



County of Chautauqua Industrial Development Agency

**RESOLUTION NUMBER 09-26-23-01  
OF THE MEMBERS OF  
COUNTY OF CHAUTAUQUA  
INDUSTRIAL DEVELOPMENT AGENCY  
TO APPROVE AN AL TECH /EDA LOAN TO Weber - Knapp Company**

September 26, 2023

Resolution authorizing AL Tech Loan Funding, EDA Cares Act Funding, or CRLF Funding to Weber - Knapp Company, the amount of \$1,000,000.00 for the stock purchase of Weber - Knapp Company.

**WHEREAS**, the County of Chautauqua Industrial Development Agency (“CCIDA”) has been presented with an AL Tech, EDA Cares Act, or CRLF Revolving Loan Fund application from Weber - Knapp Company (the “Company”) to assist in the stock purchase of the company, including real-estate, and business assets including, but not limited to, furniture, fixtures, machinery, equipment (including future equipment), inventory, and accounts receivable. The loan request is in the amount of \$1,000,000.00. The loan term is 20 years (“Term”) at 4.00% interest (the “Loan”) with principal and interest payments made monthly, and

**WHEREAS**, the loan shall be secured by (i) 3<sup>rd</sup>. Lien Mortgage Position on Real Estate behind Cattaraugus County Bank and Evans Bank, which property is located at; 415 Chandler Street, Jamestown, NY 14701, 441 Chandler Street, Jamestown, NY 14701, and 2019 Allen Street, Jamestown, NY 14701 (ii) 3rd Position Lien Assignments of Rents behind Cattaraugus County Bank and Evans Bank (iii) Subordinate lien position behind the lending institutions on all business assets including, but not limited to, furniture, fixtures, machinery, equipment (including future equipment), inventory, and accounts receivable (iv) unlimited personal guarantees provided by Rhonda Johnson and Wayne Rishell (v) Life Insurance Assignment in the amount of \$250,000 for Rhonda Johnson, and \$250,000 for Wayne Rishell, and

**WHEREAS**, the Company shall maintain fire and hazard insurance on all company assets, with CCIDA listed as assignee and loss payee in an amount equal to the outstanding indebtedness to CCIDA at all times over the course of the loan, and appraisals for the property must be received prior to the loan closing, and

**WHEREAS**, commitment and financing documents of other lenders are to be satisfactory to the CCIDA, and

**NOW THEREFORE, BE IT RESOLVED**, that the Administrative Director, Chairman, or any officer of CCIDA, are hereby authorized by the Members to sign any and all documents and other instruments necessary in order to effectuate the above.

By  Chairman  
Date 9/26/23



**SL Sherman, LLC -  
Approving Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on September 26, 2023, at 10:00 A.M., local time, at the offices of the Agency located at Fredonia Technology Incubator, 214 Central Avenue, 1st Floor Conference Room, City of Dunkirk, County of Chautauqua, New York.

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

PRESENT:

Gary Henry	Chairman
Bradley Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Steven Thorpe	Member
Kevin Muldowney	Member
Daniel DeMarte	Member

NOT PRESENT:

THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Lisa Cole	Counsel
Bob Murray	Harris Beach
Rosie Strandburg	IDA Staff
Carol Rasmussen	IDA Staff
Kayla Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Crystal Erhard	IDA Staff
Monica Simpson	IDA Staff
Jason Sample	IDA Staff
Paul Wendel	County Executive
Justin Gould	Chautauqua County Government
Greg Bacon	Jamestown Post Journal

The attached resolution no. 09-26-23-02 was offered by Sagan Sheffield-Smith, seconded by Brad Walters:

Resolution No. 09-26-23-02

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE  
STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR  
SL SHERMAN, LLC AND/OR ITS AFFILIATES

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, SL SHERMAN, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application for financial assistance (the “Original Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 17.4 acre portion of a 31.2 acre parcel of land located at 176 W. Main Street, Village of Sherman and Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) a system of access roads, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Improvements, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as an approximately 4.65 megawatt A/C solar-powered electrical generation facility; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project

Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, in accordance with Section 859-a of the Act, any approval of the Project is contingent upon, inter alia, a determination by the members of the Agency to proceed with the Project following a determination by the Agency that (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, SEQRA (as hereinafter defined), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project and/or the Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, the Administrative Director/CEO of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance contemplated by the Agency with respect to the Project, to be mailed on April 11, 2023 to the chief executive officer of the County of Chautauqua (the “County”) and of each other affected tax jurisdiction within which the Project Facility is or is to be located, and posted a copy of the Original Application on the Agency’s website; (B) caused notice of the Public Hearing to be published on April 12, 2023 in *The Post-Journal*, a newspaper of general circulation available to residents of the County; (C) caused the Public Hearing to be conducted on April 21, 2023, at 10:30 a.m., local time, at Village Hall, Village of Sherman, Town of Sherman, County of Chautauqua, New York; (D) caused the Public Hearing to be streamed on the Agency’s website in real-time and a recording of the Public Hearing to be posted on the Agency’s website, all in accordance with Section 857 of the Act, as amended; and (E) caused a written report of the Public Hearing to be prepared which fairly summarizes the views presented at the Public Hearing and collected written comments from the public (collectively, the “Report”) and distributed the Report to the members of the Agency; and

WHEREAS, pursuant to 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the appropriate personnel of the Agency reviewed the environmental assessment form and other materials submitted by the Applicant and made any necessary comments to the members of the Agency, and by resolution of the members of the Agency adopted on May 23, 2023, the Agency determined that the Project is an “Unlisted” action and that the Project will not have a significant adverse impact upon the environment; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused a letter dated April 26, 2023 (the “Pilot Deviation Notice Letter”) to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on May 23, 2023 (the “IDA Meeting”), consider a proposed deviation from the Agency’s Uniform Tax Exemption Policy and Guidelines (the “Tax Exemption Policy”) with respect to the payment in lieu of taxes agreement to be

entered into by the Agency with respect to the Improvements and pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and (B) the members of the Agency conducted the IDA Meeting on May 23, 2023, reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy and approved the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Company has submitted an updated Application for Financial Assistance (the “Application”), pursuant to which the Company has (i) discontinued its request for a mortgage recording tax exemption, and (ii) disclosed increased project costs and an amended request for sales and use tax exemptions in the amount of \$415,500, which represents a \$90,000 increase in the requested sales and use tax exemption; and

WHEREAS, the increased amount of the requested sales and use tax exemption is less than \$100,000 and, therefore, a new public hearing is not required; and

WHEREAS, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance requested in the Application, subject to the terms hereof; and

WHEREAS, the Applicant and/or one (1) or more of its affiliates will (A) execute and deliver a certain Company Lease Agreement (the “Company Lease”), pursuant to which the Applicant and/or such affiliate(s) will grant to the Agency a leasehold interest in the Project Facility; (B) execute and deliver a certain Agency Lease Agreement (Uniform Project Agreement) (the “Agency Lease”), pursuant to which the Agency will grant to the Applicant and/or such affiliate(s) a subleasehold interest in the Project Facility; (C) execute and deliver a certain Payment in Lieu of Taxes Agreement (the “PILOT Agreement”) pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and (D) execute and deliver certain other certificates, documents, instruments and agreements related to the Project (together with the Company Lease, the Agency Lease and the PILOT Agreement, collectively, the “Transaction Documents”);

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. In accordance with Section 859-a of the Act, the Agency has prepared a written cost-benefit analysis with respect to the Project and the granting of the Financial Assistance (the “Analysis”). The Agency has reviewed the Application, the Report and the Analysis, and, based upon the representations made by the Applicant to the Agency and information obtained by the Agency, the Agency has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make a determination to approve the Financial Assistance requested pursuant to the Application. In addition, the Agency hereby makes the following findings and determinations with respect to the Project:

- (a) based on the proposed use of the Project Facility as set forth in the Application, the economic effects of the Project on the area in which it is situated, and the employment reasonably expected to be created and/or maintained by the Project, and an

analysis of how the Project contributes to the realization of the public purposes of promoting employment opportunities in the County and the prevention of economic deterioration in the County, the Project will constitute a commercial facility with a significant impact on the area in which it is situated, and will advance the Agency's purposes by promoting employment opportunities and preventing economic deterioration in the County. Therefore, the Project constitutes a "project" within the meaning of the Act;

(b) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Applicant to undertake the Project in the County;

(c) there is a likelihood that the Project would not be undertaken but for the granting of the Financial Assistance by the Agency to the Applicant;

(d) the completion of the Project Facility, the sublease thereof by the Agency to the Applicant and the operation thereof by the Applicant will not result in the removal of a facility or plant of the Applicant or any other occupant or user of the Project Facility from one area of the State of New York (the "State") to another area of the State or in the abandonment of one or more plants or facilities of the Applicant or any other occupant or user located within the State (but outside of the County). Therefore, the provisions of subdivision (1) of Section 862 of the Act are not and will not be violated as a result of the granting of the Financial Assistance by the Agency to the Applicant;

(e) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs, and increasing the overall number of permanent, private sector jobs in the State;

(f) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media;

(g) the Project Facility does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project. For purposes of this finding, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section 1101 of the New York Tax Law; or (ii) sales of a service to such customers;

(h) the granting of the Financial Assistance by the Agency with respect to the Project will encourage and assist the Applicant in undertaking the Project in the County,

will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of the County and the State and improve their standard of living, and thereby serve the public purposes of the Act; and

(i) the Project will not result in the removal or abandonment of a plant or facility of the Applicant or any other occupant or user of the Project Facility, currently located within the County.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Administrative Director/CEO, Chief Financial Officer and the staff of the Agency with respect to the Application, the Analysis and the Public Hearing, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project, and (b) the appointment of the law firm of Phillips Lytle LLP as Counsel to the Agency with respect to all matters in connection with the Project.

Section 3. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project.

Section 4. Having considered fully all comments received at or in connection with the Public Hearing and the IDA Meeting, including correspondence received subsequent to the Public Hearing, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance requested pursuant to the Application, subject to the terms hereof. The Agency hereby approves the granting of (a) an exemption from real property taxes having an estimated value of \$869,010, and (b) an exemption from sales and use taxes in the maximum amount of \$415,500.

Section 5. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution, but may include adjustments to the Financial Assistance granted hereunder. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 6. The Agency is hereby authorized to (a) acquire an interest in the Project Facility pursuant to the Company Lease and the other Transaction Documents, (b) grant a subleasehold interest in the Project Facility pursuant to the Agency Lease and the other Transaction Documents, (c) grant the Financial Assistance, (d) execute one (1) or more fee and leasehold mortgage, assignment of rents and leases, and security agreements in favor of such bank, governmental agency or financial institution as the Applicant may determine (such bank, governmental agency or financial institution, the "Bank"), encumbering the Project Facility, solely to subject the Agency's interest in the Project Facility to the lien thereof, all to secure one

(1) or more loans made by the Bank to the Applicant with respect to the Project Facility, and (e) do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 7. The form and substance of the Transaction Documents, in the forms presented to the members of the Agency, together with such changes as the Chairman, the Vice Chairman, the Administrative Director/CEO or the Chief Financial Officer may hereafter deem necessary or appropriate, are hereby approved. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Transaction Documents to which the Agency is a party and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The execution and delivery of each such agreement, approval and consent by such person(s) shall be conclusive evidence of such approval.

Section 8. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Agency Lease) of the Agency.

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, 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 Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements 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, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 10. The members of the Agency acknowledge the terms and conditions of Section 875(3) of the Act and the duties and obligations of the Agency thereunder with respect to granting of State Sales and Use Taxes (as such term is defined in Section 875 of the Act) with respect to the Project. The members hereby direct the officers of the Agency to comply with such terms and conditions with respect to the Project and hereby direct Counsel to the Agency to include such terms and conditions in all relevant Transaction Documents.

Section 11. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 12. This Resolution shall take effect immediately.



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

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Steven Thorpe	AYE
Kevin Muldowney	AYE
Daniel DeMarte	AYE

The foregoing Resolution was thereupon declared duly adopted.

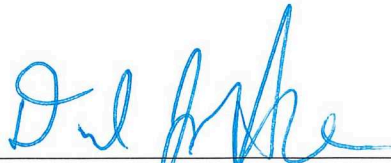
STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF CHAUTAUQUA    )

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 26, 2023 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 26th day of September, 2023.

  
\_\_\_\_\_  
[Assistant] Secretary

  
\_\_\_\_\_  
[Vice] Chairman

**SL Sherman II, LLC -  
Approving Resolution**

A regular meeting of the County of Chautauqua Industrial Development Agency (the “Agency”) was convened in public session on September 26, 2023, at 10:00 A.M., local time, at the offices of the Agency located at Fredonia Technology Incubator, 214 Central Avenue, 1st Floor Conference Room, City of Dunkirk, County of Chautauqua, New York.

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

**PRESENT:**

Gary Henry	Chairman
Bradley Walters	Vice Chairman
Sagan Sheffield-Smith	Treasurer
Dan Heitzenrater	Secretary
Steven Thorpe	Member
Kevin Muldowney	Member
Daniel DeMarte	Member

**NOT PRESENT:**

**THE FOLLOWING ADDITIONAL PERSONS WERE PRESENT:**

Mark Geise	Administrative Director/CEO
Richard E. Dixon	Chief Financial Officer
Milan K. Tyler, Esq.	Counsel
Greg Peterson	Counsel
Lisa Cole	Counsel
Bob Murray	Harris Beach
Rosie Strandburg	IDA Staff
Carol Rasmussen	IDA Staff
Kayla Strandburg	IDA Staff
Nate Aldrich	IDA Staff
Jeanette Lo Bello	IDA Staff
Crystal Erhard	IDA Staff
Monica Simpson	IDA Staff
Jason Sample	IDA Staff
Paul Wendel	County Executive
Justin Gould	Chautauqua County Government
Greg Bacon	Jamestown Post Journal

The attached resolution no. 09-26-23-03 was offered by Sagan Sheffield-Smith, seconded by Brad Walters:

Resolution No. 09-26-23-03

RESOLUTION TAKING OFFICIAL ACTION TOWARD AND APPROVING THE  
STRAIGHT LEASE DOCUMENTS FOR A CERTAIN PROJECT FOR  
SL SHERMAN II, LLC AND/OR ITS AFFILIATES

WHEREAS, the County of Chautauqua Industrial Development Agency (the “Agency”) is authorized and empowered by the provisions of Chapter 1030 of the Laws of 1969 of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the “Enabling Act”) and Chapter 71 of the 1972 Laws of New York, as amended, constituting Section 895-h of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as 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, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York, to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more “projects” (as defined in the Act), or to cause said projects to be acquired, constructed, reconstructed and installed and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, SL SHERMAN II, LLC, a limited liability company duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of New York as a foreign limited liability company (the “Applicant”), presented an application for financial assistance (the “Original Application”) to the Agency, which Application requested that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of an interest in an approximately 16.6 acre portion of a 21 acre parcel of land located at 191 W. Main Street, Town of Sherman, Chautauqua County, New York (collectively, the “Land”), (2) the acquisition, construction, installation, and equipping on the Land of: (i) solar photovoltaic modules mounted on a 1-axis tracking steel structure, (ii) inverters and transformers, (iii) underground and overhead electrical lines, (iv) fencing, and (v) a system of access roads, parking, landscaping and related improvements to the Land (collectively, the “Improvements”), and (3) the acquisition and installation of certain furniture, fixtures, machinery and equipment necessary for the completion thereof (the “Equipment” and together with the Land and the Improvements, collectively, the “Project Facility”), all of the foregoing for use by the Applicant and/or its affiliates as an approximately 5 megawatt A/C solar-powered electrical generation facility; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the General Municipal Law) with respect to the foregoing in the form of potential exemptions or partial exemptions from real property taxes, mortgage recording taxes and sales and use taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase), license or sale of the Project Facility to the Applicant or such other entity(ies) as may be designated by the Applicant and agreed upon by the Agency; and

WHEREAS, in accordance with Section 859-a of the Act, any approval of the Project is contingent upon, inter alia, a determination by the members of the Agency to proceed with the Project following a determination by the Agency that (A) the public hearing and notice requirements and other procedural requirements contained in the Act relating to the Project have been satisfied; and (B) the undertaking of the Project by the Agency and the granting of the Financial Assistance are and will be in compliance with all other applicable requirements of the Act, SEQRA (as hereinafter defined), and all other statutes, codes, laws, rules and regulations of any governmental authority having jurisdiction over the Project and/or the Project Facility (collectively, the “Applicable Laws”); and

WHEREAS, the Administrative Director/CEO of the Agency (A) caused notice of a public hearing of the Agency pursuant to Section 859-a of the Act (the “Public Hearing”) to hear all persons interested in the Project and the Financial Assistance contemplated by the Agency with respect to the Project, to be mailed on April 11, 2023 to the chief executive officer of the County of Chautauqua (the “County”) and of each other affected tax jurisdiction within which the Project Facility is or is to be located, and posted a copy of the Original Application on the Agency’s website; (B) caused notice of the Public Hearing to be published on April 12, 2023 in *The Post-Journal*, a newspaper of general circulation available to residents of the County; (C) caused the Public Hearing to be conducted on April 21, 2023, at 10:45 a.m., local time, at Village Hall, Village of Sherman, Town of Sherman, County of Chautauqua, New York; (D) caused the Public Hearing to be streamed on the Agency’s website in real-time and a recording of the Public Hearing to be posted on the Agency’s website, all in accordance with Section 857 of the Act, as amended; and (E) caused a written report of the Public Hearing to be prepared which fairly summarizes the views presented at the Public Hearing and collected written comments from the public (collectively, the “Report”) and distributed the Report to the members of the Agency; and

WHEREAS, pursuant to 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (the “Regulations” and collectively with the SEQR Act, "SEQRA"), the appropriate personnel of the Agency reviewed the environmental assessment form and other materials submitted by the Applicant and made any necessary comments to the members of the Agency, and by resolution of the members of the Agency adopted on May 23, 2023, the Agency determined that the Project is an “Unlisted” action and that the Project will not have a significant adverse impact upon the environment; and

WHEREAS, in accordance with Section 874(4) of the Act, (A) the Administrative Director/CEO of the Agency caused a letter dated April 26, 2023 (the “Pilot Deviation Notice Letter”) to be mailed to the chief executive officer of each affected tax jurisdiction, informing said individuals that the Agency would, at its meeting on May 23, 2023 (the “IDA Meeting”), consider a proposed deviation from the Agency’s Uniform Tax Exemption Policy and Guidelines (the “Tax Exemption Policy”) with respect to the payment in lieu of taxes agreement to be entered into by the Agency with respect to the Improvements and pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and

(B) the members of the Agency conducted the IDA Meeting on May 23, 2023, reviewed any comments and correspondence received with respect to the proposed deviation from the Tax Exemption Policy and approved the proposed deviation from the Tax Exemption Policy; and

WHEREAS, the Company has submitted an updated Application for Financial Assistance (the “Application”), pursuant to which the Company has (i) discontinued its request for a mortgage recording tax exemption, and (ii) disclosed increased project costs and an amended request for sales and use tax exemptions in the amount of \$415,500, which represents a \$65,500 increase in the requested sales and use tax exemption; and

WHEREAS, the increased amount of the requested sales and use tax exemption is less than \$100,000 and, therefore, a new public hearing is not required; and

WHEREAS, the Agency now desires to make its determination to proceed with the Project and to grant the Financial Assistance requested in the Application, subject to the terms hereof; and

WHEREAS, the Applicant and/or one (1) or more of its affiliates will (A) execute and deliver a certain Company Lease Agreement (the “Company Lease”), pursuant to which the Applicant and/or such affiliate(s) will grant to the Agency a leasehold interest in the Project Facility; (B) execute and deliver a certain Agency Lease Agreement (Uniform Project Agreement) (the “Agency Lease”), pursuant to which the Agency will grant to the Applicant and/or such affiliate(s) a subleasehold interest in the Project Facility; (C) execute and deliver a certain Payment in Lieu of Taxes Agreement (the “PILOT Agreement”) pursuant to which the Agency would grant an exemption from real property taxes with respect to the Improvements only; and (D) execute and deliver certain other certificates, documents, instruments and agreements related to the Project (together with the Company Lease, the Agency Lease and the PILOT Agreement, collectively, the “Transaction Documents”);

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. In accordance with Section 859-a of the Act, the Agency has prepared a written cost-benefit analysis with respect to the Project and the granting of the Financial Assistance (the “Analysis”). The Agency has reviewed the Application, the Report and the Analysis, and, based upon the representations made by the Applicant to the Agency and information obtained by the Agency, the Agency has reviewed and assessed all material information necessary to afford a reasonable basis for the Agency to make a determination to approve the Financial Assistance requested pursuant to the Application. In addition, the Agency hereby makes the following findings and determinations with respect to the Project:

(a) based on the proposed use of the Project Facility as set forth in the Application, the economic effects of the Project on the area in which it is situated, and the employment reasonably expected to be created and/or maintained by the Project, and an analysis of how the Project contributes to the realization of the public purposes of promoting employment opportunities in the County and the prevention of economic

deterioration in the County, the Project will constitute a commercial facility with a significant impact on the area in which it is situated, and will advance the Agency's purposes by promoting employment opportunities and preventing economic deterioration in the County. Therefore, the Project constitutes a "project" within the meaning of the Act;

(b) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Applicant to undertake the Project in the County;

(c) there is a likelihood that the Project would not be undertaken but for the granting of the Financial Assistance by the Agency to the Applicant;

(d) the completion of the Project Facility, the sublease thereof by the Agency to the Applicant and the operation thereof by the Applicant will not result in the removal of a facility or plant of the Applicant or any other occupant or user of the Project Facility from one area of the State of New York (the "State") to another area of the State or in the abandonment of one or more plants or facilities of the Applicant or any other occupant or user located within the State (but outside of the County). Therefore, the provisions of subdivision (1) of Section 862 of the Act are not and will not be violated as a result of the granting of the Financial Assistance by the Agency to the Applicant;

(e) the Project will serve the public purposes of the Act by preserving permanent, private sector jobs, and increasing the overall number of permanent, private sector jobs in the State;

(f) no funds of the Agency shall be used in connection with the Project for the purpose of preventing the establishment of an industrial or manufacturing plant, nor shall any funds of the Agency be given in connection with the Project to any group or organization which is attempting to prevent the establishment of an industrial or manufacturing plant within the State, nor shall any funds of the Agency be used for advertising or promotional materials which depict elected or appointed government officials in either print or electronic media;

(g) the Project Facility does not and will not constitute a project where facilities or property that are primarily used in making retail sales of goods and/or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project. For purposes of this finding, retail sales shall mean: (i) sales by a registered vendor under Article 28 of the New York Tax Law primarily engaged in the retail sale of tangible personal property, as defined in subparagraph (i) of paragraph four of subdivision (b) of section 1101 of the New York Tax Law; or (ii) sales of a service to such customers;

(h) the granting of the Financial Assistance by the Agency with respect to the Project will encourage and assist the Applicant in undertaking the Project in the County, will promote the job opportunities, health, general prosperity and economic welfare of the



inhabitants of the County and the State and improve their standard of living, and thereby serve the public purposes of the Act; and

(i) the Project will not result in the removal or abandonment of a plant or facility of the Applicant or any other occupant or user of the Project Facility, currently located within the County.

Section 2. The Agency hereby ratifies, confirms and approves all actions heretofore taken by the Administrative Director/CEO, Chief Financial Officer and the staff of the Agency with respect to the Application, the Analysis and the Public Hearing, including, without limitation, (a) those actions required to ensure full compliance with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project, and (b) the appointment of the law firm of Phillips Lytle LLP as Counsel to the Agency with respect to all matters in connection with the Project.

Section 3. The Agency hereby determines that the Agency has fully complied with the requirements of the Act, SEQRA and all other Applicable Laws that relate to the Project.

Section 4. Having considered fully all comments received at or in connection with the Public Hearing and the IDA Meeting, including correspondence received subsequent to the Public Hearing, the Agency hereby further determines to proceed with the Project and the granting of the Financial Assistance requested pursuant to the Application, subject to the terms hereof. The Agency hereby approves the granting of (a) an exemption from real property taxes having an estimated value of \$939,470, and (b) an exemption from sales and use taxes in the maximum amount of \$415,500.

Section 5. The Agency recognizes that due to the complexities of the proposed transaction it may become necessary that certain of the terms approved hereby may require modifications from time to time which will not affect the intent and substance of the authorizations and approvals by the Agency herein. The Agency hereby authorizes the Chairman, Vice Chairman, Administrative Director/CEO and Chief Financial Officer of the Agency, acting individually or jointly, to approve modifications to the terms approved hereby which do not affect the intent and substance of this Resolution, but may include adjustments to the Financial Assistance granted hereunder. The approval of such modifications shall be evidenced by the certificate of determination of an Agency officer or the execution and delivery by some or all such Agency officers of relevant documents containing such modified terms.

Section 6. The Agency is hereby authorized to (a) acquire an interest in the Project Facility pursuant to the Company Lease and the other Transaction Documents, (b) grant a subleasehold interest in the Project Facility pursuant to the Agency Lease and the other Transaction Documents, (c) grant the Financial Assistance, (d) execute one (1) or more fee and leasehold mortgage, assignment of rents and leases, and security agreements in favor of such bank, governmental agency or financial institution as the Applicant may determine (such bank, governmental agency or financial institution, the "Bank"), encumbering the Project Facility, solely to subject the Agency's interest in the Project Facility to the lien thereof, all to secure one (1) or more loans made by the Bank to the Applicant with respect to the Project Facility, and (e)

do all things necessary, convenient or appropriate for the accomplishment thereof. All acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 7. The form and substance of the Transaction Documents, in the forms presented to the members of the Agency, together with such changes as the Chairman, the Vice Chairman, the Administrative Director/CEO or the Chief Financial Officer may hereafter deem necessary or appropriate, are hereby approved. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer are hereby authorized, on behalf of the Agency, acting together or individually, to execute and deliver the Transaction Documents to which the Agency is a party and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same. The execution and delivery of each such agreement, approval and consent by such person(s) shall be conclusive evidence of such approval.

Section 8. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby further authorized, on behalf of the Agency, acting together or individually, to designate any additional Authorized Representatives (as defined in the Agency Lease) of the Agency.

Section 9. The officers, employees and agents of the Agency are hereby authorized and directed, acting individually or jointly, 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 Transaction Documents, to execute and deliver all such additional certificates, instruments, agreements 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, convenient or appropriate to effect the purposes of this Resolution and to cause compliance with all of the terms, covenants and provisions of the Transaction Documents to which the Agency is a party or which are binding on the Agency.

Section 10. The members of the Agency acknowledge the terms and conditions of Section 875(3) of the Act and the duties and obligations of the Agency thereunder with respect to granting of State Sales and Use Taxes (as such term is defined in Section 875 of the Act) with respect to the Project. The members hereby direct the officers of the Agency to comply with such terms and conditions with respect to the Project and hereby direct Counsel to the Agency to include such terms and conditions in all relevant Transaction Documents.

Section 11. The Chairman, the Vice Chairman, the Administrative Director/CEO and the Chief Financial Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Applicant and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 12. This Resolution shall take effect immediately.

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

Gary Henry	AYE
Bradley Walters	AYE
Sagan Sheffield-Smith	AYE
Dan Heitzenrater	AYE
Steven Thorpe	AYE
Kevin Muldowney	AYE
Daniel DeMarte	AYE

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF CHAUTAUQUA    )

WE, the undersigned officers of the County of Chautauqua Industrial Development Agency (the “Agency”), DO HEREBY CERTIFY that we have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on September 26, 2023 with the original thereof on file in our offices, and that the same is a true and correct copy of said original and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matters therein referred to.

WE FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the “Open Meetings Law”), said meeting was open to the general public at both locations at which members of the Agency were present, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Agency present throughout said meeting; and (E) the meeting was recorded and the recording has been or will be posted on the public website of the Agency pursuant to the Open Meetings Law.

WE FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHEREOF, we have hereunto set our hand this 26th day of September, 2023.

  
\_\_\_\_\_  
[Assistant] Secretary

  
\_\_\_\_\_  
[Vice] Chairman



County of Chautauqua Industrial Development Agency

**Board of Directors**

Gary Henry  
Owner  
Fancher Chair Co., Inc.

Kevin Muldowney  
PED Chair

Brad Walters  
Executive Director -  
Southern Tier Builders  
Association

Steven Thorpe  
President –  
Sheet Metal Workers Local  
Union No 112

Sagan Sheffield-Smith  
Chief Financial Officer-  
Double A Vineyards

Dan Heitzenrater  
President & CEO  
Chautauqua County  
Chamber of Commerce

Dan DeMarte  
President –  
Jamestown Community  
College

**RESOLUTION 09-26-23-04**

**AUTHORIZING ENTRY INTO PROFESSIONAL SERVICE AGREEMENT WITH TRC COMPANIES, INC. IN CONNECTION WITH ESTABLISHING AND IMPLEMENTING THE CCIDA BROWNFIELD REVOLVING LOAN FUND PROGRAM**

WHEREAS, in 2019, the CCIDA initiated the development of a strategy to proactively engage in brownfields redevelopment activities to improve blighted and underutilized areas in Chautauqua County, improve the health and safety of its citizens through cleaning up contaminated sites, increase the County’s tax base, spur job creation and where applicable kick-start revitalization activities within neighborhoods throughout the municipalities in the County; and

WHEREAS, the CCIDA applied for and was awarded a \$600,000 grant, from the United States Environmental Protection Agency (USEPA) to establish and capitalize a Brownfields Revolving Loan Fund (RLF) which will provide loans and subgrants to carry out cleanup activities at brownfield sites, and

WHEREAS, the County and CCIDA have allocated matching funds totaling \$120,000 for an overall program budget of \$720,000 over the four year performance period of said grant, and

WHEREAS, as part of this program, funding was allocated for a project manager, for Qualified Environmental Professional (QEP) services, and marketing and community engagement services in connection with the Brownfield Revolving Loan Fund Program, and

WHEREAS, the Agency on 6/27/23 approved an agreement with Orion Environmental Services, LLC to serve as project manager, and

WHEREAS, the Agency desires to enter into an hourly agreement, with a total sum not to exceed \$31,200 (less amounts previously paid to Orion Environmental Services, LLC), with TRC Companies, Inc. to serve as project manager to provide various environmental and administrative services in connection with developing and implementing the program and conforming to EPA requirements, and

WHEREAS, the previous agreement with Orion Environmental Services, LLC will be terminated, as all future work will be done by TRC Companies, Inc.




County of Chautauqua Industrial Development Agency

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NOW, THEREFORE, BE IT RESOLVED, that the Administrative Director, Chief Financial Officer, Chairman, or any officer of CCIDA be and hereby is authorized to execute and deliver any and all documents necessary to effectuate the foregoing resolution, and given full ability to enter into agreements and expend funds in a manner consistent with the goals of CCPEG, and that such actions be and hereby are ratified in all respects.

  
\_\_\_\_\_  
[Assistant] Secretary

  
\_\_\_\_\_  
[Vice] Chairman

**COUNTY OF CHAUTAUQUA**  
**INDUSTRIAL DEVELOPMENT AGENCY**  
**RESOLUTION 09-26-23-05**

A regular meeting of the County of Chautauqua Industrial Development Agency was convened on Tuesday, September 26, 2023, at 10:00 a.m.

The following resolution was duly offered and seconded, to wit:

**RESOLUTION OF THE COUNTY OF CHAUTAUQUA INDUSTRIAL  
DEVELOPMENT AGENCY, ADOPTING OR RE-ADOPTING CERTAIN  
CHARTERS, POLICIES AND PROCEDURES AND ADDRESSING OTHER  
MATTERS IN CONNECTION THEREWITH**

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 895-h of the 2019 Laws of the State of New York, as amended (collectively, the "Act"), the County of Chautauqua Industrial Development Agency (the "Agency") was created with the authority and power, among other things to promote, develop, encourage and assist in the acquisition, construction, improvement, maintenance, equipping and furnishing of certain industrial, manufacturing, warehousing, commercial, research and recreation facilities as authorized by the Act in order to promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of the County of Chautauqua, New York and of the State of New York and to improve their standard of living; and

WHEREAS, the New York State Legislature adopted the Public Authorities Accountability Act of 2005, as amended by the Public Authorities Reform Act of 2009 (collectively, and as each may be further amended, the "PAAA"), designed to ensure that New York's public authorities operate more efficiently, more openly, and with greater accountability; and

WHEREAS, the PAAA requires that the Agency adopt policies to comply with the provisions of the PAAA and, in addition, the New York State Authorities Budget Office recommends that the Agency adopt certain other policies for purpose of meeting best practice guidelines; and

WHEREAS, the Agency desires to approve of the following policies: a Procurement Policy (the "Procurement Policy"); a Code of Ethics and Conflict of Interest Policy (the "Code of Ethics"); an Investment and Deposit Policy (the "Investment Policy"); a Real Property Acquisition Policy (the "Real Property Acquisition Policy"); a Defense and Indemnification Policy (the "Defense and Indemnification Policy"); a Travel, Conferences, Meals and Entertainment Policy (the "Travel Policy"); a Property Disposition Policy (the "Property Disposition Policy"); a Diversity Policy (the "Diversity Policy"); an Anti-Nepotism Policy (the "Anti-Nepotism Policy"); a Minority and Women's Business Enterprise Policy (the "MWBE Policy"); a Sexual Harassment

Prevention Policy (the "Sexual Harassment Policy"); a Board Member Compensation, Reimbursement and Attendance Policy (the "Board Member Compensation Policy"); a Credit Card Policy (the "Credit Card Policy"); a Remote Meetings Policy (the "Remote Meetings Policy"); a Uniform Evaluation and Selection Policy (the "Uniform Evaluation and Selection Policy"); a Recapture and Termination Policy (the "Recapture Policy"); a Freedom of Information Law Policy (the FOIL Policy); a Whistleblower Policy (the "Whistleblower Policy"); an Accounting Policy; and a Fiscal Internal Controls; all the foregoing policies are collectively referred to herein as the "Related Policies"; and

WHEREAS, the PAAA requires that the Agency adopt and/or re-adopt its Related Policies annually; and

WHEREAS, the Agency further desires to adopt an Anti-Nepotism Policy, a Diversity Policy, and a Supervision Performance Evaluation Policy (collectively, the "Grantee Policies"), said Grantee Policies being required for purpose of and receipt of certain grant application awards; and

WHEREAS, the Agency also desires to adopt the amended and restated charter of the Audit and Finance Committee and Governance Committee, annexed hereto as Exhibit U (collectively, the "Charters"), which Charters shall hereby replace any and all charters previously adopted by the Agency.

WHEREAS, to carry out the aforesaid purposes, the Agency has the power under the Act to do all things necessary to fulfill its obligations imposed by the Act and the PAAA.

NOW, THEREFORE, BE IT RESOLVED by the Agency as follows:

Section 1. 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

Section 2. The Agency adopts and/or readopts the Related Policies and Grantee Policies thus allowing the Agency to continue to operate in compliance with the Act and in compliance with the PAAA, and cause the Agency to operate more efficiently, openly and with greater accountability to the residents of the County of Chautauqua. In consequence of the foregoing, the Agency hereby determines to re-adopt (i) the Procurement Policy, a copy of which is attached hereto as Exhibit A and made a part hereof; (ii) the Code of Ethics and Conflict of Interest Policy, a copy of which is attached hereto as Exhibit B and made a part hereof; (iii) the Investment and Deposit Policy, a copy of which is attached hereto as Exhibit C and made a part hereof; (iv) the Real Property Acquisition Policy, a copy of which is attached hereto as Exhibit D and made a part hereof; (v) the Defense and Indemnification Policy, a copy of which is attached hereto as Exhibit E and made a part hereof; (vi) the Travel, Conference, Meals and Entertainment Policy, a copy of which is attached hereto as Exhibit F and made a part hereof; (vii) the Property Disposition Policy, a copy of which is attached hereto as Exhibit G and made a part hereof; (viii) the Diversity Policy, a copy of which is attached hereto as Exhibit H and made a part hereof; (ix) the Anti-Nepotism Policy, a copy of which is attached hereto as Exhibit I and made a part hereof; (x) the Minority



and Women's Business Enterprise Policy, a copy of which is attached hereto as Exhibit J and made a part hereof; (xi) the Sexual Harassment Prevention Policy, a copy of which is attached hereto as Exhibit K and made a part hereof; (xii) the Board Member Compensation, Reimbursement and Attendance, a copy of which is attached hereto as Exhibit L and made a part hereof; (xiii) the Credit Card Policy, a copy of which is attached hereto as Exhibit M and made a part hereof; (xiv) the Remote Meetings Policy, a copy of which is attached hereto as Exhibit N and made a part hereof; (xv) the Uniform Evaluation and Selection Policy, a copy of which is attached hereto as Exhibit O and made a part hereof; (xvi) the Recapture and Termination Policy, a copy of which is attached hereto as Exhibit P and made a part hereof; (xvii) the Freedom of Information Law Policy, a copy of which is attached hereto as Exhibit Q and made a part hereof; (xiv) a Whistleblower Policy, a copy of which is attached hereto as Exhibit R, an Accounting Policy, a copy of which is attached hereto as Exhibit S, and a Fiscal Internal Controls Policy, a copy of which is attached hereto as Exhibit T.

Section 3. The Agency adopts the Charters, as enclosed within Exhibit U.

Section 4. The Agency hereby designates the Chief Financial Officer of the Agency as the Agency's FOIL Records Access Officer and Contracting Officer. The Chief Executive Officer shall serve as the FOIL Appeals Officer of the Agency.

Section 5. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the purposes of this resolution, and all acts heretofore taken by the Agency with respect to such activities are hereby approved, ratified and confirmed.

This resolution shall take effect immediately.

STATE OF NEW YORK )

: SS.

COUNTY OF CHAUTAUQUA )

I, the undersigned Secretary of the County of Chautauqua Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of the minutes of the meeting of the County of Chautauqua Industrial Development Agency (the "Agency"), including the resolutions contained therein, held on September 23, 2023, with the original thereof on file in the Agency's office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolutions 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") 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 resolutions are in full force and effect and have not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Agency this 26<sup>th</sup> day of September, 2023.

By: \_\_\_\_\_



Secretary

Exhibit A

Procurement Policy

Exhibit B

Code of Ethics and Conflict of Interest Policy

Exhibit C

Investment Policy

Exhibit D

Real Property Acquisition Policy

Exhibit E

Defense and Indemnification Policy

Exhibit F

Travel Conferences, Meals and Entertainment Policy



Exhibit G

Property Disposition Policy

Exhibit H

Diversity Policy

Exhibit I  
Anti-Nepotism Policy

Exhibit J

Minority and Women's Business Enterprise Policy

Exhibit K

Sexual Harassment Prevention Policy

Exhibit L

Board Member Compensation, Reimbursement and Attendance Policy

Exhibit M

Credit Card Policy

Exhibit N

Remote Meetings Policy



Exhibit O

Uniform Evaluation and Selection Policy

Exhibit P

Recapture and Termination Policy

Exhibit Q

Freedom of Information Law Policy

Exhibit R

Whistleblower Policy

Exhibit S

Accounting Policy

Exhibit T

Fisal Internal Controls Policy

Exhibit U

Audit and Finance Committee Charter

Governance Committee Charter