

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY  
**PROJECT AUTHORIZING RESOLUTION**  
(Alcoa Track Rehabilitation & Grade Crossing Safety Improvements PIN 7395.35.301)  
Resolution No. IDA-22-07-15  
July 6, 2022

A regular meeting of the St. Lawrence County Industrial Development Agency (the "SLCIDA") was convened in public session on July 6, 2022, at 10:30 a.m., local time, in the Main Conference Room of the Ernest J. LaBaff Industrial Building, located at 19 Commerce Lane, Canton, New York.

The meeting was called to order by the Chairman and, upon roll being called, the following were:

<b>MEMBER</b>	<b>PRESENT</b>	<b>ABSENT</b>
Blevins, Lynn		X
Hall, Mark	X	
LaBaff, Ernest (via Zoom)	X	
McMahon, Andrew	X	
Morrill, Steven	X	
Reagen, James	X	
Staples, Brian	X	

The following persons were ALSO PRESENT: IDA Staff (Patrick Kelly, Richard Williams and Lori Sibley)

On a motion duly made by Mr. McMahon and seconded by Mr. LaBaff, the following resolution was placed before the members of the St. Lawrence County Industrial Development Agency:

Resolution No. 22-07-15

**(1) ACCEPTING THE PROVISION OF A GRANT FROM THE NEW YORK STATE DEPARTMENT OF TRANSPORTATION FOR THE BENEFIT OF ALCOA USA CORP. (THE "COMPANY"); AND EXECUTE AND DELIVER RELATED DOCUMENTS; AND**

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

recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, the SLCIDA was created under the Act with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping civic, industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **ALCOA USA CORP.**, (the “Company”), has requested the SLCIDA’s assistance with a certain project consisting of (A) the design and construction of rehabilitation of existing track and grade crossings in the Town of Massena, St. Lawrence County, New York being a portion of the parcel Tax Map Id.: 9.002-3-3.11, 9.002-3-3.2, and 9.002-3-4 (the “Project”); and

WHEREAS, pursuant to Article 18-A of the General Municipal Law the SLCIDA desires to adopt a resolution describing the Project and the Financial Assistance that the SLCIDA is contemplating with respect to the Project; and

WHEREAS, it is contemplated that the SLCIDA will (i) conduct SEQRA review with respect to the Project; (ii) manage a grant from the New York State Department of Transportation; (iii) enter into an agreement with the Company to allocate various responsibilities under the Project; and (iv) execute construction of the Project in accordance with the terms outlined in said agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT SLCIDA AS FOLLOWS:

Section 1. The Chairman, Vice Chairman and/or the Chief Executive Officer of the SLCIDA are hereby authorized, on behalf of the SLCIDA, to negotiate, execute and deliver the terms of the Grant Agreement from the New York State Department of Transportation and Sub Agreement between SLCIDA and the Company.

Section 2. The officers, employees and agents of the SLCIDA are hereby authorized and directed for and in the name and on behalf of the SLCIDA to do all acts and things required and to execute and deliver all such certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolutions and to cause compliance by the SLCIDA with all of the terms, covenants and provisions of the documents executed for and on behalf of the SLCIDA.

Section 3. This Resolution shall take effect immediately.

The question of the adoption of the foregoing resolution was duly put to vote on roll call, which resulted as follows:

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

The resolution was thereupon declared duly adopted.

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