

## AUTHORIZING RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the “**Agency**”) was convened in public session at the offices of the Agency at 800 Starbuck Avenue, in the City of Watertown, Jefferson County, New York on January 9, 2020 at 8:30 a.m., local time.

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

PRESENT: David Converse, John Jennings, Robert E. Aliasso, Jr., W. Edward Walldroff, Paul Warneck, William Johnson, Lisa L’Huillier

ABSENT: None

FOLLOWING PERSONS WERE ALSO PRESENT: Donald Alexander, David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir, Joseph Russell, Esq., Christine Powers, Joe Fiori, Erin Bischoff from 7 News and Marcus Wolf from the Watertown Daily Times

The following resolution was offered by Mr. Warneck, seconded by , to wit;

Resolution No.: 01.09.2020.01

**RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD THE LEASE-LEASEBACK TRANSACTIONS WITH OYA NYS RTE 12 LLC, OYA BLANCHARD ROAD LLC, OYA BLANCHARD ROAD 2 LLC, AND OYA GREAT LAKES SEAWAY LLC (COLLECTIVELY THE “COMPANY” AND INDIVIDUALLY THE “COMPANIES”) FOR THE PURPOSE OF THE CONSTRUCTION AND INSTALLATION OF FOUR SEPARATE FIVE MEGAWATT SOLAR PHOTO-VOLTAIC COMMUNITY ENERGY GENERATION AND DISTRIBUTION FACILITIES ON THREE TAX PARCELS LOCATED IN THE TOWN OF ORLEANS AND ONE TAX PARCEL LOCATED IN THE TOWN OF CLAYTON**

**WHEREAS**, Jefferson County Industrial Development Agency (the “**Agency**”) is authorized and empowered by the provisions of Chapter 1030 of 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 369 of the 1971 Laws of New York, as amended, constituting Section 892-e 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, renovating, improving, maintaining, equipping and furnishing of commercial 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**, pursuant to an application, including a cost benefits analysis (the “**Application**”), submitted to the Agency the **Company** wherein the Agency has been requested to consider undertaking a project (the “**Project**”), consisting of the following:

(A) (1) The acquisition of an interest in those certain parcels of land located in the Town of Orleans and identified on the latest completed assessment roll for the Town of Orleans as tax parcels 13.00-2-51; 13.00-2-53; and 13.00-4-41.1; and a parcel of land located in the Town of Clayton and identified on the latest completed assessment roll for the Town of Clayton as tax parcel 20.00-1-28 , County of Jefferson, New York (the “**Land**”), as more particularly described in the respective PILOT Agreements, and

(2) The construction and installation on the Land of a four separate five megawatt solar photo-voltaic community energy generation and distribution facilities (collectively the “**Project**” and individually the “**Projects**”) (the Land and the Project being collectively referred to as the “**Project Facilities**”); and

(B) The granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including exemption from certain mortgage recording taxes and real property taxes (collectively, the “**Financial Assistance**”); and

(C) The lease or sale of the Project Facilities to the Companies or such other person as may be designated by the Companies and agreed upon by the Agency; and

**WHEREAS**, pursuant to a preliminary Inducement Resolution adopted by the members of the Agency on October 3, 2019, the Chief Executive Officer of the Agency (A) caused notice of a public hearing of the Agency to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project (the “**Public Hearing**”) to be mailed by electronic mail on October 8, 2019 to the chief executive officer of the County, City and School District in which the Project is to be located, (B) caused notice of the Public Hearing to be published on October 8, 2019 in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing on October 18, 2019, at 10:00 o’clock a.m., local time at the Town of Orleans municipal offices located at 20558 Sunrise Ave, LaFargeville, New York 13656, (D) prepared a report of the

Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on October 3, 2019, (the "SEQR Resolution") in which the Agency determined (A) that the Project constitutes a "Type 1 Action", (B) that the coordinated review procedures outlined in the Regulations was conducted by the Town of Orleans Planning Board which issued its negative declaration determination of non-significance, and that although the Agency was not included as an involved agency in the coordinated review, the members of the Agency reviewed the record of the proceedings before the Town of Orleans Planning Board and the full environmental assessment form and concurred with the Planning Board's determination (C) that the Project will not have a "significant effect on the environment" pursuant to SEQRA and, therefore that no environmental impact statement need be prepared with respect to the Project, and (D) that a negative declaration would be prepared with respect to the Project; and

**WHEREAS**, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents with the Company (hereinafter collectively referred to as the "**Agency Documents**"):

- (A) A lease to the Agency (and a memorandum thereof) for each of the Projects (the "**Underlying Leases**") by and between the Companies, as landlords, and the Agency, as tenant pursuant to which the Companies will lease to the Agency the Project Facilities;
- (B) A lease agreement (and a memorandum thereof) for each of the Projects (the "**Lease Agreements**") by and between the Agency and the Companies, pursuant to which, among other things, the Companies agree to undertake the Projects as agents of the Agency and the Companies further agree to lease the Project Facilities from the Agency and to pay all legal fees and expenses incurred by the Agency with respect to the Projects;
- (C) A payment in lieu of tax agreement (the "**Payment in Lieu of Tax Agreement**" or the "**PILOT**") for each of the Projects by and between the Agency and the Companies, pursuant to which the Companies will agree to make certain payments in lieu of taxes with respect to the Project Facilities; and
- (D) Various certificates relating to the Project (the "**Closing Documents**"); and

**WHEREAS**, the Agency has given due consideration to the Application and to the representations by the Companies that the granting by the Agency of the Financial Assistance

with respect to the Projects will be in an inducement to the Companies to undertake the Projects in Jefferson County, New York; and

**WHEREAS**, the Company and the Agency have agreed on a certain Payment in Lieu of Taxes Agreement and Distribution Schedules to the Taxing Jurisdictions of such payments in lieu of taxes in substantially the form and affect and appears at **Exhibit "A"** to this Resolution.

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

Section 1 The Agency hereby finds and determines that:

- (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 Project constitutes a "project", as such term is defined in the Act; and
- (C) The acquisition of the Project Facilities and the lease of the Project Facilities to the Companies will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State of New York and improve their standard of living; and
- (D) It is desirable and in the public interest for the Agency to grant to the Companies the relief provided by the Payment In Lieu of Taxes Agreements, and to enter into the Agency Documents upon the satisfaction of all conditions thereto.

Section 2 In consequence of the foregoing, the Agency hereby determines that the granting of the financial assistance by the Agency with respect to the Projects, through the granting of various tax exemptions described herein, and set forth on the exhibits attached hereto, will promote the job opportunities, health, general prosperity and economic welfare of the inhabitants of Jefferson County, New York and the State of New York, and improve their standard of living, and thereby serve the public purposes of the Act.

Section 3 In consequence of the foregoing, and subject to the satisfactions of any conditions as imposed herein or as may be required by the Act, the Agency hereby determines to:

- (A) Proceed with the Projects;
- (B) Acquire the Project Facilities;
- (C) Accept an Underlying Leases of the Projects on terms to be determined by the Agency;
- (D) Lease the Project Facilities to the respective Companies pursuant to a Lease Agreements on terms to be determined by the Agency;

- (E) Enter into the Payment in Lieu of Tax Agreements in the form and substance as attached hereto; and
- (F) Execute and deliver the other Agency Documents upon terms and conditions satisfactory to the Chief Executive Officer; and
- (G) Execute and deliver the Closing Documents upon terms and conditions satisfactory to the Chief Executive Officer; and
- (H) Grant the Financial Assistance with respect to the Projects.

Section 4 The Agency is hereby authorized to acquire a leasehold interest in the Project Facilities pursuant to an Underlying Leases 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 5 The Agency is hereby authorized to lease the Project Facilities back to the respective Companies pursuant to the Lease Agreements and to do all things necessary or appropriate to renovate, construct and equip the Projects pursuant to the terms of the Lease Agreements.

Section 6 (A) The Chief Executive Officer of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents 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, all in substantially the forms thereof presented to this meeting, with such changes, variations, omissions and insertions thereto as the Chief Executive Officer shall approve, the execution thereof by the Chief Executive Officer to constitute conclusive evidence of such approval.

(B) The Chief Executive Officer of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Lease Agreement).

Section 7 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, 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 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 8 The Agency hereby determines and finds that the Project is a qualifying industrial project, and falls within the provisions of the Agency's Uniform Tax Exempt Policy, and therefore the consent of the Affected Taxing Jurisdictions is not required.

Section 9 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:

<u>David Converse</u>	VOTING <u>YEA</u>
<u>John Jennings</u>	VOTING <u>YEA</u>
<u>Robert E. Aliasso, Jr.</u>	VOTING <u>YEA</u>
<u>W. Edward Walldroff</u>	VOTING <u>YEA</u>
<u>Paul Warneck</u>	VOTING <u>YEA</u>
<u>William Johnson</u>	VOTING <u>YEA</u>
<u>Lisa L'Huillier</u>	VOTING <u>YEA</u>

The foregoing Resolution was thereupon declared and duly adopted.

**EXHIBIT "A" TO AUTHORIZING RESOLUTION**