,525.09 |
| Total 201 - Cash in Time Deposits | 1,807,737.57 |
| 203 - Cash - Rental Deposits | 9,056.51 |
| Total Checking/Savings | 3,795,157.30 |
| Other Current Assets | |
| 260 - Grant Receivable | 19,000.00 |
| 211 - Special Reserve | |
| 211A - Special Reserve-Key MM Treasury | 585.00 |
| 211B - Special Reserve -Key Treasury | 2,003,486.25 |
| Total 211 - Special Reserve | 2,004,071.25 |
| 220 - Due from Others | |
| 220A - Misc. Due from Others | 11,388.68 |
| Total 220 - Due from Others | 11,388.68 |
| Total Other Current Assets | 2,034,459.93 |
| Total Current Assets | 5,829,617.23 |
| Fixed Assets | |
| 111 - Gouverneur Industrial Park | |
| 111-A - Gouverneur Industrial Park | 74,139.65 |
| Total 111 - Gouverneur Industrial Park | 74,139.65 |
| 112 - Vehicles | |
| 112-A - Vehicles | 39,560.00 |
| 112-B - Vehicles Depreciation | -35,661.67 |
| Total 112 - Vehicles | 3,898.33 |
| 119 - Massena Industrial Park-Lot 12 | 40,963.08 |
| 122 - Furnishings | |
| 122-A - Furnishing | 25,880.04 |
| 122-B - Furnishing Depreciation | -25,880.04 |
| Total 122 - Furnishings | 0.00 |
| 128 - Canton Industrial Park | |
| 128A - Canton Industrial Park - Land | 166,250.00 |
| 128B - Canton Industrial Park - Imp-ND | 176,990.00 |
| 128BD - Canton Ind Park - Imp Deprec | 24,269.00 |
| 128-C - CIP Depreciation | -13,636.48 |
| Total 128 - Canton Industrial Park | 353,872.52 |
| 129 - Canton Industrial Building | |
| 129-A - Canton Industrial Building | 2,047,308.63 |

St. Lawrence County Industrial Development Agency

Balance Sheet

As of September 30, 2021

| | Sep 30, 21 |
|---|---------------------|
| 129-B · Canton Industrial Bldg Improv | 143,388.76 |
| 129-C · Canton Ind Bldg - Depreciation | -463,779.34 |
| Total 129 · Canton Industrial Building | 1,726,918.05 |
| Total Fixed Assets | 2,199,791.63 |
| Other Assets | |
| 299 · Deferred Outflow - Pension | 611,914.00 |
| Capital Lease Receivable | |
| 590 · L/R - Capital Lease OpTechLot20 | 115,447.76 |
| 592 · L/R - NY Power Tools - Lot 17 | 208,293.51 |
| 594 · L/R - From the Heart Cabinetry | 589,143.99 |
| Total Capital Lease Receivable | 912,885.26 |
| Notes Receivable (N/R) | |
| 591 · N/R - LC Drives RDBG EquipLease | 20,975.76 |
| 593 · N/R - LC Drives 2018 RDBG | 34,434.54 |
| Total Notes Receivable (N/R) | 55,410.30 |
| Total Other Assets | 1,580,209.56 |
| TOTAL ASSETS | 9,609,618.42 |
| LIABILITIES & EQUITY | |
| Liabilities | |
| Current Liabilities | |
| Other Current Liabilities | |
| 526 · Deferred Grant Revenue(RDBG) | 65,455.18 |
| 2100 · Deposit - Rental | 9,056.36 |
| Total Other Current Liabilities | 74,511.54 |
| Total Current Liabilities | 74,511.54 |
| Long Term Liabilities | |
| 511 · Deferred Inflow of Pension | 564,152.00 |
| 510 · Net Pension Liability | 368,736.00 |
| Notes Payable (N/P) | |
| 654 · N/P - SLCIDA-LDC CIB Loan | 549,676.90 |
| 655 · N/P - SLRVRA CIB Loan | 476,344.67 |
| Total Notes Payable (N/P) | 1,026,021.57 |
| 500 · Emp Compensated Time Accruals | 247,882.55 |
| 501 · PostEmpBenft Other Than Pension | 1,873,017.00 |
| Total Long Term Liabilities | 4,079,809.12 |
| Total Liabilities | 4,154,320.66 |
| Equity | |
| 3700 · Investment in Capital Assets | 1,127,070.66 |
| 3800 · Net Assets - Assigned | 2,000,000.00 |
| 3900 · Net Assets - Unassigned | 1,420,213.57 |
| Net Income | 908,013.53 |
| Total Equity | 5,455,297.76 |
| TOTAL LIABILITIES & EQUITY | 9,609,618.42 |

St. Lawrence County Industrial Development Agency
Budget Report
January 1 - September 30, 2021

| | 2021 Budget | Sep-21 | YTD | Balance |
|---|--------------------|------------------|-------------------|---------------------|
| Operating Revenue | | | | |
| 2400 · Late Fees Received | 100.00 | 0.00 | 0.00 | 100.00 |
| 2401B · Gain/Loss on Investment | 40,000.00 | 0.00 | 39.45 | 39,960.55 |
| 2409B · Interest Income - Banking | 1,000.00 | 29.53 | 165.52 | 834.48 |
| 2409L · Interest Income - Lease | 32,325.00 | 2,543.60 | 21,904.18 | 10,420.82 |
| 2411 · Refund of Prior Years Expenses | 0.00 | 0.00 | 126,699.00 | (126,699.00) |
| 2421 · St. Lawrence County Revenue | 300,000.00 | 0.00 | 300,000.00 | 0.00 |
| 2422 · IDALDC Administrative Revenue | 200,000.00 | 0.00 | 100,000.00 | 100,000.00 |
| 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 | 0.00 | 0.00 |
| 2999 · Miscellaneous Income | 100.00 | 850.00 | 850.00 | (750.00) |
| Total Operating Revenue | 580,725.00 | 3,423.13 | 549,658.15 | 31,066.85 |
| | | | | |
| 2450 · Rental Income - CIB | 0.00 | 18,110.00 | 90,550.00 | (90,550.00) |
| Total Revenue for CIB | 0.00 | 18,110.00 | 90,550.00 | (90,550.00) |
| | | | | |
| 6455408 · Maintenance Expense - CIB | 5,000.00 | 901.70 | 8,673.50 | (3,673.50) |
| 6455411 · Insurance Expense - CIB | 5,000.00 | 5,228.00 | 5,228.00 | (228.00) |
| 6455416 · Utilities Expense - CIB | 2,500.00 | 347.65 | 4,732.37 | (2,232.37) |
| 6455499 · Miscellaneous Expense - CIB | 100.00 | 0.00 | 0.00 | 100.00 |
| 6455500 · Interest Expense - CIB | 8,150.00 | 1,261.35 | 5,783.29 | 2,366.71 |
| 6455510 · Depreciation Expense - CIB | 65,000.00 | 0.00 | 0.00 | 65,000.00 |
| Total Expenditure for CIB | 85,750.00 | 7,738.70 | 24,417.16 | 61,332.84 |
| | | | | |
| Total Canton Industrial Building | (85,750.00) | 10,371.30 | 66,132.84 | (151,882.84) |
| Canton Industrial Park | | | | |
| 6456408 · Maintenance Expense - CIP | 500.00 | 0.00 | 0.00 | 500.00 |
| 6456411 · Insurance Expense - CIP | 950.00 | 946.00 | 946.00 | 4.00 |
| 6456499 · Miscellaneous Expense - CIP | 250.00 | 0.00 | 0.00 | 250.00 |
| 6456510 · Depreciation Expense - CIP | 250.00 | 0.00 | 0.00 | 250.00 |
| | | | | |
| Total Canton Industrial Park | (1,950.00) | (946.00) | (946.00) | (1,004.00) |
| Total Expenditure for CIP | 1,950.00 | 946.00 | 946.00 | 1,004.00 |
| | | | | |
| Gouverneur Industrial Park | | | | |
| 6486408 · Maintenance Expense - GIP | 2,000.00 | 550.00 | 2,200.00 | (200.00) |
| 6486411 · Insurance Expense - GIP | 50.00 | 44.00 | 44.00 | 6.00 |
| 6486499 · Miscellaneous Expense - GIP | 250.00 | 0.00 | 0.00 | 250.00 |
| Total Expenditure for GIP | 2,300.00 | 594.00 | 2,244.00 | 56.00 |
| | | | | |
| Total Gouverneur Industrial Park | (2,300.00) | (594.00) | (2,244.00) | (56.00) |
| | | | | |
| Total Building Revenues | 0.00 | 18,110.00 | 90,550.00 | (90,550.00) |
| Total Building Expenses | 90,000.00 | 9,278.70 | 27,607.16 | 62,392.84 |
| Total Building Net Income | (90,000.00) | 8,831.30 | 62,942.84 | (152,942.84) |

| | 2021 Budget | Sep-21 | YTD | Balance |
|---|----------------|------------|--------------|--------------|
| Miscellaneous Projects | | | | |
| 2413 · Project Fees | 10,000.00 | 305,538.73 | 428,323.73 | (418,323.73) |
| 2406A - Grant Income RDBG LCDrives | 15,068.00 | 0.00 | 0.00 | 15,068.00 |
| 2406B - Grant Income RDBG CDLA | 0.00 | 0.00 | 0.00 | 0.00 |
| 2406C - Grant Income NBRC NAFG | 0.00 | 0.00 | 64,205.50 | (64,205.50) |
| 2424 · NF Rail NBRC Revenue | 234,155.00 | 0.00 | 40,363.95 | 193,791.05 |
| 2504 · CDC Project Revenue | 100.00 | 0.00 | 64,837.50 | 100.00 |
| 2510 · NF Rail Revenue | 0.00 | 0.00 | 289,038.25 | (289,038.25) |
| 2515 · Newell Bldg Revenue | 0.00 | 0.00 | 0.00 | 0.00 |
| 2420 · PILOT Revenue | 0.00 | 0.00 | 119,774.01 | (119,774.01) |
| 6499 · Miscellaneous Income | 500.00 | 0.00 | 0.00 | 500.00 |
| Total Revenue for Misc. Projects | 259,823.00 | 305,538.73 | 1,006,542.94 | (681,882.44) |
| 6420617 · NF Rail Rehab Expense | 0.00 | 127.50 | 43,767.45 | (43,767.45) |
| 6420618 · NF Rail NBRC Expense | 234,155.00 | 0.00 | 0.00 | 234,155.00 |
| 6420621 · Newell Project Expense | 0.00 | 0.00 | (0.21) | 0.21 |
| 6420622 · RDBG Adult Ed CDL Expense | 0.00 | 0.00 | 39,000.00 | (39,000.00) |
| 6490616 · PILOT Payment Expense | 0.00 | 0.00 | 119,774.01 | (119,774.01) |
| Total Expenditure for Misc. Projects | 234,155.00 | 127.50 | 202,541.25 | 31,613.75 |
| Total Miscellaneous Projects | 25,668.00 | 305,411.23 | 804,001.69 | (713,496.19) |

| | 2021 Budget | Sep-21 | YTD | Balance |
|--|---------------------|-------------------|-------------------|-----------------------|
| General Operating Expenses | | | | |
| 6460408 · Maintenance Expense | 1,500.00 | 30.45 | 574.50 | 925.50 |
| 6460411 · Insurance Expense | 10,000.00 | 6,593.65 | 7,145.45 | 2,854.55 |
| 6460416 · Utilities Expense | 5,000.00 | 37.20 | 1,867.90 | 3,132.10 |
| 6460418 · Underwriting/Credit Report Exp | 100.00 | 0.00 | 0.00 | 100.00 |
| 6460420 · Office Supplies Expense | 2,500.00 | 600.90 | 2,570.70 | (70.70) |
| 6460421 · Office Equipment Expense | 2,500.00 | 0.00 | 1,936.68 | 563.32 |
| 6460422 · Equipment Repair Expense | 250.00 | 0.00 | 0.00 | 250.00 |
| 6460423 · Telephone Expense | 6,000.00 | 635.92 | 5,358.17 | 641.83 |
| 6460424 · Postage Expense | 750.00 | 93.92 | 276.22 | 473.78 |
| 6460425 · Printing and Copying Expense | 750.00 | 196.81 | 1,460.41 | (710.41) |
| 6460426 · IT Expense | 1,000.00 | 1,916.35 | 4,673.35 | (3,673.35) |
| 6460427 · Professional Associations Expens | 2,500.00 | 0.00 | 500.00 | 2,000.00 |
| 6460432 · Other Legal Expense | 5,000.00 | 0.00 | 1,895.37 | 3,104.63 |
| 6460433 · Legal Expense - Retainer | 5,500.00 | 0.00 | 5,225.00 | 275.00 |
| 6460434 · Accounting Expense | 7,875.00 | 0.00 | 7,875.00 | 0.00 |
| 6460436 · Promotion/Marketing Expense | 25,000.00 | 85.00 | 26,950.62 | (1,950.62) |
| 6460440 · Auto Expense | 2,000.00 | 145.29 | 347.97 | 1,652.03 |
| 6460441 · Subscriptions & Periodicals | 500.00 | 0.00 | 45.15 | 454.85 |
| 6460442 · Meeting Expense | 1,000.00 | 19.56 | 100.43 | 899.57 |
| 6460443 · Mileage Expense | 1,000.00 | 0.00 | 506.63 | 493.37 |
| 6460444 · Education Workshops Expense | 10,000.00 | 0.00 | 5,028.44 | 4,971.56 |
| 6460445 · Travel Expense | 2,500.00 | 0.00 | 484.00 | 2,016.00 |
| 6460499 · Miscellaneous Expense | 500.00 | 71.44 | 1,290.90 | (790.90) |
| 6460502 · Outside Contracted Expense | 100.00 | 0.00 | 0.00 | 100.00 |
| 6460503 · Payroll Expenses | | | | |
| 503A · Salaries & Wages | 423,500.00 | 43,633.03 | 322,778.17 | 100,721.83 |
| 503B · Employee Benefits | 156,000.00 | (1,079.16) | 84,051.87 | 71,948.13 |
| 503C · Post Employment Benefits Expe: | 190,000.00 | 0.00 | 0.00 | 190,000.00 |
| 503D · Payroll Tax Expense | 32,000.00 | 3,231.49 | 23,659.71 | 8,340.29 |
| 503E · Payroll Processing Fees | 1,980.00 | 191.18 | 1,986.51 | (6.51) |
| 6460599 · Depreciation Expense | 3,700.00 | 0.00 | 0.00 | 3,700.00 |
| Total General Operating Expenses | 901,005.00 | 56,403.03 | 508,589.15 | 392,415.85 |
| Total Revenue | 840,548.00 | 327,071.86 | 1,646,751.09 | (741,365.59) |
| Total Expenses | 1,225,160.00 | 65,809.23 | 738,737.56 | 486,422.44 |
| Net Income | (384,612.00) | 261,262.63 | 908,013.53 | (1,227,788.03) |

St. Lawrence County Industrial Development Agency
Cash and In Time Report
Sept 2021

| Type of Account | Bank | Amount |
|-------------------------|-------------|-----------------------|
| Checking | NBT Bank | 1,939,999.14 |
| Payroll Account | NBT Bank | 38,364.08 |
| Savings | NBT Bank | 1,421,212.48 |
| Money Market | Key Bank | 386,525.09 |
| Tenant Security Deposit | NBT Bank | 9,056.51 |
| | | \$3,795,157.30 |
| US Treasuries | Key Bank | 2,003,486.25 |
| Money Market | Key Bank | 585.00 |
| | | \$2,004,071.25 |
| | | \$5,799,228.55 |

St. Lawrence County Industrial Development Agency
Highlights for
October 2021

Revenue

| | |
|-------------------------------|-----------------|
| - Building Revenues | 9,055.00 |
| - Project Fees (Corning) | 2,000.00 |
| - Interest Income/Investments | <u>2,351.15</u> |

\$13,406.15

Expenses

| | |
|--|------------------|
| - Building Expenses | 1,648.15 |
| - NF Rail Expenses | 85.00 |
| -Marketing (Includes RVRDA Reimbursement partial year) | (13,450.31) |
| Other Legal Expenses (Actuary Study) | 1,250.00 |
| - Other Operating Expenses | 606.60 |
| - Payroll Expenses | <u>35,592.65</u> |

\$25,732.09

Net Income (\$12,325.94)

St. Lawrence County Industrial Development Agency

Balance Sheet

As of October 31, 2021

| | <u>Oct 31, 21</u> |
|--|---------------------|
| ASSETS | |
| Current Assets | |
| Checking/Savings | |
| 200 • Cash | 1,938,679.38 |
| 200P • Cash - Payroll Checking Account | 37,389.58 |
| 201 • Cash in Time Deposits | |
| 201N • NBT Bank Cash in Time | 1,421,212.48 |
| 201K • Key Bank Cash in Time | 1,386,475.15 |
| Total 201 • Cash in Time Deposits | <u>2,807,687.63</u> |
| 203 • Cash - Rental Deposits | 9,056.66 |
| Total Checking/Savings | <u>4,792,813.25</u> |
| Other Current Assets | |
| 260 • Grant Receivable | 19,000.00 |
| 211 • Special Reserve | |
| 211A • Special Reserve-Key MM Treasury | 585.00 |
| 211B • Special Reserve -Key Treasury | 1,003,536.25 |
| Total 211 • Special Reserve | <u>1,004,121.25</u> |
| 220 • Due from Others | |
| 220A • Misc. Due from Others | 10,608.78 |
| Total 220 • Due from Others | <u>10,608.78</u> |
| Total Other Current Assets | <u>1,033,730.03</u> |
| Total Current Assets | <u>5,826,543.28</u> |
| 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 |
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| 119 • Massena Industrial Park-Lot 12 | 40,963.08 |
| 122 • Furnishings | |
| 122-A • Furnishing | 25,880.04 |
| 122-B • Furnishing Depreciation | -25,880.04 |
| Total 122 • Furnishings | <u>0.00</u> |
| 128 • Canton Industrial Park | |
| 128A • Canton Industrial Park - Land | 166,250.00 |
| 128B • Canton Industrial Park - Imp-ND | 176,990.00 |
| 128BD • Canton Ind Park - Imp Deprec | 24,269.00 |
| 128-C • CIP Depreciation | -13,636.48 |
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| 129 • Canton Industrial Building | |
| 129-A • Canton Industrial Building | 2,047,308.63 |

St. Lawrence County Industrial Development Agency

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| 129-B · Canton Industrial Bldg Improv | 143,388.76 |
| 129-C · Canton Ind Bldg - Depreciation | -463,779.34 |
| Total 129 · Canton Industrial Building | 1,726,918.05 |
| Total Fixed Assets | 2,199,791.63 |
| Other Assets | |
| 299 · Deferred Outflow - Pension | 611,914.00 |
| Capital Lease Receivable | |
| 590 · L/R - Capital Lease OpTechLot20 | 112,064.51 |
| 592 · L/R - NY Power Tools - Lot 17 | 205,524.64 |
| 594 · L/R - From the Heart Cabinetry | 586,044.12 |
| Total Capital Lease Receivable | 903,633.27 |
| Notes Receivable (N/R) | |
| 591 · N/R - LC Drives RDBG EquipLease | 20,975.76 |
| 593 · N/R - LC Drives 2018 RDBG | 34,434.54 |
| Total Notes Receivable (N/R) | 55,410.30 |
| Total Other Assets | 1,570,957.57 |
| TOTAL ASSETS | 9,597,292.48 |
| LIABILITIES & EQUITY | |
| Liabilities | |
| Current Liabilities | |
| Other Current Liabilities | |
| 526 · Deferred Grant Revenue(RDBG) | 65,455.18 |
| 2100 · Deposit - Rental | 9,056.36 |
| Total Other Current Liabilities | 74,511.54 |
| Total Current Liabilities | 74,511.54 |
| Long Term Liabilities | |
| 511 · Deferred Inflow of Pension | 564,152.00 |
| 510 · Net Pension Liability | 368,736.00 |
| Notes Payable (N/P) | |
| 654 · N/P - SLCIDA-LDC CIB Loan | 549,676.90 |
| 655 · N/P - SLRVRA CIB Loan | 476,344.67 |
| Total Notes Payable (N/P) | 1,026,021.57 |
| 500 · Emp Compensated Time Accruals | 247,882.55 |
| 501 · PostEmpBenft Other Than Pension | 1,873,017.00 |
| Total Long Term Liabilities | 4,079,809.12 |
| Total Liabilities | 4,154,320.66 |
| Equity | |
| 3700 · Investment in Capital Assets | 1,127,070.66 |
| 3800 · Net Assets - Assigned | 2,000,000.00 |
| 3900 · Net Assets - Unassigned | 1,420,213.57 |
| Net Income | 895,687.59 |
| Total Equity | 5,442,971.82 |
| TOTAL LIABILITIES & EQUITY | 9,597,292.48 |

St. Lawrence County Industrial Development Agency
Budget Report
January 1 - October 31, 2021

| | 2021 Budget | Oct-21 | YTD | Balance |
|---|--------------------|-----------------|-------------------|---------------------|
| Operating Revenue | | | | |
| 2400 · Late Fees Received | 100.00 | 0.00 | 0.00 | 100.00 |
| 2401B · Gain/Loss on Investment | 40,000.00 | 491.31 | 530.76 | 39,469.24 |
| 2409B · Interest Income - Banking | 1,000.00 | 33.43 | 198.95 | 801.05 |
| 2409L · Interest Income - Lease | 32,325.00 | 1,826.41 | 23,730.59 | 8,594.41 |
| 2411 · Refund of Prior Years Expenses | 0.00 | 0.00 | 126,699.00 | (126,699.00) |
| 2421 · St. Lawrence County Revenue | 300,000.00 | 0.00 | 300,000.00 | 0.00 |
| 2422 · IDALDC Administrative Revenue | 200,000.00 | 0.00 | 100,000.00 | 100,000.00 |
| 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 | 0.00 | 0.00 |
| 2999 · Miscellaneous Income | 100.00 | 0.00 | 850.00 | (750.00) |
| Total Operating Revenue | 580,725.00 | 2,351.15 | 552,009.30 | 28,715.70 |
| 2450 · Rental Income - CIB | 0.00 | 9,055.00 | 99,605.00 | (99,605.00) |
| Total Revenue for CIB | 0.00 | 9,055.00 | 99,605.00 | (99,605.00) |
| 6455408 · Maintenance Expense - CIB | 5,000.00 | 475.70 | 9,149.20 | (4,149.20) |
| 6455411 · Insurance Expense - CIB | 5,000.00 | 0.00 | 5,228.00 | (228.00) |
| 6455416 · Utilities Expense - CIB | 2,500.00 | 622.45 | 5,354.82 | (2,854.82) |
| 6455499 · Miscellaneous Expense - CIB | 100.00 | 0.00 | 0.00 | 100.00 |
| 6455500 · Interest Expense - CIB | 8,150.00 | 0.00 | 5,783.29 | 2,366.71 |
| 6455510 · Depreciation Expense - CIB | 65,000.00 | 0.00 | 0.00 | 65,000.00 |
| Total Expenditure for CIB | 85,750.00 | 1,098.15 | 25,515.31 | 60,234.69 |
| Total Canton Industrial Building | (85,750.00) | 7,956.85 | 74,089.69 | (159,839.69) |
| Canton Industrial Park | | | | |
| 6456408 · Maintenance Expense - CIP | 500.00 | 0.00 | 0.00 | 500.00 |
| 6456411 · Insurance Expense - CIP | 950.00 | 0.00 | 946.00 | 4.00 |
| 6456499 · Miscellaneous Expense - CIP | 250.00 | 0.00 | 0.00 | 250.00 |
| 6456510 · Depreciation Expense - CIP | 250.00 | 0.00 | 0.00 | 250.00 |
| Total Canton Industrial Park | (1,950.00) | 0.00 | (946.00) | (1,004.00) |
| Total Expenditure for CIP | 1,950.00 | 0.00 | 946.00 | 1,004.00 |
| Gouverneur Industrial Park | | | | |
| 6486408 · Maintenance Expense - GIP | 2,000.00 | 550.00 | 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 |
| Total Expenditure for GIP | 2,300.00 | 550.00 | 2,794.00 | (494.00) |
| Total Gouverneur Industrial Park | (2,300.00) | (550.00) | (2,794.00) | 494.00 |
| Total Building Revenues | 0.00 | 9,055.00 | 99,605.00 | (99,605.00) |
| Total Building Expenses | 90,000.00 | 1,648.15 | 29,255.31 | 60,744.69 |
| Total Building Net Income | (90,000.00) | 7,406.85 | 70,349.69 | (160,349.69) |

| | 2021 Budget | Oct-21 | YTD | Balance |
|---|----------------|----------|--------------|--------------|
| Miscellaneous Projects | | | | |
| 2413 · Project Fees | 10,000.00 | 2,000.00 | 430,323.73 | (420,323.73) |
| 2406A - Grant Income RDBG LCDrives | 15,068.00 | 0.00 | 0.00 | 15,068.00 |
| 2406B - Grant Income RDBG CDLA | 0.00 | 0.00 | 0.00 | 0.00 |
| 2406C - Grant Income NBRC NAFG | 0.00 | 0.00 | 64,205.50 | (64,205.50) |
| 2424 · NF Rail NBRC Revenue | 234,155.00 | 0.00 | 40,363.95 | 193,791.05 |
| 2504 · CDC Project Revenue | 100.00 | 0.00 | 64,837.50 | 100.00 |
| 2510 · NF Rail Revenue | 0.00 | 0.00 | 289,038.25 | (289,038.25) |
| 2515 · Newell Bldg Revenue | 0.00 | 0.00 | 0.00 | 0.00 |
| 2420 · PILOT Revenue | 0.00 | 0.00 | 119,774.01 | (119,774.01) |
| 6499 · Miscellaneous Income | 500.00 | 0.00 | 0.00 | 500.00 |
| Total Revenue for Misc. Projects | 259,823.00 | 2,000.00 | 1,008,542.94 | (683,882.44) |
| 6420617 · NF Rail Rehab Expense | 0.00 | 85.00 | 43,852.45 | (43,852.45) |
| 6420618 · NF Rail NBRC Expense | 234,155.00 | 0.00 | 0.00 | 234,155.00 |
| 6420621 · Newell Project Expense | 0.00 | 0.00 | (0.21) | 0.21 |
| 6420622 · RDBG Adult Ed CDL Expense | 0.00 | 0.00 | 39,000.00 | (39,000.00) |
| 6490616 · PILOT Payment Expense | 0.00 | 0.00 | 119,774.01 | (119,774.01) |
| Total Expenditure for Misc. Projects | 234,155.00 | 85.00 | 202,626.25 | 31,528.75 |
| Total Miscellaneous Projects | 25,668.00 | 1,915.00 | 805,916.69 | (715,411.19) |

| | 2021 Budget | Oct-21 | YTD | Balance |
|--|---------------------|--------------------|-------------------|-----------------------|
| General Operating Expenses | | | | |
| 6460408 · Maintenance Expense | 1,500.00 | 0.00 | 574.50 | 925.50 |
| 6460411 · Insurance Expense | 10,000.00 | 0.00 | 7,145.45 | 2,854.55 |
| 6460416 · Utilities Expense | 5,000.00 | 109.15 | 1,977.05 | 3,022.95 |
| 6460418 · Underwriting/Credit Report Exp | 100.00 | 0.00 | 0.00 | 100.00 |
| 6460420 · Office Supplies Expense | 2,500.00 | 82.25 | 2,652.95 | (152.95) |
| 6460421 · Office Equipment Expense | 2,500.00 | 0.00 | 1,936.68 | 563.32 |
| 6460422 · Equipment Repair Expense | 250.00 | 0.00 | 0.00 | 250.00 |
| 6460423 · Telephone Expense | 6,000.00 | 0.00 | 5,358.17 | 641.83 |
| 6460424 · Postage Expense | 750.00 | 0.00 | 276.22 | 473.78 |
| 6460425 · Printing and Copying Expense | 750.00 | 168.13 | 1,628.54 | (878.54) |
| 6460426 · IT Expense | 1,000.00 | 116.35 | 4,789.70 | (3,789.70) |
| 6460427 · Professional Associations Expens | 2,500.00 | 0.00 | 500.00 | 2,000.00 |
| 6460432 · Other Legal Expense | 5,000.00 | 1,250.00 | 3,145.37 | 1,854.63 |
| 6460433 · Legal Expense - Retainer | 5,500.00 | 0.00 | 5,225.00 | 275.00 |
| 6460434 · Accounting Expense | 7,875.00 | 0.00 | 7,875.00 | 0.00 |
| 6460436 · Promotion/Marketing Expense | 25,000.00 | (13,450.31) | 13,500.31 | 11,499.69 |
| 6460440 · Auto Expense | 2,000.00 | 80.78 | 428.75 | 1,571.25 |
| 6460441 · Subscriptions & Periodicals | 500.00 | 0.00 | 45.15 | 454.85 |
| 6460442 · Meeting Expense | 1,000.00 | 0.00 | 100.43 | 899.57 |
| 6460443 · Mileage Expense | 1,000.00 | 0.00 | 506.63 | 493.37 |
| 6460444 · Education Workshops Expense | 10,000.00 | 0.00 | 5,028.44 | 4,971.56 |
| 6460445 · Travel Expense | 2,500.00 | 0.00 | 484.00 | 2,016.00 |
| 6460499 · Miscellaneous Expense | 500.00 | 49.94 | 1,340.84 | (840.84) |
| 6460502 · Outside Contracted Expense | 100.00 | 0.00 | 0.00 | 100.00 |
| 6460503 · Payroll Expenses | | | | |
| 503A · Salaries & Wages | 423,500.00 | 34,522.72 | 357,300.89 | 66,199.11 |
| 503B · Employee Benefits | 156,000.00 | (1,614.29) | 82,437.58 | 73,562.42 |
| 503C · Post Employment Benefits Expe: | 190,000.00 | 0.00 | 0.00 | 190,000.00 |
| 503D · Payroll Tax Expense | 32,000.00 | 2,534.56 | 26,194.27 | 5,805.73 |
| 503E · Payroll Processing Fees | 1,980.00 | 149.66 | 2,136.17 | (156.17) |
| 6460599 · Depreciation Expense | 3,700.00 | 0.00 | 0.00 | 3,700.00 |
| Total General Operating Expenses | 901,005.00 | 23,998.94 | 532,588.09 | 368,416.91 |
| Total Revenue | 840,548.00 | 13,406.15 | 1,660,157.24 | (754,771.74) |
| Total Expenses | 1,225,160.00 | 25,732.09 | 764,469.65 | 460,690.35 |
| Net Income | (384,612.00) | (12,325.94) | 895,687.59 | (1,215,462.09) |

St. Lawrence County Industrial Development Agency
Cash and In Time Report
October 2021

| Type of Account | Bank | Amount |
|-------------------------|-------------|-----------------------|
| Checking | NBT Bank | 1,938,679.38 |
| Payroll Account | NBT Bank | 37,389.58 |
| Savings | NBT Bank | 1,421,212.48 |
| Money Market | Key Bank | 1,386,475.15 |
| Tenant Security Deposit | NBT Bank | 9,056.66 |
| | | \$4,792,813.25 |
| US Treasuries | Key Bank | 1,003,536.25 |
| Money Market | Key Bank | 585.00 |
| | | \$1,004,121.25 |
| | | \$5,796,934.50 |

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. IDA-21-12-xx

Adopted: March 25, 2015

Governance Committee Review: December 10, 2021

December 21, 2021

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: | | | | |
| VOTE | AYE | NAY | ABSTAIN | ABSENT |
| 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 21, 2021

ST. LAWRENCE CO. INDUSTRIAL DEVELOPMENT AGENCY
CONFLICTS OF INTEREST POLICY
RESOLUTION NO. IDA-21-12-XX
ADOPTED: MARCH 25, 2015
GOVERNANCE COMMITTEE REVIEW: DECEMBER 10, 2021
DECEMBER 21, 2021

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-21-12-XX
Governance Committee Review: December 10, 2021
December 21, 2021

ANNUAL REVIEW OF 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: | | | | |
| VOTE | AYE | NAY | ABSTAIN | ABSENT |
| 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 21, 2021

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ST. LAWRENCE COUNTY. INDUSTRIAL DEVELOPMENT AGENCY
PROCUREMENT POLICY
JANUARY 7, 2010 (ADOPTED)
RESOLUTION NO. IDA-21-12-XX
DECEMBER 21, 2021

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 \$5,000 | CO Approval |
| \$5,001 - \$15,000 | 3 Written Quotes |
| \$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 \$15,000 require advertised request for proposals.

B: All expenditures over \$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 \$5,000

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No: IDA-21-12-xx
December 21, 2021

**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: | | | | |
| VOTE | AYE | NAY | ABSTAIN | ABSENT |
| 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 21, 2021

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
INVESTMENT POLICY
REVIEWED AND APPROVED DECEMBER 21, 2021
RESOLUTION NO. IDA-21-12-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 DEPOSITORIES

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. 21-12-xx

Governance Review: December 10, 2021

December 21, 2021

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 an annual training exercise 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: | | | | |
| VOTE | AYE | NAY | ABSTAIN | ABSENT |
| 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 21, 2021

| |
|--|
| <p>Policy Guidance:</p> <h2>Sexual Harassment Policy</h2> |
|--|

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 law¹ 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

¹ 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-employees² 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.

² 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.

Contact DHR at (888) 392-3644 or visit 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 or via email at 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.

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: _____

Adoption of this form 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.

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: _____

Adoption of this form 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.

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
TJA-NY-1454 CR 15 OSWEGATCHIE, LLC *Project Number 4001-21-10*
Resolution No. IDA-21-12-xx
December 21, 2021

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on December 21, 2021 at 9:00 A.M., 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 the Chairman, and upon roll being called, the following members of the SLCIDA were:

| MEMBER | PRESENT | ABSENT |
|-------------------|---------|--------|
| Blevins, Lynn | | |
| Hall, Mark C. | | |
| LaBaff, Ernest | | |
| McMahon, Andrew | | |
| Morrill, Steven | | |
| Reagen, James | | |
| Staples, Brian W. | | |

The following persons were ALSO PRESENT: Staff (Patrick Kelly, Richard Williams, and Kimberly Gilbert).

After the meeting had been duly called to order, the Chairman 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 TJA-NY-1454 CR 15 OSWEGATCHIE, LLC.

On motion duly made by _____ and seconded by _____ the following resolution was placed before members of the St. Lawrence County Industrial Development Agency:

A RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY TJA-NY-1454 CR 15 OSWEGATCHIE, LLC (THE “COMPANY”), A DELAWARE LIMITED LIABILITY COMPANY; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (“SEQRA”) IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF (A) A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE ACQUISITION, CONSTRUCTION, IMPROVEMENT, AND EQUIPPING OF THE PROJECT; AND (B) A REAL PROPERTY TAX ABATEMENT STRUCTURED THROUGH A PAYMENT-IN-LIEU-OF-TAX AGREEMENT (PILOT 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) the acquisition of a sub-leasehold interest in a 27+/- acre parcel of land, being a portion of a 227.6 acre parcel of land, located at 1463, 1454 CR 15, Town of Oswegatchie, St. Lawrence County, New York (the “Land”); (B) the installation on approximately 27+/- acres of land of 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 (the “Improvements”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment” and, together with the Land and the Improvements, the “Facility”); and (D) the sub sub-lease of the Agency’s interest in the Facility back to the Company pursuant to a project/leaseback agreement; 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 30 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 Oswegatchie (the “Town”), and the Heuvelton Central School District (the “School District”) was required prior to the Agency approval of the Deviation; and

WHEREAS, by a Resolution adopted October 27, 2021, the School District consented to the Deviation, and, by Resolution adopted October 18, 2021, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, installation and equipping of the Facility will be in conformance with 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 Company has submitted to the Agency a completed Full Environmental Assessment Form dated August 28, 2020 (the “EAF”) with respect to the Project; and

WHEREAS, pursuant to SEQRA, the Agency has been informed that (1) the Town 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 February 22, 2021 (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, a public hearing (the “Hearing”) was held on December 9, 2021, 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 Facility, could be heard; and

WHEREAS, notice of the Hearing was published in the North County This Week on November 26, 2021 and in the Watertown Daily Times on November 28, 2021 and such notice (together with proof of publication), was substantially in the form annexed hereto as Exhibit B; and

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

WHEREAS, the Agency has been requested to enter into (a) a company lease agreement by and between the Agency and Company whereby the Company will lease the Facility to the Agency (the “Company Lease Agreement”) and (b) a lease agreement by and between the Agency and Company whereby the Agency subleases the Facility back to the Company (the “Lease Agreement”);

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

Section 1. Based upon the EAF, the Planning Board, as Lead Agency under SEQRA, and coordinated review with Involved and Interested Agencies, determined that the Project, involving the construction, installation and equipping of the Facility, is a Type I action as contemplated by 6 NYCRR Section 617.5(c)(1), and that there will be not have a “significant effect” on the environment and, therefore, an environmental impact statement will not be prepared. This determination constitutes negative declaration for purposes of SEQRA, which is binding on the Agency.

Section 2. 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; and
- b. The Facility constitutes a “project”, as such term is defined in the Act; and

- c. The acquisition, construction, improvement and equipping of the Facility and the leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of St. Lawrence County (the "County"), and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- d. Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations and all regional and local land use plans for the area in which the Facility is located; and
- e. The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and
- f. It is desirable and in the public interest for the Agency to sublease the Facility back to the Company; and
- g. The Company Lease will be an effective instrument whereby the Agency leases the Facility from the Company; and
- h. The Lease Agreement will be an effective instrument whereby the Agency leases the Facility to the Company, and by which the Agency and the Company set forth the terms and conditions of their agreement regarding payments-in-lieu of taxes, the Company agrees to comply with all Environmental Laws (as defined therein) applicable to the Facility and will describe the circumstances in which the Agency may recapture some or all of the benefits granted to the Company; and
- i. The Facility is approximately a 27+/- acre parcel of land, being a portion of a 227.6 acre parcel of land, where the Company will install 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. The Facility, being located in the Town of Oswegatchie.
- j. 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 and the County;

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: (i) lease the Land and the Improvements from the Company pursuant to the Company Lease, (ii) execute, deliver and perform the Company Lease, (iii) lease the Facility to the Company pursuant to the Lease Agreement, and (iv) execute, deliver and perform the Lease Agreement.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in Exhibit A and Exhibit B, respectively, to 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 are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire the Facility 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 are hereby approved, ratified and confirmed.

Section 7. The Agency hereby authorizes and approves the following economic benefits to be granted to the Company in connection with the construction, improvement and equipping of the Facility in the form of (i) exemptions from sales and use taxes in an amount not to exceed \$50,000.00 in connection with the purchase or lease of equipment, building materials, services or other personal property, and (ii) the abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof), consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, improve and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to acquire, construct, improve and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility. This agency appointment expressly excludes the purchase by the Company of any motor vehicles, including any cars, trucks, vans or buses which are licensed by the Department of Motor Vehicles for use on public highways or streets. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency. The aforesaid appointment of the Company as agent of the Agency to acquire, construct, improve and equip the Facility shall expire at the earlier of (a) the completion of such activities and improvements, (b) a date which the Agency designates, or (c) the date on which the Company has received exemptions from sales and use taxes in an amount not to exceed \$50,000.00 in connection with the purchase or lease of equipment, building materials, services or other personal property; provided however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time. The aforesaid appointment of the Company is subject to the completion of the transaction and the execution of the documents contemplated by this resolution.

Section 9. The Company hereby agrees to comply with Section 875 of the Act. The Company further agrees that the exemption of sales and use tax provided pursuant to the Act and the appointment of the Company as agent of the Agency pursuant to this Authorizing Resolution is subject to termination and recapture of benefits pursuant to Section 875 of the Act and the Lease Agreement.

Section 10. 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 11.

- a. The Chairman, the Executive Director of the Agency or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Company Lease, and the Lease Agreement to which the Agency is a party, all in substantially the forms thereof presented to this meeting with such changes, variations, omissions and insertions as the Chairman, the Director of the Agency or any member of the Agency shall approve, and such other related documents as may be, in the judgment of the Executive Director and counsel to the Agency, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Agency Documents"). The execution thereof by the Chairman, the Executive Director of the Agency or any member of the Agency shall constitute conclusive evidence of such approval.
- b. The Chairman, the Executive Director of the Agency or any member of the Agency are further hereby 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 12. 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 13. This Resolution shall take effect immediately.

| MEMBER | YEA | NAY | ABSTAIN | ABSENT |
|-------------------|------------|------------|----------------|---------------|
| Blevins, Lynn | | | | |
| Hall, Mark C. | | | | |
| LaBaff, Ernest | | | | |
| McMahon, Andrew | | | | |
| Morrill, Steven | | | | |
| Reagen, James | | | | |
| Staples, Brian W. | | | | |

The Resolution was thereupon declared duly adopted.

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 St. Lawrence County Industrial Development Agency (the “Agency”), including the resolution contained therein, held on December 21, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

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

I FURTHER CERTIFY, that there was a quorum of the Directors 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 21, 2021.

Mr. Lynn Blevins, Secretary

EXHIBIT A

| | | |
|-----|---|---|
| 1. | Applicant Name/Project Number: | TJA-NY-1454 CR 15 OSWEGATCHIE, LLC - Project #4001-21-xx |
| 2. | Project Description: | TJA-NY-1454 CR 15 OSWEGATCHIE, LLC plans to undertake a project (the "Project") consisting of (A) the acquisition of a sub-leasehold interest in a 27+/- acre parcel of land, being a portion of a 227.6 acre parcel of land, located at 1463, 1454 CR 15, Town of Oswegatchie, St. Lawrence County, New York 13680 (the "Land"); (B) the construction on the Land of a 27+/- acre solar electric generating photovoltaic facility (the "Improvements"); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the "Equipment" and, together with the Land and the Improvements, the "Facility"); and (D) the sub sub-lease of the Agency's interest in the Facility back to the Company pursuant to a project/leaseback agreement |
| 3. | Type of Financial Assistance Requested: | Exemption from Sales and Use taxes on purchases and rentals of goods and services relating to the undertaking of the "Project" as described above. Partial Real Property Tax Abatement through a PILOT |
| 4. | Total Amount of Project: | \$8,122,505 |
| 5. | Benefited Project Amount: | \$8,122,505 |
| 6. | Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project: | \$50,000 |
| 7. | PILOT Structure and Estimated Net Exemption from PILOT | 30 Year PILOT Real property tax exemption of (\$201,855)* Proposed PILOT Payments of \$5,000 per MW would result in payments of \$25,000 to the Town, School, and County in year 1, with an annual 2% escalator for total PILOT payments of \$933,885. |
| 8. | Mortgage Recording Tax Exemption | N/A |
| 9. | Full-time Equivalent Jobs to be Retained as a Result of the Project: | 0 |
| 10. | Full-Time Equivalent Jobs to be Created as a Result of the Project: | 0 |
| 11. | Expiration of the Financial Assistance: | 2053 |

EXHIBIT B

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY NOTICE OF PUBLIC HEARING

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 9th day of December, 2021 at 10:00 a.m., local time, via Zoom meeting. On September 2, 2021, Governor Hochul signed legislation (S.50001/A.40001) extending virtual access to public meetings under New York State's Open Meetings Law, which allows New Yorkers to virtually participate in local government meetings during the COVID-19 pandemic. The legislation, which was initially implemented by Executive Order during last year's State of Emergency, allows state and local government meetings that are normally held in person to be held remotely instead, as long as the public has the ability to view or listen to the meeting and as long as the meeting is recorded and later transcribed. Members of the public may attend by viewing and commenting on the Project and the benefits to be granted to the Company (as defined below) by the Agency during the Public Hearing by logging into the Zoom meeting:

Join Zoom Meeting

<https://us02web.zoom.us/j/89061968667?pwd=VW14eEs4R0JsR3lzVXdoL1Y3T1JhUT09>

Meeting ID: 890 6196 8667

Passcode: 934193

One tap mobile

+19292056099,,89061968667#,,, *934193# US (New York)

TJA-NY-1454 CR 15 Oswegatchie, LLC, a Delaware limited liability company (the “Company”), has 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”) consisting of: (A) the acquisition of a sub-leasehold interest in a 27+/- acre parcel of land, being a portion of a 227.6 acre parcel of land, located at 1463, 1454 CR 15, Town of Oswegatchie, St. Lawrence County, New York 13680 (the “Land”); (B) the construction on the Land of a 27+/- acre solar electric generating photovoltaic facility (the “Improvements”); (C) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively, the “Equipment” and, together with the Land and the Improvements, the “Facility”); and (D) the sub sub-lease of the Agency’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.

The Company will own a leasehold interest in the Facility from the current owner through a long-term lease. The Agency will acquire an interest in the Facility. The financial assistance contemplated by the Agency will consist generally of the exemption from taxation expected to be claimed by the Company as a result of the Agency taking an interest in,

possession or control (by lease, license or otherwise) of the Facility, or of the Company acting as the agent of the Agency, consisting of (i) an exemption from state and local sales and use tax with respect to the construction and renovation of the Facility; (ii) an exemption from mortgage recording taxes and (iii) an exemption from general real property taxation with respect to the Facility, which exemption shall be offset, in whole or in part, by contractual payments in lieu of taxes (the “PILOT”) by the Company for the benefit of the affected tax jurisdictions.

A representative of the Agency will be at the above stated place and time to hear all persons with views in favor of or opposed to either the location or nature of the Facility, or the proposed financial assistance being contemplated by the Agency. At the hearing, all persons will have the opportunity to review the application for financial assistance filed by the Company with the Agency and an analysis of the costs and benefits of the proposed Project. In addition, at, or prior to, such hearing, interested parties may submit to the Agency written materials pertaining to such matters. Such materials may be submitted to the Agency at 19 Commerce Lane, Suite 1, Canton, New York 13617, or at rwilliams@slcida.com and must be received no later than 10:00 am on day prior to Public Hearing. Written statements provided to the Agency regarding the project will also become part of the record of public hearing. A transcript of the public hearing will be made available at a later date.

Please check the meeting information posted on the Agency website (www.slcida.com) to access instructions to join the meeting and to find copies of the application and the cost benefit analysis.

DATED: November 19, 2021

ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

EXHIBIT C

**MINUTES OF PUBLIC HEARING HELD ON DECEMBER 9, 2021
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY**

RE: TJA-NY-1454 CR 15 Oswegatchie, LLC

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

<https://us02web.zoom.us/j/89061968667?pwd=VW14eEs4R0JsR3lzVXdoL1Y3TlJhUT09>

Meeting ID: 890 6196 8667

Passcode: 934193

One tap mobile

+19292056099,,89061968667#,,,934193# US (New York)

Public in Attendance: None

Mr. Williams then read the following:

We are streaming live via zoom.

TJA-NY-1454 CR 15 Oswegatchie, LLC has submitted an application to the Agency, a copy of which has been posted to our website and 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 a sub-leasehold interest in approximately 27 acres of land, being a portion of a 227.6 acre parcel of land, located at 1463, 1454 CR 15, Town of Oswegatchie (2) the installation on approximately 27 acres of the Land of a 5.0 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, which may include (1) an exemption from state and local sales and use tax with respect to the construction and renovation (2) exemption from mortgage recording taxes, transfer taxes (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 not consistent with the Agency's uniform tax exemption policy, 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: None

There being no comments, the Public Hearing was closed at 10:14 AM.

By: Richard Williams

For: St. Lawrence County Industrial Development Agency

EXHIBIT D

Proposed PILOT Schedule

Formula for In-Lieu-of-Taxes Payment: St. Lawrence County,
Town of Oswegatchie, and Heuvelton Central School District

Taxable Status Date: March 1, 2022

Tax Year Beginning: School District 2023/2024

Town and County 2023

\$5,000 per MW for Year 1, resulting in \$25,000 to the School District, Town and County, on a pro rata basis.

The amount would increase by 2% each year for the first 20 years and then decrease by 2% for years 21-30.

PILOT term would be 30 years

Payment Schedule as Follows:

| YEAR | SCHOOL | TOWN/COUNTY | PAYMENT |
|------|-----------|-------------|-------------|
| 1 | 2023/2024 | 2023 | \$25,000.00 |
| 2 | 2024/2025 | 2024 | \$25,500.00 |
| 3 | 2025/2026 | 2025 | \$26,010.00 |
| 4 | 2026/2027 | 2026 | \$26,530.00 |
| 5 | 2027/2028 | 2027 | \$27,061.00 |
| 6 | 2028/2029 | 2028 | \$27,602.00 |
| 7 | 2029/2030 | 2029 | \$28,154.00 |
| 8 | 2030/2031 | 2030 | \$28,717.00 |
| 9 | 2031/2032 | 2031 | \$29,291.00 |
| 10 | 2032/2033 | 2032 | \$29,877.00 |
| 11 | 2033/2034 | 2033 | \$30,475.00 |
| 12 | 2034/2035 | 2034 | \$31,084.00 |
| 13 | 2035/2036 | 2035 | \$31,706.00 |
| 14 | 2036/2037 | 2036 | \$32,340.00 |
| 15 | 2037/2038 | 2037 | \$32,987.00 |
| 16 | 2038/2039 | 2038 | \$33,647.00 |
| 17 | 2039/2040 | 2039 | \$34,320.00 |
| 18 | 2040/2041 | 2040 | \$35,006.00 |
| 19 | 2041/2042 | 2041 | \$35,706.00 |
| 20 | 2042/2043 | 2042 | \$36,420.00 |
| 21 | 2043/2044 | 2043 | \$35,692.00 |
| 22 | 2044/2045 | 2044 | \$34,978.00 |
| 23 | 2045/2046 | 2045 | \$34,278.00 |
| 24 | 2046/2047 | 2046 | \$33,593.00 |

| | | | |
|----|-----------|------|-------------|
| 25 | 2047/2048 | 2047 | \$32,921.00 |
| 26 | 2048/2049 | 2048 | \$32,263.00 |
| 27 | 2049/2050 | 2049 | \$31,617.00 |
| 28 | 2050/2051 | 2050 | \$30,985.00 |
| 29 | 2051/2052 | 2051 | \$30,365.00 |
| 30 | 2052/2053 | 2052 | \$29,758.00 |