

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
MEETING AGENDA

Agenda subject to change

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

December 20, 2023

Call to Order

Roll Call

Public Notice December 13, 2023

Public Comment

Approval of October 24, 2023..... 1-3
Minutes

Financial Report: September and October 2023..... 4-17

Committee Reports

Staff Report Patrick Kelly

Old Business None

New Business 2024 Meeting Schedule

Resolution: Annual Review: Conflicts of Interest Policy 18-20
Resolution: Annual Review: Procurement Policy..... 21-23
Resolution: Annual Review: Investment Policy and Authorization of Depositories
..... 24-29
Resolution: Annual Review: Harassment Prevention Policy 30-44
Resolution: Authorizing Continued Improvements Under Phase III Renovation to the
100 Paterson Street Facility 45-47
Resolution: Project Modification Resolution: St. Lawrence Suds Project..... 48-52
Resolution: Approving Resolution: BR Project 1, LLC 53-69
Resolution: Project Authorizing Resolution: Northeastern Sign Corporation 70-75
Resolution: Authorizing Disposal of Vehicle and Purchase of New Vehicle..... 76-77
Resolution: Authorizing Allocations through the St. Lawrence County American Rescue
Plan Act "ARPA" Economic Development and Tourism Funding Program
..... 78

Executive Session

Adjournment

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ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Meeting of October 24, 2023

CALL TO ORDER: Chairman Staples calls the meeting to order at 1:02 PM in the main conference room at the Ernest J. LaBaff Industrial Building, Canton.

ROLL CALL:

Staples	Present	McMahon.....	Absent
LaBaff.....	Present	Morrill.....	Absent
Blevins.....	Absent	Reagen	Present
Hall	Present		

A quorum is recognized.

IDA Staff present: Patrick Kelly, Kimberly Gilbert, and Richard Williams.

Others present: Trip Oliver, Director, Government and Community Relations, Air Products and Chemicals, Inc., Lydia Miner, Account Executive, Sustainable PR, and Kevin McAuliffe, Attorney at Barclay Damon, attending with Air Products and Chemicals, Inc.

PUBLIC NOTICE: Public notifications sent October 18, 2023, 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: Chad Charette, reporter from WWNY-TV is in attendance and offers no comment. Andy Gardner, Reporter from the Watertown Daily Times, joins via zoom and offers no comment. Patrick Curran from Seaway Timber Harvesting and Curran Renewable Energy is in attendance. Mr. Curran voices his support for the Air Products project in Massena. He states that he supports the development of hydrogen as a fuel source and hopes the day comes in the near future when they are using hydrogen in the companies' class A trucks. He states there may be growing pains in the transition to hydrogen but feels this is a very exciting time for all of us. He says his company is currently doing clearing work for the project site and thanks the IDA and staff for the work on this project.

APPROVAL OF MINUTES: Motion to accept the minutes of the September 26, 2023 meeting made by Mr. LaBaff, seconded by Mr. Reagan. Motion carried unanimously.

FINANCIAL REPORTS: Ms. Gilbert reports on the August 2023 financial report. She highlights some of the activities for the month, noting this was a typical month with interest income and gain on investments, and ARPA program revenues. Expenses included ARPA Expenses, 100 Paterson Street Building costs, quarterly retainer costs, 2022 audit fees and other typical monthly costs. Mr. Hall motions to accept the August 2023 financial report, seconded by Mr. Reagan. The motion is approved by unanimous vote.

COMMITTEE REPORTS: None

STAFF REPORT: Mr. Kelly highlights some recent activities.

He attended the SLC Chamber of Commerce annual dinner last Wednesday. Atlantic Testing was awarded the Business of the Year award. Marijean Remington gave credit to the IDA for all of its help over the years, highlighting the company's business transition loan from the IDA-LDC, the financial assistance that has been provided by the IDA toward the purchase of three different drill rigs. She was very complimentary to the IDA. Coakleys Hardware was awarded the Customer Service Award, and Adirondack Fragrance and Flavor Farm was awarded the local producer award. We have undertaken activities with each of these companies as well.

On Thursday night Mr. Kelly attended the Cornell Cooperative Extension annual dinner. We were presented with their Friend of the Extension Award and given a very nice plaque, which Mr. Kelly displays to the board.

Board member Mr. Reagan was also present at the dinner. He states that during the presentation of the award, Patrick Ames, the Extension's Executive Director, did a very nice job highlighting all the IDA involvement in agriculture and agri-business projects over the years as people of the country do not realize how much involvement the IDA has in agriculture projects. He mentioned the work we've done helping the Extension itself with its projects, along with on-farm projects such as biodigesters, and assisting farms and orchards and many other ways. Mr. Reagan states he was very proud to be associated with the IDA at the event. Mr. Hall adds that he is impressed with the awards and thanks the IDA and staff for their hard work.

Mr. Kelly continues with additional updates, including:

The SLC Arts Council will be using the IDA meeting room one evening a week for their entrepreneurship classes.

The Benson Build Ready Solar is progressing. We are sending consent resolutions to the Town of Clifton and CFCSD. The goal is for the project to be awarded by NYSERDA in 2024.

The IDA has started the Massena School of Business project with a kickoff meeting with DANC and the Village of Massena.

We had a Business Spotlight at the BOCES Southwest Tech facility with about 20 attendees. The next Business Spotlight will be held at the Casablanca in Gouverneur on November 17th.

On November 2nd, Ms. Sibley will be at the Fort Drum Career Fair.

Staff attended the North Country Alliance Fall Symposium last week, after the event we provided a tour of the county to the NYSERDA representatives.

We have attended the Canadian Manufacturing & Technology Show in Toronto last month. We will be attending the Advances Design & Manufacturing Expo in Toronto in November and the Select USA show in Montreal in December.

We continue to have ads during the Clarkson University and St. Lawrence University hockey games this year.

Resolution IDA-23-10-33: Authorizing Resolution for Air Products and Chemicals, Inc:

Mr. LaBaff motions to accept the resolution seconded by Mr. Reagan.

Mr. Kelly introduces Trip Oliver from Air Products, who in turn introduces Kevine McAuliffe from Barclay Damon Law Firm and Lydia Miner from Sustainable PR. Mr. Oliver thanks Mr. Curran for his words and support for the project. Mr. Oliver's presentation provides information on Air Products, its history, operations, and the proposed Massena project. Some highlights of the presentation include that green hydrogen is a process that uses hydropower to divide water (H₂O) into hydrogen and oxygen. The hydrogen to be produced will be used for heavy duty transportation vehicles, large trucks, buses, and other heavy equipment. The Massena location will produce 35 metric tons of liquid hydrogen and it will be delivered via truck all over the northeast. Mr. Oliver states that this project places to create at least 90 full-time jobs, these jobs will have an average salary and fringe cost per employee of approximately \$105,000.

In 2024 the company expects 100-125 construction jobs, in 2025 that figure will increase to 300-350 construction jobs. The company will invest \$2 million a year in maintenance of the facility and equipment, they will be utilizing \$30 million of power from NYPA annually, and \$300,000 in expenditures for water from the Village of Massena.

Mr. Oliver finishes his presentation and asks for comments and questions.

Mr. Staples asks about the oxygen that is produced as a byproduct and if that is captured. Mr. Oliver states that oxygen is a byproduct, but the plan at this time is not to capture it as a product. However, if the market were to present itself, they do have the technology and ability to capture it.

Mr. LaBaff asks if when the project was presented to Massena, they were supportive. Mr. Oliver stated that both the Village of Massena and the Town have been very supportive of the project.

Mr. Reagan asks if they plan to advocate for the use of this technology in school buses. He states that our area has school buses that have long routes and there is concern with the State's goal for electric buses. He suggests that the company work with our legislators to encourage the use of green hydrogen as a locally produced fuel for school buses and thanks Air Products for selecting St. Lawrence County and Massena for this project. Mr. Oliver does plan to support the use of this type of fuel for school buses and is already involved in conversations regarding this with the Massena Central School District.

Mr. LaBaff highlights the importance of not only the permanent jobs, but also the construction jobs and the impact on local labor during the construction process.

Mr. Hall thanks Air Products and Mr. Oliver for bringing this cutting-edge technology to Massena and requests that the presentation provided by Mr. Oliver be placed on our web site so the public can see it. Mr. LaBaff adds it is helpful to see that this is a real company doing real business.

Mr. Kelly thanks Mr. Oliver for the presentation and the meeting proceeds. Mr. Kelly highlights that this resolution includes approval for a Sales and Use Tax Exemption and PILOT and reviews the Project Evaluation and Cost Benefit Analysis for the project.

Mr. LaBaff has already made a motion to accept the resolution and Mr. Reagan has made a second. Chairman Staples calls for a vote and the motion is approved unanimously.

Resolution IDA-23-10-34: Accepting FY2024 Final Budget: Mr. Kelly points out that the only change from the Draft Budget is updated numbers relating to ARPA program expenditures. Mr. LaBaff motions to accept the Final Budget, seconded by Mr. Hall. Motion is approved by unanimous vote.

Resolution IDA-23-10-35: Authorizing Allocations through the St. Lawrence County American Rescue Plan Act "ARPA" Economic Development and Tourism Funding Program: Mr. Kelly mentions that an Exhibit A has been attached to the resolution indicating the awards that are being presented for approval. Mr. LaBaff and Mr. Hall motion and second. Mr. LaBaff states how beneficial this funding has been for the county and how many businesses it has helped. The motion is approved by unanimous vote.

EXECUTIVE SESSION: None

OLD BUSINESS: None

ADJOURNMENT: A motion to adjourn is made by Mr. LaBaff. The meeting adjourns at 1:32 PM by unanimous vote.

St. Lawrence County Industrial Development Agency
 Highlights for
September 2023

Revenue

- Building Revenues (includes Corning lease in Patterson)	26,179.16
- Gain/Loss on Investments	2,368.19
- Project Fees (Benson Mines Solar I, app fee)	5,000.00
- Interest Income	<u>2,675.72</u>

\$36,223.07

Expenses

- Building Expenses (Includes Insurance costs)	36,512.73
- ARPA Program Expenses	56,429.50
- IT Expenses (Inc Cyber Security)	1,107.14
- Insurance Expenses (Includes Auto Policy)	9,741.13
- Legal Expenses (Retainer Costs)	1,375.00
- Marketing Expenses	1,310.00
- Other Operating Expenses	2,337.90
- Payroll Expenses	<u>51,555.22</u>

\$160,368.62

Net Income (\$124,145.55)

St. Lawrence County Industrial Development Agency

Balance Sheet

As of September 30, 2023

	<u>Sep 30, 23</u>
ASSETS	
Current Assets	
Checking/Savings	
200 · Cash	943,187.00
200P · Cash - Payroll Checking Account	40,984.19
201 · Cash in Time Deposits	
201N · NBT Bank Cash in Time	1,822,151.43
201K · Key Bank Cash in Time	1,392,970.41
Total 201 · Cash in Time Deposits	<u>3,215,121.84</u>
202ARPA · NBT Account - ARPA Funding	1,574,232.45
203 · Cash - Rental Deposits	9,060.09
Total Checking/Savings	<u>5,782,585.57</u>
Other Current Assets	
260 · Grant Receivable	100,576.72
211 · Special Reserve	
211A · Special Reserve-LPL Investing	2,000,000.00
211C · Special Reserve LPL Cash Acct	56,544.63
Total 211 · Special Reserve	<u>2,056,544.63</u>
220 · Due from Others	
220-I · Due from Others for Insurance	11,314.60
220A · Misc. Due from Others	4,219.20
Total 220 · Due from Others	<u>15,533.80</u>
Total Other Current Assets	<u>2,172,655.15</u>
Total Current Assets	<u>7,955,240.72</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
112-B · Vehicles Depreciation	-39,560.00
Total 112 · Vehicles	<u>0.00</u>
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	39,669.00
128-C · CIP Depreciation	-10,451.96
Total 128 · Canton Industrial Park	<u>372,457.04</u>
129 · Canton Industrial Building	

St. Lawrence County Industrial Development Agency

Balance Sheet

As of September 30, 2023

	<u>Sep 30, 23</u>
129-A - Canton Industrial Building	2,024,824.19
129-B - Canton Industrial Bldg Improv	165,873.20
129-C - Canton Ind Bldg - Depreciation	-598,195.18
Total 129 - Canton Industrial Building	<u>1,592,502.21</u>
Total Fixed Assets	<u>2,080,061.98</u>
Other Assets	
510P - Net Pension Asset	121,868.00
299 - Deferred Outflow - Pension	1,071,561.00
Capital Lease Receivable	
590 - L/R - Capital Lease OpTechLot20	31,225.98
592 - L/R - NY Power Tools - Lot 17	128,567.34
594 - L/R - From the Heart Cabinetry	524,666.33
Total Capital Lease Receivable	<u>684,459.65</u>
Construction in Progress (CIP)	
258 - CIP - Paterson St Improvements	629,310.28
Total Construction in Progress (CIP)	<u>629,310.28</u>
Notes Receivable (N/R)	
591 - N/R - LC Drives RDBG 2017	16,420.76
593 - N/R - LC Drives 2018 RDBG	33,934.54
Total Notes Receivable (N/R)	<u>50,355.30</u>
Total Other Assets	<u>2,557,554.23</u>
TOTAL ASSETS	<u><u>12,592,856.93</u></u>
LIABILITIES & EQUITY	
Liabilities	
526 - Deferred Grant Revenue(RDBG)	
526 - A - Deferred Grant Rev - NAFG-NBRC	92,599.24
526 - Deferred Grant Revenue(RDBG) - Other	50,355.30
526 - Deferred Grant Revenue(RDBG)	142,954.54
2100 - Deposit - Rental	9,060.09
522 - Prepaid Revenue(ESD Rail \$)	112,141.49
523 - Accrued Expenses Payable	171,331.70
Total Other Current Liabilities	<u>435,487.82</u>
Total Current Liabilities	<u>435,487.82</u>
Long Term Liabilities	
511 - Deferred Inflow of Pension	885,728.00
Notes Payable (N/P)	
654 - N/P - SLCIDA-LDC CIB Loan	506,589.41
Total Notes Payable (N/P)	<u>506,589.41</u>
500 - Emp Compensated Time Accruals	306,082.34
501 - PostEmpBenft Other Than Pension	2,682,545.00
Total Long Term Liabilities	<u>4,380,944.75</u>
Total Liabilities	<u>4,816,432.57</u>
Equity	
3700 - Investment in Capital Assets	1,556,563.05
3800 - Net Assets - Assigned	2,000,000.00
3900 - Net Assets - Unassigned	2,758,435.68
Net Income	1,461,425.63
Total Equity	<u>7,776,424.36</u>
TOTAL LIABILITIES & EQUITY	<u><u>12,592,856.93</u></u>

St. Lawrence County Industrial Development Agency
Budget Report
Sept 1 - Sept 30, 2023

	2023 Budget	Sep-23	YTD	Balance
Operating Revenue				
2400 · Late Fees Received	100.00	0.00	0.00	100.00
2401B · Gain/Loss on Investment	35,000.00	2,368.19	28,639.71	6,360.29
2409B · Interest Income - Banking	725.00	517.26	5,161.87	(4,436.87)
2409L · Interest Income - Lease	26,000.00	2,158.46	19,280.64	6,719.36
2421 · St. Lawrence County Revenue	400,000.00	0.00	300,000.00	100,000.00
2423 · GMEDF Administrative Revenue	7,200.00	0.00	0.00	7,200.00
2999 · Miscellaneous Income	100.00	0.00	0.00	100.00
Total Operating Revenue	469,125.00	5,043.91	353,082.22	116,042.78
Canton Industrial Building				
2450 · Rental Income - CIB	63,385.00	0.00	47,540.00	15,845.00
Total Revenue for CIB	63,385.00	0.00	47,540.00	15,845.00
6455408 · Maintenance Expense - CIB	15,000.00	778.90	9,639.06	5,360.94
6455411 · Insurance Expense - CIB	5,250.00	5,770.00	5,770.00	(520.00)
6455415 · Tax/PILOT Expense - CIB	22,500.00	0.00	0.00	22,500.00
6455416 · Utilities Expense - CIB	2,500.00	107.67	3,540.26	(1,040.26)
6455499 · Miscellaneous Expense - CIB	100.00	0.00	0.00	100.00
6455500 · Interest Expense - CIB	2,566.00	211.86	1,719.81	846.19
6455510 · Depreciation Expense - CIB	67,208.00	0.00	0.00	67,208.00
Total Expenditure for CIB	115,124.00	6,868.43	20,669.13	94,454.87
Total Canton Industrial Building	(51,739.00)	(6,868.43)	26,870.87	(78,609.87)
Canton Industrial Park				
6456408 · Maintenance Expense - CIP	500.00	0.00	0.00	500.00
6456411 · Insurance Expense - CIP	1,000.00	881.00	881.00	119.00
6456499 · Miscellaneous Expense - CIP	250.00	0.00	0.00	250.00
6456510 · Depreciation Expense - CIP	2,755.00	0.00	0.00	2,755.00
Total Expenditure for CIP	4,505.00	881.00	881.00	3,624.00
Total Canton Industrial Park	(4,505.00)	(881.00)	(881.00)	(3,624.00)
Gouverneur Industrial Park				
6486408 · Maintenance Expense - GIP	6,000.00	350.00	3,900.00	2,100.00
6486411 · Insurance Expense - GIP	55.00	41.00	41.00	14.00
6486499 · Miscellaneous Expense - GIP	250.00	0.00	0.00	250.00
Total Expenditure for GIP	6,305.00	391.00	3,941.00	2,364.00
Total Gouverneur Industrial Park	(6,305.00)	(391.00)	(3,941.00)	(2,364.00)
100 Paterson Street Building				
2485 - Rental Income - 100 Paterson St	32,000.00	26,179.16	44,845.78	(12,845.78)
Total Revenue for 100 Paterson Street	32,000.00	26,179.16	44,845.78	(12,845.78)
6455408 · Maintenance Expense - 100 Paterson St	20,000.00	6,745.90	27,748.86	(7,748.86)
6455410 · Tenant Buildout - 100 Paterson St	0.00	0.00	0.00	0.00
6455411 · Insurance Expense - 100 Paterson St	16,000.00	21,409.95	21,409.95	(5,409.95)
6455416 · Utilities Expense - 100 Paterson St	7,500.00	216.45	22,004.64	(14,504.64)
6455499 · Miscellaneous Expense - 100 Paterson St	1,000.00	0.00	0.00	1,000.00
6455510 · Depreciation Expense - 100 Paterson St	70,000.00	0.00	0.00	70,000.00
Total Expenditure for 100 Paterson St	114,500.00	28,372.30	71,163.45	43,336.55
Total - 100 Paterson Street	(82,500.00)	(2,193.14)	(26,317.67)	(56,182.33)
Total Building Revenues	95,385.00	26,179.16	92,385.78	2,999.22
Total Building Expenses	240,434.00	36,512.73	96,654.58	143,779.42
Total Building Net Income	(145,049.00)	(10,333.57)	(4,268.80)	(140,780.20)

	2023			
	Budget	Sep-23	YTD	Balance
ARPA Revenue				
2480 · ARPA Revenues from SLC	3,387,000.00	0.00	2,490,500.00	896,500.00
Total Revenue for ARPA	3,387,000.00	0.00	2,490,500.00	896,500.00
6458501 · ARPA - Facility&Infrastructure	1,000,000.00	32,400.00	261,888.03	738,111.97
6458502 · ARPA - Small Business & NP	300,000.00	0.00	122,500.00	177,500.00
6458503 · ARPA - Tourism Promotion	350,000.00	1,280.00	170,155.00	179,845.00
6458504 · ARPA - Tourism Capacity	350,000.00	10,000.00	102,489.89	247,510.11
6458505 · ARPA - Workforce -New Worker	300,000.00	0.00	48,000.00	252,000.00
6458506 · ARPA - Workforce -Existing Worker	300,000.00	7,500.00	46,145.16	253,854.84
6458507 · ARPA - Workforce -Heavy Equip	150,000.00	298.00	41,696.00	108,304.00
6458508 · ARPA - Workforce -Healthcare	125,000.00	298.00	3,602.00	121,398.00
6458509 · ARPA - Workforce -Pipeline	25,000.00	0.00	0.00	25,000.00
6458510 · ARPA - CDLA Program	287,000.00	5,298.00	100,505.00	186,495.00
6458511 · ARPA - Family Child Care	200,000.00	(644.50)	19,356.29	180,643.71
Total Expenditure for ARPA	3,387,000.00	56,429.50	916,337.37	2,470,662.63
Total ARPA Programs	0.00	(56,429.50)	1,574,162.63	(1,574,162.63)
Miscellaneous Projects				
2413 · Project Fees	10,000.00	5,000.00	392,727.02	(382,727.02)
2420 · PILOT Revenue	335,000.00	0.00	341,530.28	(6,530.28)
2504 · CDC Project Revenue	100.00	0.00	0.00	100.00
2550 · Benson Mines FRAP Revenue	0.00	0.00	6,089.40	100.00
6499 · Miscellaneous Income	500.00	0.00	0.00	500.00
Total Revenue for Misc. Projects	345,600.00	5,000.00	740,346.70	(388,557.30)
6420617 · NF Rail Rehab Expense	2,500.00	0.00	0.00	2,500.00
6420623 · NBRC-NAFG Expenses	0.00	0.00	219,269.39	(219,269.39)
6420624 · Benson Mines Rail Expenses	0.00	0.00	17,590.80	(17,590.80)
6475515 · CAP IMP Vehicle	35,000.00	0.00	0.00	35,000.00
6490616 · PILOT Payment Expense	335,000.00	0.00	341,530.28	(6,530.28)
Total Expenditure for Misc. Projects	372,500.00	0.00	578,390.47	(205,890.47)
Total Miscellaneous Projects	(26,900.00)	5,000.00	161,956.23	(182,666.83)

	2023			
	Budget	Sep-23	YTD	Balance
General Operating Expenses				
6460405 · Bank Fees	250.00	0.00	118.21	131.79
6460408 · Maintenance Expense	1,500.00	30.45	611.51	888.49
6460411 · Insurance Expense	7,500.00	9,471.13	10,124.73	(2,624.73)
6460416 · Utilities Expense	8,400.00	288.81	4,493.99	3,906.01
6460418 · Underwriting/Credit Report Exp	100.00	0.00	0.00	100.00
6460420 · Office Supplies Expense	2,500.00	362.80	1,754.36	745.64
6460421 · Office Equipment Expense	7,500.00	98.00	9,191.00	(1,691.00)
6460422 · Equipment Repair Expense	250.00	0.00	0.00	250.00
6460423 · Telephone Expense	7,000.00	299.42	2,677.06	4,322.94
6460424 · Postage Expense	500.00	1.59	323.67	176.33
6460425 · Printing and Copying Expense	2,000.00	54.95	2,222.27	(222.27)
6460426 · IT Expense	3,000.00	1,107.14	21,249.97	(18,249.97)
6460427 · Professional Associations Expense	1,500.00	0.00	1,350.00	150.00
6460432 · Other Legal Expense	5,000.00	0.00	20,240.25	(15,240.25)
6460433 · Legal Expense - Retainer	5,500.00	1,375.00	5,500.00	0.00
6460434 · Accounting Expense	8,125.00	0.00	8,456.00	(331.00)
6460436 · Promotion/Marketing Expense	25,000.00	1,310.00	30,140.69	(5,140.69)
6460440 · Auto Expense	2,000.00	166.90	856.70	1,143.30
6460441 · Subscriptions & Periodicals	500.00	0.00	648.16	(148.16)
6460442 · Meeting Expense	1,000.00	341.28	2,804.14	(1,804.14)
6460443 · Mileage Expense	1,000.00	945.17	1,500.61	(500.61)
6460444 · Education Workshops Expense	10,000.00	0.00	3,432.00	6,568.00
6460445 · Travel Expense	2,500.00	12.03	3,578.66	(1,078.66)
6460499 · Miscellaneous Expense	500.00	6.50	126.01	373.99
6460503 · Payroll Expenses				
503A · Salaries & Wages	486,500.00	38,279.70	367,931.97	118,568.03
503B · Employee Benefits	177,250.00	10,340.66	95,882.43	81,367.57
503C · Post Employment Benefits Expense	160,000.00	0.00	0.00	160,000.00
503D · Payroll Tax Expense	36,250.00	2,732.98	26,290.35	9,959.65
503E · Payroll Processing Fees	2,000.00	201.88	2,001.91	(1.91)
6460599 · Depreciation Expense	3,700.00	0.00	0.00	3,700.00
Total General Operating Expenses	968,925.00	67,426.39	623,506.65	345,418.35
Total Revenue	4,297,110.00	36,223.07	3,676,314.70	626,984.70
Total Expenses	4,968,859.00	160,368.62	2,214,889.07	2,753,969.93
Net Income	(671,749.00)	(124,145.55)	1,461,425.63	(2,126,985.23)

St. Lawrence County Industrial Development Agency
Cash and In Time Report
September 2023

Type of Account	Bank	Amount
Checking	NBT Bank	943,187.00
Payroll Account	NBT Bank	40,984.19
Savings	NBT Bank	1,822,151.43
Money Market	Key Bank	1,392,970.41
MM - ARPA Funds	NBT Bank	1,574,232.45
Tenant Security Deposit	NBT Bank	9,060.09
		<u>\$5,782,585.57</u>
 NBT-LPL Investments	 NBT	 2,056,544.63
		<u>\$2,056,544.63</u>
		<u><u>\$7,839,130.20</u></u>

St. Lawrence County Industrial Development Agency
 Highlights for
October 2023

Revenue		
- Building Revenues	9,916.66	
- Gain/Loss on Investments (Reconciled Monthly to Market Value)	20,837.74	
- GMEDF Admin Revenue	7,200.00	
- Miscellaneous Income	800.00	
- ARPA Revenue from SLC (Child Care & CDLA)	438,300.00	
- Interest Income	<u>2,004.97</u>	
		\$479,059.37
Expenses		
- Building Expenses	3,905.74	
- ARPA Program Expenses	183,286.62	
- IT Expenses (Inc Cyber Security & Annual Renewal of Egnyte))	4,801.34	
- Other Legal Expenses (Underberg & Kessler)	1,045.00	
- Marketing Expenses	1,297.80	
- Other Operating Expenses	4,365.54	
- Payroll Expenses	<u>53,542.83</u>	
		\$252,244.87
	Net Income	\$226,814.50

St. Lawrence County Industrial Development Agency

Balance Sheet

As of October 31, 2023

	<u>Oct 31, 23</u>
ASSETS	
Current Assets	
Checking/Savings	
200 · Cash	756,142.73
200P · Cash - Payroll Checking Account	39,636.09
201 · Cash in Time Deposits	
201N · NBT Bank Cash in Time	1,822,151.43
201K · Key Bank Cash in Time	1,392,970.41
Total 201 · Cash in Time Deposits	<u>3,215,121.84</u>
202ARPA · NBT Account - ARPA Funding	1,829,274.05
203 · Cash - Rental Deposits	9,060.24
Total Checking/Savings	<u>5,849,234.95</u>
Other Current Assets	
260 · Grant Receivable	100,576.72
211 · Special Reserve	
211A · Special Reserve-LPL Investing	2,000,000.00
211C · Special Reserve LPL Cash Acct	77,382.37
Total 211 · Special Reserve	<u>2,077,382.37</u>
220 · Due from Others	
220-I · Due from Others for Insurance	10,005.60
220A · Misc. Due from Others	1,051.37
Total 220 · Due from Others	<u>11,056.97</u>
Total Other Current Assets	<u>2,189,016.06</u>
Total Current Assets	<u>8,038,251.01</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
112-B · Vehicles Depreciation	-39,560.00
Total 112 · Vehicles	<u>0.00</u>
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	39,669.00
128-C · CIP Depreciation	-10,451.96
Total 128 · Canton Industrial Park	<u>372,457.04</u>
129 · Canton Industrial Building	
129-A · Canton Industrial Building	2,024,824.19
129-B · Canton Industrial Bldg Improv	165,873.20
129-C · Canton Ind Bldg - Depreciation	-598,195.18
Total 129 · Canton Industrial Building	<u>1,592,502.21</u>
Total Fixed Assets	<u>2,080,061.98</u>

St. Lawrence County Industrial Development Agency

Balance Sheet

As of October 31, 2023

	<u>Oct 31, 23</u>
Other Assets	
510P · Net Pension Asset	121,868.00
299 · Deferred Outflow - Pension	1,071,561.00
Capital Lease Receivable	
590 · L/R - Capital Lease OpTechLot20	27,609.05
592 · L/R - NY Power Tools - Lot 17	128,567.34
594 · L/R - From the Heart Cabinetry	<u>522,014.79</u>
Total Capital Lease Receivable	678,191.18
Construction in Progress (CIP)	
258 · CIP - Paterson St Improvements	<u>775,616.67</u>
Total Construction in Progress (CIP)	775,616.67
Notes Receivable (N/R)	
591 · N/R - LC Drives RDBG 2017	16,420.76
593 · N/R - LC Drives 2018 RDBG	<u>33,934.54</u>
Total Notes Receivable (N/R)	<u>50,355.30</u>
Total Other Assets	<u>2,697,592.15</u>
TOTAL ASSETS	<u>12,815,905.14</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
526 · Deferred Grant Revenue(RDBG)	
526 - A · Deferred Grant Rev - NAFG-NBRC	92,599.24
526 · Deferred Grant Revenue(RDBG) - Other	<u>50,355.30</u>
526 · Deferred Grant Revenue(RDBG)	142,954.54
2100 · Deposit - Rental	9,060.09
522 · Prepaid Revenue(ESD Rail \$)	112,141.49
523 · Accrued Expenses Payable	<u>171,331.70</u>
Total Other Current Liabilities	<u>435,487.82</u>
Total Current Liabilities	435,487.82
Long Term Liabilities	
511 · Deferred Inflow of Pension	885,728.00
Notes Payable (N/P)	
654 · N/P - SLCIDA-LDC CIB Loan	<u>502,823.12</u>
Total Notes Payable (N/P)	502,823.12
500 · Emp Compensated Time Accruals	306,082.34
501 · PostEmpBenft Other Than Pension	<u>2,682,545.00</u>
Total Long Term Liabilities	<u>4,377,178.46</u>
Total Liabilities	4,812,666.28
Equity	
3700 · Investment in Capital Assets	1,556,563.05
3800 · Net Assets - Assigned	2,000,000.00
3900 · Net Assets - Unassigned	2,758,435.68
Net Income	<u>1,688,240.13</u>
Total Equity	<u>8,003,238.86</u>
TOTAL LIABILITIES & EQUITY	<u>12,815,905.14</u>

St. Lawrence County Industrial Development Agency
Budget Report
October 1 - October 31, 2023

	2023 Budget	Oct-23	YTD	Balance
Operating Revenue				
2400 · Late Fees Received	100.00	0.00	0.00	100.00
2401B · Gain/Loss on Investment	35,000.00	20,837.74	49,477.45	(14,477.45)
2409B · Interest Income - Banking	725.00	43.33	5,205.20	(4,480.20)
2409L · Interest Income - Lease	26,000.00	1,961.64	21,242.28	4,757.72
2421 · St. Lawrence County Revenue	400,000.00	0.00	300,000.00	100,000.00
2423 · GMEDF Administrative Revenue	7,200.00	7,200.00	7,200.00	0.00
2999 · Miscellaneous Income	100.00	800.00	800.00	(700.00)
Total Operating Revenue	469,125.00	30,842.71	383,924.93	85,200.07
Canton Industrial Building				
2450 · Rental Income - CIB	63,385.00	0.00	47,540.00	15,845.00
Total Revenue for CIB	63,385.00	0.00	47,540.00	15,845.00
6455408 · Maintenance Expense - CIB	15,000.00	1,093.82	10,732.88	4,267.12
6455411 · Insurance Expense - CIB	5,250.00	0.00	5,770.00	(520.00)
6455415 · Tax/PILOT Expense - CIB	22,500.00	0.00	0.00	22,500.00
6455416 · Utilities Expense - CIB	2,500.00	234.98	3,775.24	(1,275.24)
6455499 · Miscellaneous Expense - CIB	100.00	0.00	0.00	100.00
6455500 · Interest Expense - CIB	2,566.00	421.37	2,141.18	424.82
6455510 · Depreciation Expense - CIB	67,208.00	0.00	0.00	67,208.00
Total Expenditure for CIB	115,124.00	1,750.17	22,419.30	92,704.70
Total Canton Industrial Building	(51,739.00)	(1,750.17)	25,120.70	(76,859.70)
Canton Industrial Park				
6456408 · Maintenance Expense - CIP	500.00	0.00	0.00	500.00
6456411 · Insurance Expense - CIP	1,000.00	0.00	881.00	119.00
6456499 · Miscellaneous Expense - CIP	250.00	0.00	0.00	250.00
6456510 · Depreciation Expense - CIP	2,755.00	0.00	0.00	2,755.00
Total Expenditure for CIP	4,505.00	0.00	881.00	3,624.00
Total Canton Industrial Park	(4,505.00)	0.00	(881.00)	(3,624.00)
Gouverneur Industrial Park				
6486408 · Maintenance Expense - GIP	6,000.00	0.00	3,900.00	2,100.00
6486411 · Insurance Expense - GIP	55.00	0.00	41.00	14.00
6486499 · Miscellaneous Expense - GIP	250.00	0.00	0.00	250.00
Total Expenditure for GIP	6,305.00	0.00	3,941.00	2,364.00
Total Gouverneur Industrial Park	(6,305.00)	0.00	(3,941.00)	(2,364.00)
100 Paterson Street Building				
2485 - Rental Income - 100 Paterson St	32,000.00	9,916.66	54,762.44	(22,762.44)
Total Revenue for 100 Paterson Street	32,000.00	9,916.66	54,762.44	(22,762.44)
6455408 · Maintenance Expense - 100 Paterson	20,000.00	2,252.26	30,001.12	(10,001.12)
6455410 · Tenant Buildout - 100 Paterson St	0.00	0.00	0.00	0.00
6455411 · Insurance Expense - 100 Paterson St	16,000.00	0.00	21,409.95	(5,409.95)
6455416 · Utilities Expense - 100 Paterson St	7,500.00	(96.69)	21,907.95	(14,407.95)
6455499 · Miscellaneous Expense - 100 Paterson	1,000.00	0.00	0.00	1,000.00
6455510 · Depreciation Expense - 100 Paterson	70,000.00	0.00	0.00	70,000.00
Total Expenditure for 100 Paterson St	114,500.00	2,155.57	73,319.02	41,180.98
Total - 100 Paterson Street	(82,500.00)	7,761.09	(18,556.58)	(63,943.42)
Total Building Revenues	95,385.00	9,916.66	102,302.44	(6,917.44)
Total Building Expenses	240,434.00	3,905.74	100,560.32	139,873.68
Total Building Net Income	(145,049.00)	6,010.92	1,742.12	(146,791.12)

	2023 Budget	Oct-23	YTD	Balance
ARPA Revenue				
2480 · ARPA Revenues from SLC	3,387,000.00	438,300.00	2,928,800.00	458,200.00
Total Revenue for ARPA	3,387,000.00	438,300.00	2,928,800.00	458,200.00
6458501 · ARPA - Facility&Infrastructure	1,000,000.00	51,444.85	313,332.88	686,667.12
6458502 · ARPA - Small Business & NP	300,000.00	2,500.00	125,000.00	175,000.00
6458503 · ARPA - Tourism Promotion	350,000.00	30,436.77	200,591.77	149,408.23
6458504 · ARPA - Tourism Capacity	350,000.00	75,000.00	177,489.89	172,510.11
6458505 · ARPA - Workforce -New Worker	300,000.00	14,000.00	62,000.00	238,000.00
6458506 · ARPA - Workforce -Existing Worker	300,000.00	1,305.00	47,450.16	252,549.84
6458507 · ARPA - Workforce -Heavy Equip	150,000.00	0.00	41,696.00	108,304.00
6458508 · ARPA - Workforce -Heathcare	125,000.00	0.00	3,602.00	121,398.00
6458509 · ARPA - Workforce -Pipeline	25,000.00	0.00	0.00	25,000.00
6458510 · ARPA - CDLA Program	287,000.00	8,600.00	109,105.00	177,895.00
6458511 · ARPA - Family Child Care	200,000.00	0.00	19,356.29	180,643.71
Total Expenditure for ARPA	3,387,000.00	183,286.62	1,099,623.99	2,287,376.01
Total ARPA Programs	0.00	255,013.38	1,829,176.01	(1,829,176.01)
Miscellaneous Projects				
2413 · Project Fees	10,000.00	0.00	392,727.02	(382,727.02)
2420 · PILOT Revenue	335,000.00	0.00	341,530.28	(6,530.28)
2504 · CDC Project Revenue	100.00	0.00	0.00	100.00
2550 · Benson Mines FRAP Revenue	0.00	0.00	6,089.40	100.00
6499 · Miscellaneous Income	500.00	0.00	0.00	500.00
Total Revenue for Misc. Projects	345,600.00	0.00	740,346.70	(388,557.30)
6420617 · NF Rail Rehab Expense	2,500.00	0.00	0.00	2,500.00
6420623 · NBRC-NAFG Expenses	0.00	0.00	219,269.39	(219,269.39)
6420624 · Benson Mines Rail Expenses	0.00	0.00	17,590.80	(17,590.80)
6475515 · CAP IMP Vehicle	35,000.00	0.00	0.00	35,000.00
6490616 · PILOT Payment Expense	335,000.00	0.00	341,530.28	(6,530.28)
Total Expenditure for Misc. Projects	372,500.00	0.00	578,390.47	(205,890.47)
Total Miscellaneous Projects	(26,900.00)	0.00	161,956.23	(182,666.83)

	2023 Budget	Oct-23	YTD	Balance
General Operating Expenses				
6460405 · Bank Fees	250.00	0.00	118.21	131.79
6460408 · Maintenance Expense	1,500.00	120.45	731.96	768.04
6460411 · Insurance Expense	7,500.00	0.00	10,124.73	(2,624.73)
6460416 · Utilities Expense	8,400.00	400.32	4,894.31	3,505.69
6460418 · Underwriting/Credit Report Exp	100.00	0.00	0.00	100.00
6460420 · Office Supplies Expense	2,500.00	138.78	1,893.14	606.86
6460421 · Office Equipment Expense	7,500.00	796.71	9,987.71	(2,487.71)
6460422 · Equipment Repair Expense	250.00	0.00	0.00	250.00
6460423 · Telephone Expense	7,000.00	299.42	2,976.48	4,023.52
6460424 · Postage Expense	500.00	135.96	459.63	40.37
6460425 · Printing and Copying Expense	2,000.00	424.74	2,647.01	(647.01)
6460426 · IT Expense	3,000.00	4,801.34	26,051.31	(23,051.31)
6460427 · Professional Associations Expense	1,500.00	0.00	1,350.00	150.00
6460432 · Other Legal Expense	5,000.00	1,045.00	21,285.25	(16,285.25)
6460433 · Legal Expense - Retainer	5,500.00	0.00	5,500.00	0.00
6460434 · Accounting Expense	8,125.00	0.00	8,456.00	(331.00)
6460436 · Promotion/Marketing Expense	25,000.00	1,297.80	31,438.49	(6,438.49)
6460440 · Auto Expense	2,000.00	188.12	1,044.82	955.18
6460441 · Subscriptions & Periodicals	500.00	0.00	648.16	(148.16)
6460442 · Meeting Expense	1,000.00	378.79	3,182.93	(2,182.93)
6460443 · Mileage Expense	1,000.00	172.00	1,672.61	(672.61)
6460444 · Education Workshops Expense	10,000.00	300.00	3,732.00	6,268.00
6460445 · Travel Expense	2,500.00	1,010.25	4,588.91	(2,088.91)
6460499 · Miscellaneous Expense	500.00	0.00	126.01	373.99
6460503 · Payroll Expenses				
503A · Salaries & Wages	486,500.00	38,279.70	406,211.67	80,288.33
503B · Employee Benefits	177,250.00	12,316.48	108,198.91	69,051.09
503C · Post Employment Benefits Expense	160,000.00	0.00	0.00	160,000.00
503D · Payroll Tax Expense	36,250.00	2,732.77	29,023.12	7,226.88
503E · Payroll Processing Fees	2,000.00	213.88	2,215.79	(215.79)
6460599 · Depreciation Expense	3,700.00	0.00	0.00	3,700.00
Total General Operating Expenses	968,925.00	65,052.51	688,559.16	280,365.84
Total Revenue	4,297,110.00	479,059.37	4,155,374.07	147,925.33
Total Expenses	4,968,859.00	252,244.87	2,467,133.94	2,501,725.06
Net Income	(671,749.00)	226,814.50	1,688,240.13	(2,353,799.73)

St. Lawrence County Industrial Development Agency
Cash and In Time Report
October 2023

Type of Account	Bank	Amount
Checking	NBT Bank	756,142.73
Payroll Account	NBT Bank	39,636.09
Savings	NBT Bank	1,822,151.43
Money Market	Key Bank	1,392,970.41
MM - ARPA Funds	NBT Bank	1,829,274.05
Tenant Security Deposit	NBT Bank	9,060.24
		\$5,849,234.95
NBT-LPL Investments	NBT	2,077,382.37
		\$2,077,382.37
		\$7,926,617.32

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Resolution No. IDA-23-12-xx

Adopted: March 25, 2015

Governance Committee Review: December 20, 2023

December 20, 2023

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				
Hall				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

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

/s/

Lori Sibley
December 20, 2023

ST. LAWRENCE CO. INDUSTRIAL DEVELOPMENT AGENCY
CONFLICTS OF INTEREST POLICY
RESOLUTION NO. IDA-23-12-XX
ADOPTED: MARCH 25, 2015
GOVERNANCE COMMITTEE REVIEW: DECEMBER 20, 2023
DECEMBER 20, 2023

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-23-12-xx
 Governance Committee Review: December 20, 2023
 December 20, 2023

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				
Morrill				
Reagen				
Staples				

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

/s/

 Lori Sibley
 December 20, 2023

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**ST. LAWRENCE COUNTY. INDUSTRIAL DEVELOPMENT AGENCY
 PROCUREMENT POLICY
 JANUARY 7, 2010 (ADOPTED)
 RESOLUTION NO. IDA-23-12-XX
 DECEMBER 20, 2023**

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	Contracting Officer 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-23-12-xx
 December 20, 2023

**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				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

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

/s/ _____
 Lori Sibley December 20, 2023

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
INVESTMENT POLICY
REVIEWED AND APPROVED DECEMBER 20, 2023
RESOLUTION NO. IDA-23-12-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. 23-12-xx
 Governance Review: December 20, 2023
 December 20, 2023

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				
Morrill				
Reagen				
Staples				

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

/s/

Lori Sibley
December 20, 2023

Policy Guidance:

Sexual Harassment Policy

Original Policy (Date): October 1, 2010

Revised (Date): October 5, 2018

Annual Review – Governance Committee: October 28, 2022

Introduction

The St. Lawrence County Industrial Development Agency is committed to maintaining a workplace free from harassment and discrimination. Sexual harassment is a form of workplace discrimination that subjects employees to inferior conditions of employment due to their gender, gender identity, gender expression (perceived or actual), and/or sexual orientation. Sexual harassment is often viewed simply as a form of gender-based discrimination, but the St. Lawrence County IDA recognizes that discrimination can be related to or affected by other identities beyond gender. Under the New York State Human Rights Law, it is illegal to discriminate based on sex, sexual orientation, gender identity or expression, age, race, creed, color, national origin, military status, disability, pre-disposing genetic characteristics, familial status, marital status, criminal history, or status as a victim of domestic violence. Our different identities impact our understanding of the world and how others perceive us. For example, an individual's race, ability, or immigration status may impact their experience with gender discrimination in the workplace. While this policy is focused on sexual harassment and gender discrimination, the methods for reporting and investigating discrimination based on other protected identities is the same. The purpose of this policy is to teach employees to recognize discrimination, including discrimination due to an individual's intersecting identities, and provide the tools to take action when it occurs. All employees, manager, and supervisors are required to work in a manner designated to prevent sexual harassment and discrimination in the workplace. This policy is one component of the St. Lawrence County Industrial Development Agency's commitment to a discrimination-free work environment. ~~All employees are required to work in a manner that prevents sexual harassment in the workplace.~~

Goals of this Policy:

Sexual harassment and discrimination are against the law. After reading this policy, employees will understand their right to a workplace free from harassment. Employees will also learn what harassment and discrimination look like, what actions they can take to prevent and report harassment, and how they are protected from retaliation after taking action. The policy will also explain the investigation process into any claims of harassment. Employees are encouraged to report sexual harassment or discrimination 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. To file an employment complaint with the New York State Division of Human Rights, please visit: <https://dhr.ny.gov/complaint>. To file a complaint with the United States Equal Employment Opportunity Commission, please visit <https://www.eeoc.gov/filing-charge-discrimination>.

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.~~ The policy also applies to additional covered individuals. It applies to anyone who is (or is employed by) a contractor, subcontractor, vendor, consultant, or anyone providing services in our workplace. These individuals 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 through a contract with the St. Lawrence County Industrial Development Agency. ~~In the remainder of this document, the term "employees" refers to this collective group.~~ For the remainder of this policy, the term "covered individual" refers to these individuals who are not direct employees of the company.
2. Sexual harassment will not be tolerated. Any employee or covered individual ~~covered by this policy~~ who engages in sexual harassment, discrimination or retaliation will be subject to remedial and/or disciplinary action, including appropriate discipline for employees. (e.g., counseling, suspension, termination). ~~In New York, harassment does not need to be severe or pervasive to be illegal.~~ Employees and covered individuals should not feel discouraged from reporting harassment because they do not believe it is bad enough, or conversely because they do not want to see a colleague fired over less severe behavior. Just as harassment can happen in different degrees, potential discipline for engaging in sexual harassment will depend on the degree of harassment and might include education and counseling. It may lead to suspension or termination when appropriate.
3. Retaliation is prohibited: Any employee or covered individual that reports an incident of sexual harassment or discrimination, provides information, or otherwise assists in any investigation of a sexual harassment or discrimination complaint is protected from retaliation. ~~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.~~ No one should fear reporting sexual harassment if they believe it has occurred. So long as a person reasonably believes that they have witnessed or experienced such behavior, they are protected from retaliation. ~~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 ~~or discrimination~~ investigation will be subjected to disciplinary action, up to and including termination. All employees ~~and covered individuals, paid or unpaid interns, or non-employees⁺~~ working in the workplace who believe they have been subject to such retaliation should inform a supervisor, manager, or the Workforce Development Specialist. All employees and covered employees ~~paid or unpaid interns or non-~~ who believe they have been a target of such retaliation may also seek relief ~~in other available~~

forums; from government agencies, as explained below in the section on Legal Protections.

4. **Discrimination of any kind**, including 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 **experienced by** targets of **discrimination** ~~sexual harassment~~. Harassers may also be individually subject to liability **and employers or supervisors who fail to report or act on harassment may be liable for aiding and abetting such behavior**. Employees ~~of~~ **at** every level who engage in ~~sexual~~ harassment **or discrimination**, including managers and supervisors who engage in ~~sexual~~ harassment **or discrimination** 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~~ that is fair to all parties. **An investigation will happen** whenever management receives a complaint about sexual harassment **or discrimination**, or **when it** otherwise knows of possible **discrimination or sexual harassment** occurring. The St. Lawrence County Industrial Development Agency will keep the investigation confidential to the extent possible. If an investigation ends with the finding that discrimination or sexual harassment occurred, the St. Lawrence County Industrial Development Agency will act as required. In addition to any required discipline, the St. Lawrence County Industrial Development Agency will also take steps to ensure a safe work environment for the employee(s) who experienced the discrimination or harassment. ~~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 **discrimination or sexual harassment**.
6. All employees **and covered individuals** 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. **Use of this form is not required. For anyone who would rather make a complaint verbally, or by email, these complaints will be treated with equal priority.** An employee or covered individual who prefers not to report harassment to their manager or employer may instead report harassment to the New York State Division of Human Rights and/or the United States Equal Employment Opportunity Commission. **Complaints may be made to both the employer and a government agency.**

Managers and supervisors are **required** to report any complaint that they receive, or any harassment that they observe or become aware of, to the Workforce Development Specialist.

7. This policy applies to all employees ~~paid or unpaid interns~~, and ~~non-employees~~ **covered individuals**, such as contractors, subcontractors, vendors, consultants, or anyone **providing services in the workplace**, and all must follow and uphold this policy. **This policy must be provided to all employees in person or digitally through email upon hiring and will be posted prominently in all work locations. For those offices operating**

remotely, in addition to sending the policy through email, it will also be available on the organization's shared network. 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 gender-based 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. Sexual harassment is not limited to sexual contact, touching, or expressions of a sexually suggestive nature. Sexual harassment includes all forms of gender discrimination including gender role stereotyping and treating employees differently because of their gender.

Understanding gender diversity is essential to recognizing sexual harassment because discrimination based on sex stereotypes, gender expression and perceived identity are all forms of sexual harassment. The gender spectrum is nuanced, but the three most common ways people are cisgender, transgender, and non-binary. A cisgender person is someone whose gender aligns with the sex they were assigned at birth. Generally, this gender will align with the binary of male and female. A transgender person is someone whose gender is different than the sex they were assigned at birth. A non-binary person does not identify exclusively as a man or a woman. They might identify as both, somewhere in between, or completely outside the gender binary. Some may identify as transgender, but not all do. Respecting an individual's gender identity is a necessary first step in establishing a safe workplace.

Sexual harassment is unlawful when it subjects an individual to inferior terms, conditions, or privileges of employment. Harassment does not need to be severe or pervasive to be illegal. It can be any harassing behavior that arises above petty slights or trivial inconveniences. Every instance of harassment is unique to those experiencing it, and there is no single boundary between petty slights and harassing behavior. However, the Human Rights Law specifies that whether harassing conduct is considered petty or trivial is to be viewed from the standpoint of a reasonable victim of discrimination with the same protected characteristics. Generally, any behavior in which an employee or covered individual is treated worse because of their gender (perceived or actual), sexual orientation, or gender expression is considered a violation of the St. Lawrence County Industrial Development Agency's policy. The intent of the behavior, for example, making a joke, does not neutralize a harassment claim. Not intending to harass is not a defense. The impact of the behavior on a person is what counts. Sexual harassment includes any unwelcome conduct which is either directed at an individual because of that individual's gender identity or expression (perceived or actual), or is 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 this behavior unreasonably interferes with an individual's work performance or creates an intimidating, hostile or offensive work environment. ~~even if the reporting individual is~~ The impacted person does not need to be ~~not~~ the intended target of the sexual harassment;

- Employment depends implicitly or explicitly on accepting such unwelcome behavior; ~~Such conduct is made either explicitly or implicitly a term or condition of employment;~~ or
- **Decisions regarding an individual's employment are based on an individual's acceptance to or rejection of such behavior. Such decisions can include what shifts and how many hours an employee might work, project assignments, as well as salary and promotion decisions.** ~~Submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual's employment.~~

There are two main types of sexual harassment:

~~A sexually harassing~~ **Behaviors that contribute to a 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, **gender identity, or gender expression**. Sexual harassment also consists of any unwanted verbal or physical advances, sexually explicit derogatory **or discriminatory** statements ~~or sexually discriminatory remarks made by someone~~ **which an employee finds** are offensive or objectionable ~~to the recipient, which causes the recipient~~ **an employee** discomfort or humiliation, which interferes with the ~~recipient's~~ **employee'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 **or covered individual** who feels harassed **is encouraged to** ~~should~~ report **the behavior** so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be **discrimination** addressed **and is covered** by ~~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. **This list is just a sample of behaviors and should not be considered exhaustive.** Any employee who believes they have experienced sexual harassment, **even if it does not appear on this list, should feel encouraged to report it:**

- 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; or
 - **Rape, sexual battery, molestation or attempts to commit these assaults, which may be considered criminal conduct outside the scope of this policy (please contact local law enforcement if you wish to pursue criminal charges).**
- Unwanted sexual **comments**, 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 ~~or~~ ~~detriments~~;
 - This can include sexual advances/pressure placed on a service industry employee by customers or clients, especially those industries where hospitality and tips are essential to the customer/employee relationship;
 - Subtle or obvious pressure for unwelcome sexual activities; or
 - Repeated requests for dates or romantic gestures, including gift-giving.
- Sexually oriented gestures, noises, remarks or jokes, or questions or comments about a person's sexuality or sexual experience, or romantic history which create a hostile work environment. This is not limited to interactions in person. Remarks made over virtual platforms and in messaging apps when employees are working remotely can create a similarly hostile work environment.
 - Sex stereotyping, which occurs when someone's conduct or personality traits are judged based on 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;
 - Remarks regarding an employee's gender expression, such as wearing a garment typically associated with a different gender identity; or
 - Asking employees to take on traditionally gendered roles, such as asking a women to serve meeting refreshments when it is not part of, or appropriate to, her job duties.
 - 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.
 - This also extends to the virtual or remote workspace and can include having such materials visible in the background of one's home during a virtual meeting.
 - Hostile actions taken against an individual because of that individual's sex, sexual orientation, gender identity or gender expression 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;
 - Intentional misuse of an individual's preferred pronouns; or
 - Creating different expectations for individuals based on their perceived identities;
 - Dress codes that place more emphasis on women's attire;
 - Leaving parents/caregivers out of meetings.

Who can be a target of sexual harassment?

Sexual harassment can occur between any individuals, regardless of their sex or gender. Harassment does not have to be between members of the opposite sex or gender. New York Law protects employees and all covered individuals paid or unpaid interns, and non-employees, including independent contractors, and those employed by companies contracting to provide services in the workplace described earlier in the policy. 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. A supervisor, supervisee, or a coworker can all be harassers. Anyone else in the workplace can also be harassers including an independent contractor, contract worker, vendor, client, customer, patient, constituent, or visitor.

Sexual harassment does not happen in a vacuum and discrimination experienced by an employee can be impacted by biases and identities beyond an individual's gender. For example:

- Placing different demands or expectations on black women employees than white women employees can be both racial and gender discrimination;
- An individual's immigration status may lead to perceptions of vulnerability and increased concerns around illegal retaliation for reporting sexual harassment; or
- Past experiences as a survivor of domestic or sexual violence may lead an individual to feel retraumatized by someone's behaviors in the workplace.

Individuals bring personal history with them to the workplace that might impact how they interact with certain behavior. It is especially important for all employees to be aware of how words and actions might impact someone with a different experience than their own in the interest of creating a safe and equitable workplace.

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 or industry sponsored events or parties. Calls, texts, emails, and social media usage by employees or covered individuals can constitute unlawful workplace harassment, even if they occur away from the workplace premises, on personal devices, or during non-work hours.

Sexual harassment can occur when employees are working remotely from home as well. Any behaviors outlined above that leave an employee feeling uncomfortable, humiliated, or unable to meet their job requirements constitute harassment even if the employee or covered individual is at home when the harassment occurs. Harassment can happen on virtual meeting platforms, in messaging apps, and after working hours between personal cell phones.

Retaliation

Retaliation is unlawful retaliation can be and is any action by an employer or supervisor that punishes an individual upon learning of a harassment claim, that seeks to discourage a worker or covered individual from making a formal complaint or supporting a sexual harassment or discrimination claim, or that punishes those who have come forward. These actions need not be

job-related or occur in the workplace to constitute unlawful retaliation. For example, threats of physical violence outside of work hours or disparaging someone on social media would be covered as retaliation under this policy. 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).

Examples of retaliation may include, but are not limited to:

- Demolition, termination, denying accommodations, reduced hours, or the assignment of less desirable shifts;
- Publicly releasing personnel files;
- Refusing to provide a reference or providing an unwarranted negative reference;
- Labeling an employee as “difficult” and excluding them from projects to avoid “drama”;
- Undermining an individual’s immigration status; or
- Reducing work responsibilities, passing over a promotion, or moving an individual’s desk to a less desirable office location.

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 or **discrimination**, either internally or with any ~~anti-discrimination~~ **government** agency;
- Testified or assisted in a proceeding involving sexual harassment **or discrimination** under the Human Rights Law or other anti-discrimination law;
- Opposed sexual harassment **or discrimination** 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 discriminated against**; 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, but leadership matters.

Supervisors and managers have a special responsibility to make sure employees feel safe at work and that workplaces are free from harassment and discrimination. Any employee or covered individual is encouraged to report harassing or discriminatory behavior to a supervisor, manager

or the Workforce Development Specialist. 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 Workforce Development Specialist. Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to a supervisor, manager or Workforce Development Specialist.

Reports of sexual harassment may be made verbally or in writing. A written complaint form is attached to this policy if an employee would like to use it, but the complaint form is not required. 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. A verbal or otherwise written complaint (such as an email) on behalf of oneself or another employee is also acceptable.

Employees paid or unpaid interns or non-employees and covered individuals 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

Supervisors and managers have a responsibility to prevent sexual harassment and discrimination. All supervisors and managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing or discriminatory behavior, or for any reason suspect that sexual harassment or discrimination is occurring, **are required** to report such suspected sexual harassment to the Workforce Development Specialist. Managers or supervisors should not be passive and wait for an employee to make a claim of harassment. If they observe such behavior, they must act.

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 sexually harassing or discriminatory behavior themselves. Supervisors or managers can also be disciplined for failing to report suspected sexual harassment or allowing sexual harassment to continue after they know about it.

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

While supervisors and managers have a responsibility to report harassment and discrimination, supervisors and managers must be mindful of the impact that harassment and a subsequent investigation has on victims. Being identified as a possible victim of harassment and questioned about harassment and discrimination can be intimidating, uncomfortable and re-traumatizing for individuals. Supervisors and managers must accommodate the needs of individuals who have

experienced harassment to ensure the workplace is safe, supportive, and free from retaliation for them during and after any investigation.

Bystander Intervention

Any employee witnessing harassment as a bystander is encouraged to report it. A supervisor or manager that is a bystander to harassment is **required** to report it. There are five standard methods of bystander intervention that can be used when anyone witnesses harassment or discrimination and wants to help.

1. A bystander can interrupt the harassment by engaging with the individual being harassed and distracting them from the harassing behavior;
2. A bystander who feels unsafe interrupting on their own can ask a third party to help intervene in the harassment;
3. A bystander can record or take notes on the harassment incident to benefit future investigation;
4. A bystander might check in with the person who has been harassed after the incident, see how they are feeling, and let them know the behavior was not ok and
5. If a bystander feels safe, they can confront the harassers and name the behavior as inappropriate. When confronting harassment, physically assaulting an individual is never an appropriate response.

Though not exhaustive, and dependent on the circumstances, the guidelines above can serve as a brief guide of how to react when witnessing harassment in the workplace. Any employee witnessing harassment as a bystander is encouraged to report it. A supervisor or manager that is a bystander to harassment is required to report it.

Complaints and Investigations of Sexual Harassment

All complaints or information about sexual harassment will be investigated, whether that information was reported in verbal or written form. Investigations of any complaint, information, or knowledge of suspected sexual harassment will be conducted in a timely manner, thorough, started and completed as soon as possible. The investigation will be kept ~~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 those making a harassment claim, complainants, witnesses and alleged harassers will be accorded due process, as outlined below, to protect their rights to ~~deserve~~ 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 **take** disciplinary action against anyone engaging in retaliation ~~not tolerate retaliation~~ against employees who file

complaints, support another's complaint or participate in an investigation regarding a violation of this policy.

The St. Lawrence County Industrial Development Agency recognizes that participating in a harassment investigation can be uncomfortable and has the potential to retraumatize an employee. Those receiving claims and leading investigations will handle complaints and questions with sensitivity toward those participating.

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

- Upon receipt of complaint, the Workforce Development Specialist will conduct an immediate review of the allegations, assess the appropriate scope of the investigation, and take any interim actions (e.g., instructing the respondent individual(s) about whom the complaint was made to refrain from communications with the individual(s) who reported the harassment the complainant), as appropriate. If complaint is verbal, encourage request that the individual to complete the "Complaint Form" in writing. If he or she the person reporting prefers not to fill out the ~~refuses, prepare a~~ Complaint Form, the Workforce Development Specialist will prepare a complaint form or equivalent documentation based on the verbal reporting.
- Will take steps to obtain, review, and preserve documents sufficient to assess the allegations, including ~~if~~ documents, emails or phone records that may be ~~are~~ relevant to the investigation. ~~take steps to obtain and preserve them.~~ The Workforce Development Specialist will consider and implement appropriate document request, review and preservation measures, including for electronic communications;
- ~~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, **disclosed in the investigation**, 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(s) who reported and the individual(s) about whom the complaint was made of the **that the investigation** has been completed ~~final determination~~ and implement any corrective actions identified in the written document; and
- Inform the individual(s) 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~~ outlined in the policy above is one way for employees to report sexual harassment. Employees **and covered individuals** 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.~~

New York State Division of Human Rights

The New York State 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 **and covered individuals**, ~~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 New York State Division of Human Rights (DHR) or in New York State Supreme Court.

Complaints **of sexual harassment filed** with DHR may be ~~filed~~ **submitted** any time **within one three years** of the harassment. If an individual ~~did~~ **does** not file **a complaint with** 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 three~~ **three** years ~~or three years is~~ **are** 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~~ **receive** 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 **by the harassment**, including paying of monetary damages, **punitive 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 sexual harassment hotline at **1 (800) HARASS3** or visit dhr.ny.gov/complaint for more information about filing a complaint. **This hotline can also provide you with a referral to a volunteer attorney experienced in sexual harassment matters who can provide you with limited free assistance and counsel over the phone.** The website has a **digital complaint form process** that can be ~~downloaded, filled out,~~ **completed on your computer or mobile device from start to finish.** ~~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:

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 most recent incident** of 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 **determines that the law may have been violated,** the EEOC will try to reach a voluntary settlement with the employer. If the EEOC cannot reach a settlement, the EEOC (or the Department of Justice in certain cases) will decide whether to file a lawsuit. The EEOC will issue a **Notice of Right to Sue** letter permitting workers ~~the individual~~ to file a ~~complaint~~ lawsuit in federal court if the EEOC closes the charge, is unable to determine if federal employment discrimination law may have been violated, or believes that unlawful discrimination occurred but does not file a lawsuit.

~~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.~~ **Individuals may obtain relief in mediation, settlement or conciliation.** 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 the New York State Division of Human Rights, 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 or discrimination 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 Reeter 22 Reade Street, 10th 1st 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. Those wishing to pursue criminal charges are encouraged to contact the local police department.

Conclusion

The policy outlined above is aimed at providing employees at the St. Lawrence County Industrial Development Agency and covered individuals an understanding of their right to a discrimination and harassment free workplace. All employees should feel safe at work. Though the focus of this policy is on sexual harassment and gender discrimination, the New York State Human Rights Law protects against discrimination in several protected classes including sex, sexual orientation, gender identity or expression, age, race, creed, color, national origin, military status, disability, pre-disposing genetic characteristics, familial status, marital status, criminal history, or domestic violence survivor status. The prevention policies outlined above should be considered applicable to all protected classes.

By my signature, below, I acknowledge that I have received a copy of the above 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
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Employee Signature: _____

Date: _____

Original: Employee File
Copy: For Employee

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

**CONTINUED IMPROVEMENTS UNDER PHASE III RENOVATIONS TO
THE 100 PATERSON STREET FACILITY**

Resolution No. IDA-23-12-xx

December 20, 2023

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on December 20, 2023 at 1:00 PM, 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 Mr. Staples, and upon roll being called, the following members of the SLCIDA were:

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark		
LaBaff, Ernie		
McMahon, Andrew		
Morrill, Steven		
Reagan, James		
Staples, Brian		

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

After the meeting had been duly called to order, Mr. Staples announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the former Newell Manufacturing facility (“100 Paterson St. Property”) in Ogdensburg.

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

RESOLUTION OF THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION WITH PHASE III CONSTRUCTION CHANGE ORDER AT THE 100 PATERSON ST. PROPERTY

Resolution No. IDA-23-12-xx

WHEREAS, the St. Lawrence County Industrial Development Agency (“SLCIDA”) has undertaken the redevelopment of the former Newell Property (the “100 Paterson Street Facility”) and recognizes the importance of the project for economic development purposes in St. Lawrence County, and

WHEREAS, in order to further develop the property and prepare it for tenants, the SLCIDA has entered into a contract with John J. Doyle Builders, Inc. by Resolution IDA-23-03-10, dated March 30, 2023, and

WHEREAS, unforeseen and additional improvements and repairs were and are required to make the facility ready for tenant finishes by John J. Doyle Builders, Inc. and other service providers, and

WHEREAS, work undertaken or required to address the additional cost property development expenses, including improvements and repairs, totals \$79,490.20 (summary attached),

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency does hereby approve the attached additional improvements and repairs for the 100 Paterson Street Facility, and

NOW, THEREFORE, BE IT FURTHER RESOLVED by the St. Lawrence County Industrial Development Agency that the SLCIDA Chief Executive Officer is designated, authorized, empowered, and directed to execute the any agreements necessary to complete the attached additional improvements and repairs.

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

MEMBER	AYE	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark				
LaBaff, Ernie				
McMahon, Andrew				
Morrill, Steven				
Reagan, James				
Staples, Brian				

The Resolution was thereupon declared duly adopted.

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100 Paterson Street Facility – PHASE III - Additional Improvements and Repairs

CO #1 - Remove Old Office Structure	2,542.75
CO #1 - Relocate Electrical Panel	1,800.00
CO #1 - Remove Old Concrete Press Pad	2,327.06
CO #1 - Widen Drive with gravel	5,900.00
CO #1 - Extra work for doors	3,225.83
CO #1 - Fill in old boiler room	22,750.00
CO #1 - Close up openings in Elect Room	8,249.56
CO #1 - Trim Windows installed - Line #7	2,966.00
CO #1 - Permanent Access Ramp	29,729.00
	Total \$ 79,490.20

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No. IDA-23-12-xx
December 20, 2023

PROJECT MODIFICATION RESOLUTION
(ST. LAWRENCE SUDS PROJECT)
IDA PROJECT # 4001-22-07

A regular meeting of St. Lawrence County Industrial Development Agency (the “Agency”) was convened on December 20, 2023, at 1:00 p.m., local time, at 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 Agency 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, Lori Sibley, 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 a proposed project amendment for the benefit of St. Lawrence Suds, LLC.

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

RESOLUTION OF THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AMENDING IDA PROJECT #4001-22-07 DATED October 28, 2022 (i) AUTHORIZING THE EXTENSION OF AGENT STATUS OF ST. LAWRENCE SUDS, LLC. (THE “COMPANY”) FOR A CERTAIN PROJECT (AS MORE PARTICULARLY DESCRIBED HEREIN); (ii) AMENDING THE FORMS OF FINANCIAL ASSISTANCE BEING CONVEYED BY THE SLCIDA WITH RESPECT TO THE PROJECT; (iii) AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS.

WHEREAS, the ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT

AGENCY (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, by resolution adopted October 28, 2022 (the "Project Authorizing Resolution"), the Agency previously appointed **ST. LAWRENCE SUDS, LLC.** (the "Company") as agent to undertake a certain project (the "Project") consisting of: (i) an exemption from sales and use tax on purchases and rentals of goods and services related to the undertaking of a certain project, and (ii) a mortgage recording tax exemption for the financing related to the project, the terms and conditions of which are described and amended in **Exhibit A**, attached hereto and made a part thereof, and as may be more thoroughly described within the Application, and

WHEREAS, the Company has requested the Agency's approval to extend their Agency status for Sale and Use Tax exemption through December 31, 2024 and to increase the Sales and Use Tax exemption to \$25,300, and

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

Section 1. The SLCIDA hereby authorizes an amendment to the Agency Compliance Agreement and accompanying forms to read as follows: The dates of exemption for Project 4001-22-07 will be extended through December 31, 2024.

Section 2. The value of New York state and local sales and use tax exemption provided to the Company under this project will increase from \$19,400 to \$25,300.

Section 3. The SLCIDA hereby authorizes the creation, execution, and delivery of any and all Lease Agreements along with the issuance of a Payment in Lieu of Taxes agreement to the Company.

Section 4. 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 5. 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:

Member	Aye	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.

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EXHIBIT A

1.	Applicant Name/Project Number: St. Lawrence Suds, LLC. – Project [#4001-22-07]	
2.	Project Description (the “Project”): Assistance in the form of an exemption from sales and use tax on purchases and rentals of goods and services related to the undertaking of a certain project, as the Company constructs new facilities and makes improvements at <u>41 WEST MAIN STREET, Canton, NY</u> being more particularly described as TMID No <u>88.041-2-25.1</u> in the Village of Canton, St. Lawrence County, New York, together with new and existing buildings thereon (the “Existing Improvements”) acquisition and construction and, (collectively, the “Improvements”), the acquisition in and around the Land and Improvements and of certain items of equipment and other tangible personal property and equipment (the “Equipment” and, collectively with the Land and the Improvements, the “Facility”).	
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.
4.	Total Amount of Project:	\$780,000 \$1,120,653*
5.	Benefited Project Amount:	\$242,500 \$316,250*
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$19,400 \$25,300*
7.	PILOT Structure	N/A
8.	Mortgage Recording Tax Exemption	\$1,818.75 (based on a MRT exemption provided on a maximum mortgage amount of \$242,500)
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 (3PT)
11.	Expiration of the Financial Assistance:	12/31/2023 12/31/2024**

*Amounts amended by this Resolution

**Date amended by this Resolution

SECRETARY’S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) ss.:

I, the undersigned Secretary of the St. Lawrence County Industrial Development Agency (the “Issuer”), DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of the Issuer, including the resolution contained therein, held on December 20, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of the said original and of such resolution set forth therein and of the whole of said original insofar as the same related to the subject matters therein referred to.

I FURTHER CERTIFY, that (A) all Directors of said Issuer had due notice of said meeting; (B) that the meeting was in all respects duly held; and (C) pursuant to Article 7 of the Public Officers Law (the “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 the Open Meetings Law.

I FURTHER CERTIFY, that there was a quorum of the Directors of the Issuer 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, rescinded, or modified.

IN WITNESS WHEREOF, I have hereunto set my hand of said Issuer as of December 20th, 2023.

Ernest J. LaBaff, Secretary

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
APPROVING RESOLUTION
 BR PROJECT 1, LLC *Project Number 4001-23-07*
 Resolution No. IDA-23-12-xx
December 20, 2023

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on December 20, 2023 at 1:00 P.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, Kimberly Gilbert and Lori Sibley).

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 BR PROJECT 1, 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 BR PROJECT 1, LLC (THE “COMPANY”) A NEW YORK LIMITED LIABILITY COMPANY; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT IN RELATION TO THE PROJECT; (3) AUTHORIZING FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF (A) A PARTIAL EXEMPTION FROM MORTGAGE RECORDING TAX WITH RESPECT TO FINANCING THE CONSTRUCTION OF THE FACILITY;

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 parcel(s) of land consisting of up to 245 acres, but expected to be approximately 111.5 acres, being a portion of a 1,021.45+/- acre parcel of land known as Benson Mines, located at Route 3 and Route 60, Town of Clifton, St. Lawrence County, New York (the “**Land**”); (B) the construction on the Land of up to a 20 MWac 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**”); and (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 Improvements, the “**Facility**”), and (D) the sub sub-lease of the Agency’s interest in the Facility back to the Company pursuant to a leaseback agreement; and

WHEREAS, Project is being undertaken as part of NYSERDA's Build-Ready Program (the "Program") authorized under New York State Public Authorities Law Section 1900, *et. seq.*; and

WHEREAS, pursuant to the Program, NYSERDA and the Company are working on pre-construction development activities for the Project. Upon completion of pre-construction development work, NYSERDA intends to transfer its rights in the Project, including its ownership interest in the Company, to a solar developer chosen through a competitive auction and selection process; and

WHEREAS, the Company further requested a deviation from the Agency's Uniform Tax Exemption Policy ("UTEP") in the form of a PILOT Agreement with a term of 20 years (the "**Deviation**"), which Deviation exceeds the Agency's standard 10-year period of abatement under the Agency's UTEP; and

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

WHEREAS, by a Resolution adopted November 13, 2023, the School District consented to the Deviation, and, by Resolution adopted November 8, 2023, the Town consented to the Deviation; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively, the "SEQR Act" or "SEQR"), the Agency constitutes a "State Agency"; and

WHEREAS, the construction and operating of the Facility is an "Action" under SEQR; and

WHEREAS, the Facility is a Type II Action under SEQR as the Facility is located in the Adirondack Park and is classified as a "Class A Regional Project"; and

WHEREAS, a public hearing (the "**Hearing**") was held on December 12, 2023, 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 Country This Week on December 1, 2023, in the Watertown Daily Times on December 2, 2023, and in The Bargain Hunter on December 4 2023, 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 sublease agreement by and between the Company and the Agency whereby the Company will sublease the Facility to the Agency (the “**Lease Agreement**”) and (b) a leaseback agreement by and between the Agency and Company whereby the Agency sub subleases the Facility back to the Company (the “**Leaseback Agreement**”).

WHEREAS, contemporaneously or subsequent to the closing of the straight-lease transaction contemplated pursuant to this Resolution and as security for the Loan (as such term is defined in the Leaseback Agreement), the Agency and the Company will execute and deliver to one or more lenders to be determined (collectively, the “**Lender**”), one or more mortgages, each to be dated a date not yet determined, in an aggregate amount not to exceed \$26,020,000.00 (collectively, the “**Mortgage**”), and such other loan documents satisfactory to the Agency, upon advice of counsel, in both form and substance, as may be reasonably required by the Lender in connection with the financing of the acquisition, construction and equipping of the Facility and any future financing, refinancing or permanent financing of the costs of acquiring, constructing and equipping of the Facility (collectively, the “**Loan Documents**”).

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 project involves a “Type II Action” as said term is defined in SEQR and, therefore, no further action is required under SEQR; and

- f. It is desirable and in the public interest for the Agency to sublease the Facility back to the Company; and
- g. The Lease Agreement will be an effective instrument whereby the Agency leases the Facility from the Company; and
- h. The Leaseback 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 up to 245 acres, but expected to be approximately 111.5 acres, being a portion of a 1,021.45 acre parcel of land, where the Company will install up to a 20 MWac 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 Clifton; and
- 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; and
- k. Based upon the representations of the Company, the transactions contemplated by the Leaseback Agreement shall not result in the removal of a plant from one area of the State to another area of the State, and
- l. The Loan Documents to which the Agency is a party will be effective instruments whereby the Agency and the Company agree to secure the Loan made to the Company by the Lender.

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) sublease the Land and the Improvements from the Company pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) sub sublease the Facility to the Company pursuant to the Leaseback Agreement, (iv) execute, deliver and perform the Leaseback Agreement, (v) grant a mortgage on and security interests in and to the Facility pursuant to the Loan Documents, and (vi) execute, deliver and perform the Loan Documents to which the Agency is a party.

Section 5. The Agency is hereby authorized to acquire the real property and personal property described in the Leaseback 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. The Agency is hereby further authorized to execute and deliver the Loan Documents in connection with the financing of the costs of acquiring, constructing and equipping the Facility and any future Loan Documents in connection with any future refinancing or permanent financing of such costs of acquiring, constructing and equipping of the Facility without the need for any further or future approvals of the Agency.

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) a partial mortgage recording tax exemption in an amount as indicated in **Exhibit A** (the “Mortgage Recording Tax Exemption”) 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. 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 9.

- 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 Lease Agreement, the Leaseback Agreement the PILOT Agreement, and the Loan Documents 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 Leaseback Agreement).

Section 10. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 11. Any expenses incurred by the Agency with respect to the Facility shall be paid by the Company. By acceptance hereof, the Company agrees to pay such expenses and further agrees to indemnify the Agency, its members, directors, employees and agents and hold the Agency and such persons harmless against claims for losses, damage or injury or any expenses or damages incurred as a result of action taken by or on behalf of the Agency in good faith with respect to the Facility.

Section 12. 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 20, 2023, 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 20, 2023.

Mr. Ernest LaBaff, Secretary

EXHIBIT A

1.	Applicant Name/ Project Number:	BR PROJECT 1, LLC Project #4001-23-07
2.	Project Description: BR PROJECT 1, LLC plans to undertake a project (the “ Project ”) consisting of (A) the acquisition of a sub-leasehold interest in parcel(s) of land consisting of up to 245 acres, but expected to be approximately 111.5 acres, being a portion of a 1,021.45+/- acre parcel of land known as Benson Mines, located at Route 3 and Route 60, Town of Clifton, St. Lawrence County, New York (the “ Land ”); (B) the construction on the Land of up to a 20 MWac 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 ”); and (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 Improvements, the “ Facility ”), and (D) the sub sub-lease of the Agency’s interest in the Facility back to the Company pursuant to a leaseback agreement.	
3.	Type of Financial Assistance Requested:	Partial Exemption from Mortgage Tax the undertaking of the “ Project ” as described above. Partial Real Property Tax Abatement through a PILOT.
4.	Total Amount of Project:	\$ 27,984,000
5.	Benefited Project Amount:	\$ 27,984,000
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$0
7.	PILOT Structure and Estimated Net Exemption from PILOT	20 Year PILOT
8.	Mortgage Recording Tax Exemption	\$195,150
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.	Estimated Expiration of the Financial Assistance:	2046

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 14th day of December, 2023 at 11:00 a.m., local time, in-person at the Cranberry Lake Fire Department, Community Room, 7115 State Route 3, Cranberry Lake, New York 12927 and via Zoom meeting. 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 as follows:

Topic: 2023-1214 - BR Project 1, LLC - Public Hearing
Time: Dec 14, 2023 11:00 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/83942327473?pwd=RVkwQ1ZwUXVIUmtIVlVlVFZ0p5cklzdz09>

Meeting ID: 839 4232 7473

Passcode: 031920

One tap mobile

+19292056099,,83942327473#,,,,*031920# US (New York)

+16469313860,,83942327473#,,,,*031920# US

Dial by your location

- +1 929 205 6099 US (New York)
- +1 646 931 3860 US
- +1 312 626 6799 US (Chicago)
- +1 301 715 8592 US (Washington DC)
- +1 305 224 1968 US

BR PROJECT 1 LLC, a New York limited liability company (the “Company”), which is wholly-owned by the New York Energy Research and Development Authority (“NYSERDA”), 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 parcel(s) of land consisting of up to 245 acres, but expected to be approximately 111.5 acres, being a portion of a 1,021.45+/- acre parcel of land known as Benson Mines, located at Route 3 and Route 60, Town of Clifton, St. Lawrence County, New York (the “Land”); (B) the construction on the Land of up to a 20 MWac 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”); and (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 Improvements, the “Facility”), and (D) the sub-lease of the Agency’s interest in the Facility back to the Company pursuant to a 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 a sub-leasehold 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 the Facility, or of the Company acting as the agent of the Agency, consisting of (i) a partial exemption from mortgage recording tax with respect to financing the construction of the Facility and (ii) a partial 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 11:00 a.m. on the day of the 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 28, 2023

ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

EXHIBIT C

**REPORT OF PUBLIC HEARING
MINUTES OF PUBLIC HEARING HELD ON DECEMBER 14, 2023
ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RE: BR PROJECT 1, LLC**

Patrick Kelly of the St. Lawrence County Industrial Development Agency called the public hearing to order at 11:02 AM, local time, in-person and via Zoom, and stated that the minutes of this public hearing would be recorded.

Zoom Meeting Link:

<https://us02web.zoom.us/j/83942327473?pwd=RVkwQ1ZwUXVIUmtIVlVlVFZ0p5cklzdz09>

Meeting ID: 839 4232 7473

Passcode: 031920

One tap mobile

+19292056099,,83942327473#,,,,*031920# US (New York)

+16469313860,,83942327473#,,,,*031920# US

a public hearing at 11:00 AM local time, in-person at the Town of Clifton, Cranberry Lake Fire Department, Community Room, 7115 State Route 3, Cranberry Lake, New York 12927.

In Attendance: Gillian Black (NYSERDA Representative), Bob Ahlfeld (SLCIDA), Lori Sibley (SLCIDA), and other members of the public (see attached)

Mr. Kelly then read the following:

We are in-person and streaming live via zoom.

BR Project 1, 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) the acquisition of a sub-leasehold interest in parcel(s) of land consisting of up to 245 acres, but expected to be approximately 111.5 acres, being a portion of a 1,021.45+/- acre parcel of land known as Benson Mines, located at Route 3 and Route 60, Town of Clifton, St. Lawrence County, New York. The construction on the Land of approximately 111.5 acres a 20.0 MWac 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.

As this project is a deviation from the St. Lawrence County IDA's Uniform Tax Exemption Policy ("UTEP"), consent resolutions from the Town of Clifton and local School District were obtained.

Mr. Kelly then introduced Gillian Black, Director of NYSERDA's Build Ready program, who explains New York State's goals for decarbonizing and the objectives of the Build Ready program. Mr. Black mentions with NYSERDA's Build Ready program, a potential project is put out to market after all the necessary permits and surveys are in place, and a two-step auction process begins. This project was put out to bid last Fall, and 13 applications have been received to date, with about five or six of those applications under consideration pending a thorough review process.

Mr. Black shows a slide presentation which encompasses various project components such as site approval requirements, project benefits, location, permitting, and the potential for further site developments. He emphasizes that working with the communities is important, and NYSERDA seeks to identify other activities the project can do for the community by initiating a Host Community Benefit Package that will be administered by the IDA, essentially a \$200,000 micro-grant program. NYSERDA anticipates awarding the project and transferring the asset sometime in the summer of 2024.

Public Comments:

Paul Zimmer asks what is the expected life use of the panels. Mr. Gillian Black responds that solar modules will run for years at 80% of original capacity but are likely to be repowered 15- 20 years down the road using the existing racking systems.

Gerald Tanner asks if and how the panels are recycled. Mr. Gillian Black responds that the recycling industry in U.S. is just starting to develop. They will be sent to a recycling facility and there are different ways to extract the valuable materials for reutilization. Mr. Black notes that all projects will have a decommissioning plan and require to post a bond or similar

guarantee of payment for the decommissioning costs. The owner will need to pull everything out and put it back the way it was to clean up the property.

Gerald Tanner asks if there is a time limit relating to the operational status of the facility. Gillian Black notes that if the project is not operating (for some period, typically 12 months), the owner will need to either fix the issue or go into operation or decommission the project. These projects normally produce electricity with very little maintenance.

Gerald Tanner asks if there is battery storage as part of this project. Mr. Black states this project is not permitted for that. If that is something the owner wants, there would have to be another application process involving another environmental study and National Grid study and other permitting processes to get approval for a battery backup system.

Honorable Larry Denesha states the County Board of Legislators passed a resolution encouraging solar developers to use American made material and asks if NYSERDA has any requirements for American-made content. Gillian Black notes that there are Federal Government requirements through the IRA for domestic content and that NYSERDA has some content requirements as well, primarily related to American steel.

Honorable Larry Denesha states the land where this project will be located hasn't been productive for many years and that he is excited about this project. He is glad the project is not located on active farmland. There are solar arrays popping up in other parts of the County using tillable land. This site is the perfect opportunity for this project.

Martin Woods asks if the land will be sodded over to keep the dust down. Mr. Black states that not much grading work will need to be done and they do not anticipate this to be an issue. The DEC requires some moss or grass, and their goal is to keep the ground disturbance to a minimum. He cites projects at landfills which can use concrete blocks as ballast to avoid penetrating the surface membranes.

Heather Wilson states that the snowmobile clubs are pleased that the trail will be moved around the project but will not otherwise be impacted. She points out that there is an expectation that battery powered snowmobiles will soon be available and that charging stations may be a future opportunity. Gillian Black points out that while the infrastructure isn't there right now, and this project is not designed for EV charging stations, it could be a future opportunity.

With no further comments, Patrick Kelly summarizes the PILOT terms that the IDA is considering. It is a 20-year PILOT starting with a payment of \$5,000 per MW. With a 12 MW project, the first year PILOT payment would be \$60,000 and will increase by 2% each year for life of the PILOT. The approximately 1,000-acre property currently generates approximately \$27,000 in property taxes, the portion of the property where the project will be located is about a tenth of the parcel. In the first year, it is estimated that the PILOT will generate \$28,500 for the school, \$20,000 for Town of Clifton, \$1,000 for town charge backs. This means approximately \$1.5 million in payments over the life of the PILOT. Additionally, special district taxes would be made in addition to the PILOT as the IDA does not provide an

exemption from those taxes. At the end of the PILOT, the property would go on the tax roll. If the owner seeks a new PILOT, this process would have to begin again.

Gillian Black adds that the project is based on a 35-year lease, 20 years with three five-year extension options. At the end of 20 years, the owner will start paying taxes unless they request another PILOT with the process outlined by Mr. Kelly.

Hearing no other comments, the Public Hearing was closed at 11:48 AM.

By: Patrick Kelly

For: St. Lawrence County Industrial Development Agency

PUBLIC HEARING
St. Lawrence County Industrial Development Agency
BR Project 1, LLC (Benson Mines Solar)

December 14, 2023 at 11:00 AM
Town of Clifton, NY
Cranberry Lake Fire Department, 7115 State Route 3
Cranberry Lake, NY 12927
SLCIDA [Project 4001-23-07]

No.	Printed Name	Organization/Representation (Optional)
1.	Patrick Kelly	St. Lawrence County IDA
2.	Robert Ahlfeld	St. Lawrence County IDA
3.	Lori Sibley	St. Lawrence County IDA
4.	[REDACTED]	Town Board
5.	[REDACTED]	NYSEIDA
6.	[REDACTED]	Cranberry Lake Mountaineers Snowmobile Club
7.	[REDACTED]	Windfall NY
8.	[REDACTED]	Resident
9.	[REDACTED]	Resident
10.	[REDACTED]	SLC
11.	[REDACTED]	Town of Clifton
12.	[REDACTED]	Clifton-Fire CSD
13.	[REDACTED]	
14.	[REDACTED]	CLFD
15.		
16.		
17.		
18.		
19.		
20.		

EXHIBIT D

	Years	
\$ 60,000.00	1	2026
\$ 61,200.00	2	2027
\$ 62,424.00	3	2028
\$ 63,672.48	4	2029
\$ 64,945.93	5	2030
\$ 66,244.85	6	2031
\$ 67,569.75	7	2032
\$ 68,921.14	8	2033
\$ 70,299.56	9	2034
\$ 71,705.55	10	2035
\$ 73,139.67	11	2036
\$ 74,602.46	12	2037
\$ 76,094.51	13	2038
\$ 77,616.40	14	2039
\$ 79,168.73	15	2040
\$ 80,752.10	16	2041
\$ 82,367.14	17	2042
\$ 84,014.49	18	2043
\$ 85,694.77	19	2044
\$ 87,408.67	20	2045

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PROJECT AUTHORIZING RESOLUTION
 NORTHEASTERN SIGN CORPORATION [IDA Project# 4001-23-08]
 Resolution No. IDA-23-12-xx
 December 20, 2023

A meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on December 20, 2023, at 1:00 PM., local time, at the IDA office, 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, Kimberly Gilbert, and Lori Sibley).

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 NORTHEASTERN SIGN CORPORATION.

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

- (i) ACCEPTING AN APPLICATION SUBMITTED BY NORTHEASTERN SIGN CORPORATION, LIMITED WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW); (ii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE SLCIDA WITH RESPECT TO THE PROJECT; (iii) AUTHORIZING THE UNDERTAKING AND FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO UNDERTAKING THE PROJECT; (iv) APPOINTING THE COMPANY AS SLCIDA’S AGENT FOR PURPOSES OF UNDERTAKING THE PROJECT (v) AUTHORIZING THE EXECUTION AND DELIVERY OF AN AGENT AGREEMENT AND OTHER DOCUMENTS RELATED TO THE FINANCIAL ASSISTANCE; (vi) ACCEPTING AND ADOPTING FINDINGS WITH RESPECT TO THE PROJECT PURSUANT TO SEQRA.**

WHEREAS, the St. Lawrence County Industrial Development Agency (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, NORTHEASTERN SIGN CORPORATION (the "Company") has submitted an application (the "Application") to the SLCIDA requesting the SLCIDA's assistance with the project, the terms and conditions of which are described in Exhibit A, attached hereto and made a part thereof, and as may be more thoroughly described within the Application, and

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

WHEREAS, provision of economic assistance to industrial projects by the SLCIDA is an "action" as that term is defined in the Environmental Act, which must be evaluated by the SLCIDA to determine its environmental effect, and in accordance with the Environmental Act, the SLCIDA conducted an environmental review of the project, a draft of which is attached hereto as Exhibit B, and

WHEREAS, it is contemplated that prior to taking any action the SLCIDA will (i) accept the Company's application for financial assistance in the form of a Sales and Use Tax Exemption; (ii) accept and adopt findings pursuant to SEQRA;

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

Section 1. The Company has presented an Application in a form acceptable to the SLCIDA. Based upon the representations made by the Company to the SLCIDA in the Company's application, the SLCIDA hereby finds and determines that:

(A) By virtue of the Act, the SLCIDA 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 SLCIDA has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the SLCIDA will induce the Company to develop the Project in St. Lawrence County, New York, and otherwise furthering the purposes of the SLCIDA as set forth in the Act; and

(D) The Project will not result in the removal of a civic, commercial, industrial, or manufacturing plant of the Company or any other proposed occupant of the Project from one area of the State of New York (the “State”) to another area of the State or result in the abandonment of one or more plants or facilities of the Company or any other proposed occupant of the Project located within the State; and the SLCIDA hereby finds that, based on the Company’s application, to the extent occupants are relocating from one plant or facility to another, the Project is reasonably necessary to discourage the Project occupants from removing such other plant or facility to a location outside the State and/or is reasonably necessary to preserve the competitive position of the Project occupants in their respective industries.

Section 2. The SLCIDA has reviewed the SEQRA assessment and its findings for the Project and hereby confirms and determines that the Project will not result in any significant adverse environmental impacts.

Section 3. Subject to the execution of an Agency Compliance Agreement and the delivery to the SLCIDA of a binder, certificate or other evidence of liability insurance policy for the Project satisfactory to the SLCIDA, the SLCIDA hereby authorizes the Company to proceed with the undertaking of the Project and hereby appoints the Company, and their respective agents and other designees, as the true and lawful agent of the SLCIDA: (i) to acquire, construct and equip the Project; (ii) to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the SLCIDA with the authority to delegate such agency, in whole or in part, to agents, subagents, contractors, and subcontractors of such agents and subagents and to such other parties as the Company chooses; and (iii) in general, to do all things which may be requisite or proper for completing the Project, all with the same powers and the same validity that the SLCIDA could do if acting in its own behalf.

Section 4. The form and substance of a proposed Agency Compliance Agreement by and between SLCIDA and the Company with respect to the Sales and Use Tax Exemption is hereby approved, and the Chairman, Vice Chairman and/or Chief Executive Officer is authorized to execute and deliver said Agency Compliance Agreement and related documents.

Section 5. The Agency Compliance Agreement shall expire on **December 31, 2024** unless extended pursuant to the terms of the Agency Compliance Agreement.

Section 6. The public hearing, concerning the nature and location of the Facility and the contemplation of the provision of financial assistance is not required;

Section 7. Intentionally omitted;

Section 8. 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 9. These Resolutions 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:

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PROJECT AUTHORIZING RESOLUTION
 NORTHEASTERN SIGN CORPORATION [IDA Project# 4001-23-08]
 Resolution No. IDA-23-12-xx
 December 20, 2023

Member	Aye	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.

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EXHIBIT A

1.	Applicant Name/Project Number: NORTHEASTERN SIGN CORPORATION [#4001-23-08]	
2.	Project Description (the “Project”): NORTHEASTERN SIGN CORPORATION (“Company”) plans to undertake a project to Construct a 684 SF addition to the existing facility to better separate clean and dirty manufacturing processes. Also additional equipment and machinery to support the exploration.	
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.
4.	Total Amount of Project:	\$270,000
5.	Benefited Project Amount:	\$164,545
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$14,000
7.	PILOT Structure	N/A
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	8
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	2
11.	Expiration of the Financial Assistance:	December 31, 2024

SECRETARY’S CERTIFICATION

STATE OF NEW YORK)
COUNTY OF ST. LAWRENCE) SS.:

The undersigned, being the Secretary of the St. Lawrence County Industrial Development Agency, DOES HEREBY CERTIFY THAT:

I have compared the foregoing extract of the minutes of the meeting of the St. Lawrence County Industrial Development Agency (the “Agency”) including the resolution contained therein, held on December 20, 2023 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject in 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 members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed, or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 20th day of December 2023.

Mr. Ernest LaBaff

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution No. IDA-23-12-xx
December 20, 2023

**AUTHORIZING DISPOSAL OF VEHICLE and
PURCHASE OF NEW VEHICLE**

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on December 20, 2023 at 1:00 PM, 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 Mr. Staples, and upon roll being called, the following members of the SLCIDA were:

MEMBER	PRESENT	ABSENT
Blevins, Lynn		
Hall, Mark		
LaBaff, Ernie		
McMahon, Andrew		
Morrill, Steven		
Reagan, James		
Staples, Brian		

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

After the meeting had been duly called to order, Mr. Staples announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the purchase of a new vehicle.

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

RESOLUTION OF THE ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY AUTHORIZING THE EXECUTION OF CERTAIN DOCUMENTS IN CONNECTION WITH THE VEHICLE PURCHASE

Resolution No. IDA-23-12-xx

WHEREAS, the St. Lawrence County Industrial Development Agency (SLCIDA), authorized the trade in of a 2014 Chevrolet Traverse VIN: [REDACTED] 8350 and purchase of a new vehicle for Agency staff use, and,

WHEREAS, pursuant to its procurement policy, the SLCIDA staff advertised and solicited proposals from car dealerships throughout St. Lawrence County for a new 2023 or 2024 model year AWD, Mini Van, and

WHEREAS, the SLCIDA received one (1) bid, a summary of which is attached hereto and made part hereof, and

NOW, THEREFORE, BE IT RESOLVED consistent with its procurement policy, the St. Lawrence County Industrial Development Agency does hereby award the bid to the following vendor:

Vendor Name:	<u>Blevins Motors, Inc.</u>
Vehicle:	<u>2023 Chrysler Pacifica Touring L</u>
Amount (Not to Exceed):	<u>\$41,007.50</u>

NOW, THEREFORE, BE IT FURTHER RESOLVED by the St. Lawrence County Industrial Development Agency that the SLCIDA Chief Executive Officer is designated, authorized, empowered, and directed to execute the any agreements necessary to complete the purchase.

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

MEMBER	AYE	NAY	ABSTAIN	ABSENT
Blevins, Lynn				
Hall, Mark				
LaBaff, Ernie				
McMahon, Andrew				
Morrill, Steven				
Reagan, James				
Staples, Brian				

The Resolution was thereupon declared duly adopted.

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ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Resolution No. IDA-23-12-xx
 December 20, 2023

**AUTHORIZING ALLOCATIONS THROUGH THE
 ST LAWRENCE COUNTY AMERICAN RESCUE PLAN ACT
 ECONOMIC DEVELOPMENT AND TOURISM FUNDING PROGRAM**

WHEREAS, on August 1, 2022, the St. Lawrence County Board of Legislators approved accepting the County’s American Rescue Plan Act (“ARPA”) Committee’s recommendation for the portion of American Rescue Plan Act Funds to be administered by the St. Lawrence County Industrial Development Agency (“IDA”), and

WHEREAS, the Board of Legislators declared that “economic development and tourism are essential to improving the services and activities available in St. Lawrence County” and allocated \$2,900,000 in ARPA funds to be distributed through the St. Lawrence County Industrial Development Agency (“IDA”) to organizations impacted by the COVID-19 pandemic, and

WHEREAS, these recommendations included authorizing funds for Economic Development and Tourism as allowed within the scope of the ARPA Final Rule, and

WHEREAS, St. Lawrence County and the IDA have an existing economic development services agreement through which the IDA provides economic development services for the County and the allocation of these funds by the IDA is being performed within the scope of this existing economic development services agreement, and

WHEREAS, the St. Lawrence County Industrial Development Agency is now accepting applications for ARPA funding assistance, and

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency, having exercised its own due diligence in the matter, authorizes the allocation of ARPA funds in the amounts as described in the attached document (Exhibit A),

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

Move:				
Second:				
VOTE	AYE	NAY	ABSTAIN	ABSENT
Blevins				
Hall				
LaBaff				
McMahon				
Morrill				
Reagen				
Staples				

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

/s/

 Lori Sibley December 20, 2023