

**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

March 26, 2024

Call to Order

Roll Call

Public Notice March 22, 2024

Public Comment

Approval of February 27, 2024 1-4
Minutes

Financial Report

Committee Reports Audit and Finance Committee (Hall, McMahon, Staples)
 Governance Committee (Blevins, Hall, LaBaff)

Staff Report Patrick Kelly

Old Business None

New Business Resolution: Annual Review: Code of Ethics.....5-6
 Resolution: Annual Review: Compensation, Reimbursement and Attendance Policy. 7
 Resolution: Annual Review: Defense and Indemnification Policy 8
 Resolution: Annual Review: Whistleblower Policy 9-11
 Resolution: Annual Review: Real Property Report..... 12-17
 Resolution: Amendatory/Approving Resolution for PIVOT Solar NY 10, LLC.... 18-31
 Resolution: Project Authorizing Resolution for Cives Steel Company 32-37
 Resolution: Accepting 2023 Audit 38
 2023 Audit separate attachment
 Resolution: 2023 Annual Report [PARIS] *separate attachment*
 Resolution: 2023 Mission and Performance Report and Annual Assessment of IDA
 Projects *separate attachments*
 Resolution: Authorizing Allocations Through the American Rescue Plan Act Economic
 Development & Tourism Funding Program..... 39

Executive Session

Adjournment

THIS PAGE INTENTIONALLY LEFT BLANK

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Meeting of February 27, 2024

CALL TO ORDER: Chairman Staples calls the meeting to order at 1:01 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	Present (via Zoom)	Reagen.....	Present
Hall.....	Present		

A quorum is recognized.

IDA Staff present: Patrick Kelly, Kimberly Gilbert, Lori Sibley, and Richard Williams. IDA-LDC Staff present: John Pinkerton.

Others present: Andrew Gardner, Reporter for Johnson Newspapers (via Zoom).

PUBLIC NOTICE: Public notifications sent February 20, 2024, to, at a minimum: newspapers designated for the publication of local laws and other matters required by law to be published; additional local media sources and websites.

PUBLIC COMMENT: None

APPROVAL OF MINUTES: Motion to accept the minutes of the December 20, 2023 meeting by Mr. LaBaff, seconded by Mr. Reagen. The motion is approved unanimously.

FINANCIAL REPORTS: None

COMMITTEE REPORTS: The Audit and Finance Committee met this morning (Mr. Hall and Mr. Staples). On behalf of the committee, Mr. Hall provides the following summary: The annual financial audit is underway. The auditors are currently in-house conducting fieldwork. Reports will be drafted soon.

STAFF REPORT: Mr. Kelly highlights some recent activities.

Air Products and Chemicals: The site clearing completed and there was a recent article referencing the potential lowering of the speed limit at the site. Also, IDA staff have been meeting with company officials to discuss resources available for workforce development.

Property: *Canton Industrial Building*: St. Lawrence-Lewis BOCES (Adult Education and Workforce Development) is interested in occupying space in the Ernest J. LaBaff Industrial Building. As part of the partnership we've developed with BOCES, staff recently served on an advisory committee to help evaluate programs to make sure they are aligned to local workforce needs for the BOCES Comprehensive Local Needs Assessment.

Lighting updates and improvements: We are working with National Grid to utilize their incentives to get higher quality and more efficient lighting for the Canton Industrial Building.

Massena Downtown Revitalization Initiative (DRI): A resolution will be presented today for architecture and engineering design services for the Massena School of Business DRI project. A kick off meeting for the project with the Village is expected to be held later this week.

St. Lawrence-Lewis BOCES: Business Connections – Spotlight on Resources (BOCES): Staff assisted with organizing the January 23rd event at Seaway Tech in Norwood. The opportunity to connect businesses with programs and students at the BOCES Career and Technical Education Centers has been positive. Staff are beginning outreach efforts now to invite businesses to the next event at Northwest Tech in Ogdensburg on March 26th.

Training Programs: The next cohort for the Certified Clinical Medical Assistant program and the Heavy Equipment Operator Training Program is full. Both of those programs are offered through St. Lawrence-Lewis BOCES Adult Education and Workforce Development. Also, the CDL-A program offered through the SUNY Canton CREST Center is full through October. All of these programs receive funding support through the St. Lawrence County ARPA funds.

Fort Drum: Ms. Sibley attended a job fair at Fort Drum on February 1st and is connecting transitioning soldiers with employers in the County.

Gateways to Careers: Ms. Sibley and Mr. Ahlfeld will attend Gateways to Careers at SUNY Canton on March 13th.

Tradeshows: Mr. Ahlfeld will attend the Québec-New York Transportation Rendezvous on March 19th in Plattsburgh.

Adirondack Park Community Smart Growth Program: Staff recently submitted an application to the NYS Grants Gateway Program for an Adirondack Smart Growth Grant for funding up to \$61,000. If awarded, the grant will allow funds for a digital sign to be placed on State Highway 3 in the Town of Fine, in the hamlet of Star Lake, to welcome visitors and tourists to the Adirondack Park region.

Annual Reports: Annual *PARIS* report documents for the Comptroller's Office have been distributed to companies. About 90% of those forms have been returned so far. *Annual Financial Disclosure forms* have been sent to IDA members and staff, *Board Evaluation Forms* were sent to IDA members, and the Annual Mission and Performance Report is being compiled as part of our annual reporting requirements.

PILOT bills totaling \$483,254 went out to companies in January. When payments are received, the money is provided to the affected taxing jurisdictions. The county will receive approximately \$127,000, the towns will receive approximately \$67,000, one village will receive approximately \$15,000, and the local schools with *PILOT* projects will receive approximately \$272,000. This is above and beyond the taxes paid on the underlying property for the projects. Mr. LaBaff and Mr. Reagen request the *PILOT* billing information be compiled in a report to show the total *PILOT* generated by IDA projects and paid to the taxing jurisdictions in St. Lawrence County. Mr. Kelly notes that the information will be highlighted in the annual report to the St. Lawrence County Board of Legislators.

Governance Committee: A Governance Committee meeting will be scheduled in March.

Appointments/Reappointments: Mr. Morrill has been reappointed to the IDA Board for another three-year term by the St. Lawrence County Board of Legislators.

SLC Correctional Facilities Task Force: In response to the Governor's budget proposal that includes closing up to five correctional facilities, a number of representatives from the Ogdensburg and Gouverneur areas, including legislative representatives from the County and the IDA, have come together in support of keeping the facilities in operation. Legislator and IDA member Reagen is the Chair of the group.

A document of talking points in support of the facilities which has been created by the group is circulated. Mr. LaBaff comments that the messaging in support of the facilities should be highlighted and kept as short and simple as possible.

NYS Economic Development Council: The annual meeting for the New York State Economic Development Council is scheduled for May 22-24.

NEW BUSINESS:

Resolution IDA-24-02-01: Standard Workday and Reporting Resolution: In order to calculate days worked for an employee in the New York State and Local Employees Retirement System, the number of hours that constitute a standard workday for each position must be established. These hours represent the minimum number of hours per day a full-time employee in that title is required to work to be eligible for benefits through the New York State retirement system. Hours worked for the affiliated development corporations are in addition to the standard workday hours of the IDA. Mr. LaBaff motions to accept Resolution IDA-24-02-01, seconded by Mr. Reagen. The Resolution is approved by unanimous vote.

Resolution IDA-24-02-02: Support for the Continued Operation of the New York State Correctional Facilities in St. Lawrence County: A Task Force Committee has been established to help relay important messaging to our state leaders that closing either of the correctional facilities in St. Lawrence County would be devastating to this area. Mr. Reagen motions to accept Resolution IDA-24-02-02, seconded by Mr. LaBaff. The Resolution is approved by unanimous vote.

Resolution IDA-24-02-03: Approving a Lease for Space in the Canton Industrial Park Ernest. J. LaBaff Industrial Building to St. Lawrence-Lewis BOCES: The St. Lawrence-Lewis BOCES Adult Education and Workforce Development program has requested to lease space within the Canton Industrial Building. The three-year lease will include a two -year extension and will create a greater and more significant connection with BOCES. The space will be used for offices, training, and development. Mr. LaBaff motions to approve Resolution IDA-24-02-03, seconded by Mr. Reagen. The motion is approved by unanimous vote.

Resolution IDA-24-02-04: Authorizing an Agreement with Aubertine and Currier for the Massena School of Business DRI Project: After an RFP process, Aubertine and Currier Architects, Engineers & Land Surveyors, PLLC is recommended to provide Architecture and Engineering Design Services for the Massena School of Business DRI project. Mr. LaBaff motions to approve Resolution IDA-24-02-04, seconded by Mr. Reagen. The motion is approved by unanimous vote.

EXECUTIVE SESSION: A motion is made by Mr. LaBaff to go into executive session at 1:23 PM to discuss the financial, credit, or employment history of a particular person or corporation, seconded by Mr. Hall. A motion to return to regular session is made by Mr. LaBaff, seconded by Mr. Reagen at 1:53 PM. Mr. Kelly clarifies that discussions regarding potential litigation and the proposed acquisition, sale, or lease of real property were also discussed in the executive session.

Resolution IDA-24-02-05: 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 motions to accept Resolution IDA-24-02-05, seconded by Mr. Reagen. Mr. Blevins abstains due to a personal affiliation with one of the applicants. The motion is approved with four yes votes.

OLD BUSINESS: None

ADJOURNMENT: A motion to adjourn is made by Mr. Blevins/Mr. Hall. The meeting adjourns at 1:44 PM by unanimous vote.

Mr. Ernest LaBaff, Secretary

DRAFT

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-24-03-xx

Governance Committee Review: March 26, 2024

March 26, 2024

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

WHEREAS, after review, the Code has been updated, and

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

Code of Ethics

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

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

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

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

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
March 26, 2024

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Res. No. IDA-24-03-xx

Governance Committee Review: March 26, 2024
March 26, 2024

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

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

Compensation, Reimbursement and Attendance

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

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

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

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

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
March 26, 2024

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

Res. No. IDA-24-03-xx

Governance Committee Review: March 26, 2024

March 26, 2024

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

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

Defense and Indemnification

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

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

Move:				
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
March 26, 2024

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Res. No. IDA-24-03-xx
Governance Committee Review: March 26, 2024
March 26, 2024

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

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

Whistleblower Policy and Procedures
--

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

Purpose:

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

Definitions:

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

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

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

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

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

Section I: Reporting Wrongdoing

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

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

Section II: No Retaliation or Interference

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

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

Section III: Other Legal Rights Not Impaired

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

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

Move:				
Second:				
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
March 26, 2024

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Resolution No. IDA-24-03-xx
 March 26, 2024

2024 REVIEW OF DISPOSITION OF REAL PROPERTY GUIDELINES
 And
2023 REPORT OF PROPERTY

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

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

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

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

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

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

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

Move:				
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
 March 26, 2024

DISPOSITION OF PROPERTY GUIDELINES

RESOLUTION NO. IDA-24-03-XX (MARCH 26, 2024)

PURSUANT TO SECTION 2896 OF THE PUBLIC AUTHORITIES LAW

SECTION 1. DEFINITIONS

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

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

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

SECTION 2. DUTIES

A. The Local Authority shall:

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

B. The Local Authority shall

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

SECTION 2. TRANSFER OR DISPOSITION OF PROPERTY

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

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

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

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

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

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

- (i) Except as permitted by all applicable law, all disposals or contracts for disposal of property made or authorized by the Local Authority Contracting Officer shall be made after publicly advertising for bids except as provided in subsection (iii) of this Section F.
- (ii) Whenever public advertising for bids is required under subsection (i) of this Section F:
 - (A) the advertisement for bids shall be made at such time prior to the disposal or contract, through such methods, and on such terms and conditions as shall permit full and free competition consistent with the value and nature of the property proposed for disposition;
 - (B) all bids shall be publicly disclosed at the time and place stated in the advertisement; and
 - (C) the award shall be made with reasonable promptness by notice to the responsible bidder whose bid, conforming to the invitation for bids, will be most advantageous to the Local Authority, price and other factors considered; provided, that all bids may be rejected at the Local Authority's discretion.
- (iii) Disposals and contracts for disposal of property may be negotiated or made by public auction without regard to subsections (i) and (ii) of this Section F but subject to obtaining such competition as is feasible under the circumstances, if:

- (A) the personal property involved has qualities separate from the utilitarian purpose of such property, such as artistic quality, antiquity, historical significant, rarity, or other quality of similar effect, that would tend to increase its value, or if the personal property is to be sold in such quantity that, if it were disposed of under subsections (i) and (ii) of this Section F, would adversely affect the state or local market for such property, and the estimated fair market value of such property and other satisfactory terms of disposal can be obtained by negotiation;
 - (B) the fair market value of the property does not exceed fifteen thousand dollars;
 - (C) bid prices after advertising therefore are not reasonable, either as to all or some part of the property, or have not been independently arrived at in open competition;
 - (D) the disposal will be to the state or any political subdivision or public benefit corporation, and the estimated fair market value of the property and other satisfactory terms of disposal are obtained by negotiation; or
 - (E) under those circumstances permitted by subdivision seven of this section; or
 - (F) such action is otherwise authorized by law.
- (iv) (A) An explanatory statement shall be prepared of the circumstances of each disposal by negotiation of:
- (1) any personal property which has an estimated fair market value in excess of fifteen thousand dollars;
 - (2) any real property that has an estimated fair market value in excess of one hundred thousand dollars, except that any real property disposed of by lease or exchange shall only be subject to clauses (3) and (4) of this subparagraph;
 - (3) any real property disposed of by lease if the estimated annual rent over the term of the lease is in excess of fifteen thousand dollars;
 - (4) any real property or real and related personal property disposed of by exchange, regardless of value, or any property any part of the consideration for which is real property.
- (B) Each such statement shall be transmitted to the persons entitled to receive copies of the report required under all applicable law not less than ninety (90) days in advance of such disposal, and a copy thereof shall be preserved in the files of the Local Authority making such disposal.

G. Disposal of Property for Less Than Fair Market Value

- (i) No asset owned, leased or otherwise in the control of the Local Authority may be sold, leased, or otherwise alienated for less than its fair market value except if:
 - (A) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;
 - (B) the purpose of the transfer is within the purpose, mission or governing statue of the Local Authority; or
 - (C) in the event the Local Authority seeks to transfer an asset for less than its fair market value to other than a governmental entity, which disposal would not be consistent with the Local Authority's mission, purpose or governing statues, the Local Authority shall provide written notification thereof to the Governor, the Speaker of the Assembly, and the Temporary President of the Senate, and such proposed transfer shall be subject to denial by the Governor, the Senate, or the Assembly. Denial by the Governor shall take the form of a signed certification by the Governor. Denial by either House of the Legislature shall take the form of a resolution by such House. The Governor and each House of the legislature shall take any such action within sixty days of receiving notification of such proposed transfer during the months of January through June, provided that if the Legislature receives notification of a proposed transfer during the months of July through December, the legislature may

take such action within sixty days of January first of the following year. If no such resolution or certification is performed within sixty days of such notification of the proposed transfer to the Governor, Senate, and Assembly, the Local Authority may effectuate such transfer. Provided, however, that with respect to a below market transfer by the Local Authority that is not within the purpose, mission or governing statute of the Local Authority, if the governing statute provides for the approval of such transfer by the executive and legislative branches of the political subdivision in which the Local Authority resides, and the transfer is of property obtained by the Local Authority from that political subdivision, then such approval shall be sufficient to permit the transfer.

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

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

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

Inventory of IDA Real Estate -2023 Report

SWIS	Tax Map Number	Street	Town	Property Identification	Property ID (Internal)	Occupant(s)	Lot Size	Building Size	Value in our Books	Status	Assessment
404001	173.034-2-2	Factory St	Gouverneur	Gouverneur Ind. Park land		Vacant Land	26.3	N/A	\$74,140	N/A	\$123,000
402201	88.049-1-2.121	19 Commerce Ln	Canton	Canton Ind. Building	1CIB	SLCIDA (Owner)	22.5	15,400	\$2,190,697	Lease	\$1,150,000
402201	88.049-1-2.121	19 Commerce Ln	Canton	Canton Industrial Park (land)	CIP	SLCIDA (Owner)	20.4	N/A	\$343,240	N/A	150,000
405801	016.027-4-8	24 Trade Road	Massena	Lot 12 – Massena Ind. Park	MIB-L12	Vacant Land	2.3	N/A	\$40,963	N/A	\$30,700
402600	214.000-4-26	CR60	Clifton	Newton Falls Rail	MANRR	Rail	43.3	N/A	\$00	N/A	\$350,000
403600	213.000-6-46	N/A	Fine	Newton Falls Rail	MANRR	Rail	85.1	N/A	\$00	N/A	\$3,748,148
407200	222.001-1-9	Jayville Rd	Pitcairn	Newton Falls Rail	MANRR	Rail	82.5	N/A	\$00	N/A	\$1,000,000

Disposition in 2022:											
SWIS	Tax Map #		Town	Property Identification	Property ID (Internal)	Occupant	Lot Size	Building Size	Appraisal	Fair Market Value	Sale/Lease Price
None											

**ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
AMENDATORY RESOLUTION
APPROVING RESOLUTION**

Pivot Solar NY 10 LLC *Project Number 4001-23-02*

Resolution No. IDA-23-06 -20

March 26, 2024

A regular meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on March 26, 2024, at 3:00 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 an amendatory resolution to the project for the benefit of Pivot Solar NY 10 LLC previously approved by resolution on June 27, 2023.

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

AN AMENDATORY RESOLUTION (1) AUTHORIZING THE DEVELOPMENT OF A CERTAIN PROJECT (AS MORE FULLY DESCRIBED BELOW) BY PIVOT SOLAR NY 10 LLC (THE “COMPANY”) A NEW YORK LIMITED LIABILITY COMPANY; (2) ADOPTING FINDINGS PURSUANT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT (“SEQRA”) IN RELATION TO THE PROJECT; (3) AUTHORIZING ADDITIONAL FINANCIAL ASSISTANCE TO THE COMPANY FOR THE PROJECT IN THE FORM OF A SALES AND USE TAX EXEMPTION FOR PURCHASES AND RENTALS RELATED TO THE

ACQUISITION, CONSTRUCTION, IMPROVEMENT, AND EQUIPPING OF THE PROJECT (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 an approximately 33 acre parcel of land, being a portion of an 85.8 acre parcel of land, located at 5986 County Route 6, Town of Oswegatchie, St. Lawrence County, New York 13669 (the “**Land**”); (B) the construction on the Land of an approximately 33 acre 5.0 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 Issuer’s interest in the Facility back to the Company pursuant to a leaseback agreement; and

WHEREAS, the Company further requested a deviation from the Agency’s Uniform Tax Exemption Policy (“**UTEP**”) in the form of an agreement for Payments in Lieu of Taxes (“**PILOT Agreement**”) with a term of 15 years (the “**Deviation**”), which Deviation exceeds the Agency’s standard 10-year period of abatement under the Agency’s UTEP; and

WHEREAS, as required by the Agency's UTEP the consent of the Town of Oswegatchie (the "**Town**"), and the Ogdensburg City School District (the "School District") was required prior to the Agency approval of the Deviation; and

WHEREAS, by a Resolution adopted May 2, 2023, the School District consented to the Deviation, and, by Resolution adopted May 15, 2023, the Town consented to the Deviation; and

WHEREAS, to aid the Agency in making a determination whether the acquisition, construction, installation and equipping of the Facility will be in conformance with Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Company has submitted to the Agency a completed Full Environmental Assessment Form dated July 14, 2022 (the "**EAF**") with respect to the Project; and

WHEREAS, pursuant to SEQRA, the Agency has been informed that (1) the Town Planning Board (the "Planning Board") was designated to act as "lead agency" with respect to the Project, and (2) the Planning Board issued a Determination of Non-Significance on November 28, 2022 (the "Negative Declaration") determining that (a) the acquisition, construction and installation of the Project Facility will result in no significant adverse impacts on the environment and (b) an environmental impact statement need not be prepared with respect to the Project; and

WHEREAS, a public hearing (the "**Hearing**") was held on June 13, 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 Ogdensburg Journal on May 25, 2023, the North County This Week on May 26, 2023 and in the Watertown Daily Times on May 27, 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 company lease agreement by and between the Agency and Company whereby the Company will lease the Facility to the Agency (the "**Lease Agreement**") and (b) a lease agreement by and between the Agency and Company whereby the Agency subleases the Facility back to the Company (the "**Leaseback Agreement**"); and

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 \$7,427,600.00 (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**”); and

WHEREAS, in the Approving Resolution dated June 27, 2023, the Agency approved the exemption from mortgage recording tax in an amount not to exceed \$55,707.00, which the Company has elected not to utilize, and the abatement of real property taxes (as set forth in the PILOT Schedule attached as Exhibit D hereof); and

WHEREAS, the Company has requested the following additional benefits: exemptions from New York State and local sales and use taxes in an amount as listed in **Exhibit A**.

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

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

Section 2. The Agency hereby finds and determines:

- a. By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and
- b. The Facility constitutes a “project”, as such term is defined in the Act; and
- c. The acquisition, construction, improvement and equipping of the Facility and the leasing of the Facility to the Company, will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of St. Lawrence County (the “County”), and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and
- d. Based upon representations of the Company and counsel to the Company, the Facility conforms with the local zoning laws and planning regulations and all regional and local land use plans for the area in which the Facility is located; and
- e. The Facility and the operations conducted therein do not have a significant effect on the environment, as determined in accordance with Article 8 of the Environmental Conservation Law of the State of New York and the regulations promulgated thereunder; and
- f. It is desirable and in the public interest for the Agency to sublease the Facility back to the Company; and

- g. The 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 a 33 +/- acre parcel of land, being a portion of an 85.8 +/- acre parcel of land, where the Company will install a 5.0 MW-AC ground-mounted photovoltaic solar energy system including panels, racking, inverters, electrical cables, grid interconnection, site preparation, access roads and any other required improvements. The Facility, being located in the Town of Oswegatchie; 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) lease the Land and the Improvements from the Company pursuant to the Lease Agreement, (ii) execute, deliver and perform the Lease Agreement, (iii) 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 Lease Agreement, and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire the Facility and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition are hereby approved, ratified and confirmed. 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 additional economic benefits to be granted to the Company in connection with the construction, improvement and equipping of the Facility in the form of exemptions from New York State and local sales and use taxes in an amount as listed in Exhibit A in connection with the purchase or lease of equipment, building materials, services or other personal property consistent with the policies of the Agency.

Section 8. Subject to the provisions of this resolution, the Company is herewith and hereby appointed the agent of the Agency to acquire, construct, improve and equip the Facility. The Company is hereby empowered to delegate its status as agent of the Agency to its agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors, and such other parties as the Company may choose in order to acquire, construct, improve and equip the Facility. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services and supplies to the Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency, shall be deemed to be on behalf of the Agency and for the benefit of the Facility.

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

Section 10. The form and substance of the Agency Documents, as hereinafter defined, to which the Agency is a party (each in substantially the forms presented to or approved by the Agency and which, prior to the execution and delivery thereof, may be redated and renamed) are hereby approved.

Section 11.

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

- b. The Chairman, the Executive Director of the Agency or any member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 12. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Agency Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Agency Documents binding upon the Agency.

Section 13. 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 14. 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 March 26, 2024, 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 March 26, 2024.

Mr. Ernie LaBaff, Secretary

EXHIBIT A

1.	Applicant Name/ Project Number:	PIVOT SOLAR NY 10 LLC Project #4001-23-02
2.	Project Description: PIVOT SOLAR NY 10 LLC plans to undertake a project (the “ Project ”) consisting of (A) the acquisition of a sub-leasehold interest in an approximately 33 acre parcel of land, being a portion of a 85.8 acre parcel of land, located at 5986 County Route 6, Town of Oswegatchie, St. Lawrence County, New York 13669 (the “ Land ”); (B) the construction on the Land of an approximately 33 acre 5.0 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 Issuer’s interest in the Facility back to the Company pursuant to a leaseback agreement	
3.	Type of Financial Assistance Requested:	Exemption from sales and use taxes on purchases and rentals of goods and services relating to the undertaking of the Project as described above. Partial Real Property Tax Abatement through a PILOT.
4.	Total Amount of Project:	\$9,907,365
5.	Benefited Project Amount:	\$9,907,365
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$50,000
7.	PILOT Structure and Estimated Net Exemption from PILOT	15 Year PILOT
8.	Mortgage Recording Tax Exemption	N/A
9.	Full-time Equivalent Jobs to be Retained as a Result of the Project:	0
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
11.	Expiration of the Financial Assistance:	2039

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 13th day of June, 2023 at 10:00 a.m., local time, in-person at the Town of Oswegatchie, Town Hall, 51 State Street (Meeting Room), Heuvelton, New York and via Zoom meeting. Instructions on how to join the Zoom meeting or how to attend in-person are posted on the Agency’s website at www.slcida.com. 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:

Topic: 2023-0613_Public Hearing – Pivot Solar NY 10, LLC
Time: June 13, 2023 10:00 AM Eastern Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/81311346330?pwd=Sm0wL09BelJUThzZF1QTkdHaVk4QT09>

Meeting ID: 813 1134 6330

Passcode: 239237

One tap mobile

+19292056099,,81311346330#,,,,*239237# US (New York)

+16469313860,,81311346330#,,,,*239237# US

Dial by your location

+1 929 205 6099 US (New York)

+1 646 931 3860 US

PIVOT SOLAR NY 10 LLC, a New York limited liability company (the “Company”), has submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of: (A) the acquisition of a sub-leasehold interest in an approximately 33 acre parcel of land, being a portion of a 85.8 acre parcel of land, located at 5986 County Route 6, Town of Oswegatchie, St. Lawrence County, New York 13669 (the “Land”); (B) the construction on the Land of an approximately 33 acre 5.0 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 Issuer’s interest in the Facility back to the Company pursuant to a project/leaseback agreement.

The Company will own a leasehold interest in the Facility from the current owner through a long-term lease. The Agency will acquire an interest in the Facility. The financial assistance contemplated by the Agency will consist generally of the exemption from taxation

expected to be claimed by the Company as a result of the Agency taking an interest in, possession or control (by lease, license or otherwise) of the Facility, or of the Company acting as the agent of the Agency, consisting of (i) an exemption from mortgage recording taxes and (ii) an exemption from general real property taxation with respect to the Facility, which exemption shall be offset, in whole or in part, by contractual payments in lieu of taxes (the "PILOT") by the Company for the benefit of the affected tax jurisdictions.

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

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

DATED: May 19, 2023

ST. LAWRENCE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY

EXHIBIT C

REPORT OF PUBLIC HEARING

MINUTES OF PUBLIC HEARING HELD ON JUNE 13, 2023

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

RE: PIVOT SOLAR NY 10 LLC

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

<https://us02web.zoom.us/j/81311346330?pwd=Sm0wL09BellJUThzZF1QTkdHaVk4QT09>

Meeting ID: 813 1134 6330

Passcode: 239237

One tap mobile

+16469313860,,81311346330#,,,,*239237# US

+19292056099,,81311346330#,,,,*239237# US (New York)

a public hearing at 10:00 AM local time, in-person at the Town of Oswegatchie, Town Hall, 51 State Street, Heuvelton, New York

Public in Attendance: Gordan Woodcock, Director, Project Development for Pivot Solar, 908-230-6142 (would not identify themselves).

Mr. Williams then read the following:

We are in-person and streaming live via zoom.

PIVOT SOLAR NY 10 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 an approximately 33 acre parcel of land, being a portion of an 85.8 acre parcel of land, located at 5986 County Route 6, Town of Oswegatchie, St. Lawrence County, New York. The construction on the Land of an approximately 33 acre 5.0 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.

Public Comments: No public comment was made.

There being no comments, the Public Hearing was closed at 10:15 AM.

By: Richard Williams
For: St. Lawrence County Industrial Development
Agency

EXHIBIT D

SCHEDULE A

Table for In-Lieu-of-Taxes Payment:
St. Lawrence County, Town of Oswegatchie,
and
Ogdensburg City School District

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

Taxable Status Date: March 1, 2024

Tax Year Beginning: School District 2024/2025
Town and County 2025

\$5,000 per MW for the first year, resulting in \$25,000.00 to the School District, Town and County, on a pro rata basis.

The amount would increase by 2% each year for 15.

PILOT term would be 15 years

YEAR	SCHOOL	TOWN/COUNTY	PAYMENT
1	2024/2025	2025	\$25,000.00
2	2025/2026	2026	\$25,500.00
3	2026/2027	2027	\$26,010.00
4	2027/2028	2028	\$26,530.20
5	2028/2029	2029	\$27,060.80
6	2029/2030	2030	\$27,602.02
7	2030/2031	2031	\$28,154.06
8	2031/2032	2032	\$28,717.14
9	2032/2033	2033	\$29,291.48
10	2033/2034	2034	\$29,877.31
11	2034/2035	2035	\$30,474.86
12	2035/2036	2036	\$31,084.36
13	2036/2037	2037	\$31,706.04
14	2037/2038	2038	\$32,340.17
15	2038/2039	2039	\$32,986.97

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
PROJECT AUTHORIZING RESOLUTION
 CIVES STEEL COMPANY, NORTHERN DIVISION [IDA Project# 4001-24-01]
 Resolution No. IDA-24-03-xx
 March 26, 20243

A meeting of the St. Lawrence County Industrial Development Agency (the “SLCIDA”) was convened on March 26, 2024, at 3:00 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 Cives Steel Company, Northern Division.

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:

- (i) ACCEPTING AN APPLICATION SUBMITTED BY CIVES STEEL COMPANY, NORTHERN DIVISION 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, Cives Steel Company, Northern Division (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
 CIVES STEEL COMPANY, NORTHERN DIVISION [IDA Project# 4001-24-01]
 Resolution No. IDA-24-03-xx
 March 26, 2024

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.

[REMAINDER OF THIS PAGE LEFT INTENTIONALLY BLANK]

EXHIBIT A

1.	Applicant Name/Project Number: CIVES STEEL COMPANY, NORTHERN DIVISION [#4001-24-01]	
2.	Project Description (the “Project”): Cives Steel Company, Northern Division (“Company”) plans to undertake a project to acquire and install a Peddinghaus, 40' AFPS 863 Anglemaster-HD fabricator, including hydraulic tank heater, 270 series tooling and Raptor Light Software.	
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:	\$666,157
5.	Benefited Project Amount:	\$666,157
6.	Estimated value of NYS Sales & local sales and use tax exemption to be provided to the Company for this Project:	\$54,000
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:	135
10.	Full-Time Equivalent Jobs to be Created as a Result of the Project:	0
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 March 26, 2024 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 26th day of March 2024.

Mr. Ernie LaBaff

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Resolution No. IDA-24-03-xx
 March 26, 2024

ACCEPTING FY2023 SLCIDA AUDIT

WHEREAS, on September 15, 2021, the St. Lawrence County Industrial Development Agency appointed Pinto, Mucenski, Hooper, VanHouse & Co. as its independent audit firm for the fiscal years 2021 through 2025, and

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

St. Lawrence County Industrial Development Agency
 Financial Statements and Supplementary Information
 For the Years Ended December 31, 2023 and 2022

NOW, THEREFORE, BE IT RESOLVED that the St. Lawrence County Industrial Development Agency accepts said report and directs its staff to remit payment to Pinto, Mucenski, Hooper, VanHouse & Co. in accordance with the terms set forth in St. Lawrence County Industrial Development Agency Resolution No. 21-11-28, and

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

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

Move:				
Second:				
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
 March 26, 2024

ST. LAWRENCE COUNTY INDUSTRIAL DEVELOPMENT AGENCY
 Resolution No. IDA-24-03-xx
 March 26, 2024

**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 March 26, 2024