

Jefferson County Industrial Development Agency
800 Starbuck Avenue, Suite 800
Watertown, New York 13601
Telephone: (315) 782-5865 or (800) 553-4111 Facsimile (315) 782-7915
www.jcida.com

Notice of Board Meeting

Date: April 22, 2021

To: John Jennings
Robert Aliasso
W. Edward Walldroff
Paul Warneck
William Johnson
Lisa L'Huillier

From: Chairman David Converse

Re: Notice of Board of Directors' Meeting

=====

The Jefferson County Industrial Development Agency will hold their Board Meeting on **Thursday, May 6, 2021 at 8:30 a.m.** in the board room at 800 Starbuck Avenue, Watertown, NY.

Zoom:
<https://us02web.zoom.us/j/84355250468?pwd=R0t4VjRPdGJBZDJrL2JQYVVVjKytDdz09>
Meeting ID: 843 5525 0468
Passcode: 011440
1-929-205-6099 US (New York)

The live stream link will be available at www.jcida.com.

Please confirm your attendance with Peggy Sampson pssampson@jcida.com at your earliest convenience.

pss

c: David Zembiec, CEO
Marshall Weir
Lyle Eaton
Christine Powers
Greg Gardner
Kent Burto
Rob Aiken
Justin Miller, Esq.
Matthew Moses, Esq.
Media

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BOARD MEETING AGENDA Thursday, May 6, 2021 - 8:30 a.m.

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I. Call to Order

II. Pledge of Allegiance

III. Privilege of the Floor

IV. 4 Minutes – April 1, 2021

53 Special Minutes – April 15, 2021

V. 56 Treasurer's Report – April 30, 2021

VI. Committee Reports

69 a. Loan Review Committee

75 i. Consider Resolution No. 05.06.2021.01 for TherARTpy (Suzette Robertson)

VII. Unfinished Business

1. 146 Arsenal Street Building/YMCA Project

2. NYS REDI Program

3. Draft UTEP

4. Acquisition for turning lane at Corporate Park

VIII. New Business

IX. Counsel

Attorney Moses:

(76) 781. Consider Agency Consent Resolution No. 05.06.2021.02 (ASA Clayton NY Solar I LLC – AMP Solar Development Inc.)

Butterville Road Solar, LLC

85 1. Consider Tax Exemption Resolution No. 05.06.2021.03

89 2. Consider Authorizing Resolution No. 05.06.2021.04

LeRay Jackson Solar, LLC

99 1. Consider Tax Exemption Resolution No. 05.06.2021.05

103 2. Consider Authorizing Resolution No. 05.06.2021.06

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BOARD MEETING AGENDA

Thursday, May 6, 2021 - 8:30 a.m.

Attorney Moses:

Pamelia Solar, LLC

- 113 1. Consider Tax Exemption Resolution No. 05.06.2021.07
- 117 2. Consider Authorizing Resolution No. 05.06.2021.08

Waddingham Road Solar, LLC

- 127 1. Consider Tax Exemption Resolution No. 05.06.2021.09
- 131 2. Consider Authorizing Resolution No. 05.06.2021.10

Attorney Miller:

- 139 1. Consider Initial Project Resolution No. 05.06.2021.11 for NY 18144 Game Farm, LLC

X. Adjournment

**Jefferson County Industrial Development Agency
Board Meeting Minutes
April 1, 2021**

DRAFT

The Jefferson County Industrial Development Agency held their board meeting on Thursday, April 1, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY and virtually via zoom.

Present: David Converse, Chair, W. Edward Walldroff

Zoom: Paul Warneck, William Johnson, Robert E. Aliasso, Jr., Lisa L'Huillier

Excused: John Jennings

Absent: None

Also Present -

Zoom: Matthew Moses, Esq., Rob Aiken, Justin Miller, Esq., Genevieve Trigg, Esq., Alex Curlin, Dallas Manson, Craig Fox from the Watertown Daily Times

Staff Present: David Zembiec, Lyle Eaton, Peggy Sampson, Marshall Weir

- I. **Call to Order:** Chairman Converse called the meeting to order at 8:43 a.m.
- II. **Privilege of the Floor:** Mr. Converse invited guests to speak. No one spoke.
- III. **Minutes:** Minutes of the regular meeting held March 4, 2021 were presented. A motion to approve the minutes as presented was made by Mr. Aliasso, seconded by Mr. Warneck. All in favor. Carried.
- IV. **Treasurer's Report:** Mr. Aliasso reviewed the financials for the period ending March 31, 2021. Mr. Aliasso asked about the status of the Sandwich Bar. Mr. Eaton said that he spoke to Jamie Hubbard who indicated she and Jessica Williams had legally separated; therefore, Ms. Hubbard has assumed responsibility for the loan. Mr. Warneck asked if there were personal guarantees on both partners. Mr. Eaton said yes and indicated that he won't release Ms. Williams unless approved by the board, but indicated that it wouldn't be his recommendation. After discussion, a motion was made by Mr. Aliasso to accept the financial report as presented, seconded by Mr. Warneck. All in favor. Carried.
- V. **Committee Reports:**
 - a. **Loan Review Committee** – Mr. Aliasso said the committee held a joint meeting with the JCLDC Alternative Energy Committee. He reviewed the minutes. He said the joint committee reviewed four Nexamp projects. He asked Mr. Eaton for his updated summary for Butternutville. Mr. Eaton said he will send it out.

VI. Unfinished Business:

1. **146 Arsenal Street Building** – Mr. Zembiec said the project is moving ahead. He indicated that the project has been reviewed by the County Planning Board and will be reviewed by the City Planning Board on April 6th with final site plan approval from the Watertown City Council expected on April 19th. Mr. Warneck asked when the closing will occur. Mr. Zembiec said that the closing will be scheduled when the required permits and approvals are in place.
2. **YMCA Project** –
 - a. **Resolution No. 04.01.2021.01 to lease certain additional property to the Watertown Family YMCA** – A motion was made by Mr. Aliasso to discuss the attached resolution, seconded by Mr. Warneck. Mr. Converse said the YMCA board approved leasing the additional property at 146 Arsenal Street. Mr. Warneck asked if we will be out of the building when the project closes. Mr. Zembiec said yes but indicated that we will remain the landlord for 30 years and noted that the YMCA will be responsible for all of the common area maintenance costs. He said we need to get the rest of the furniture out. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
3. **NYS REDI Program** – Mr. Zembiec indicated that Mr. Weir recently sent a mailing to the recipients; two responds have been received so far. He said that he is working with Attorney Miller and may have more information for next month's meeting.
4. **Draft UTEP** – Mr. Zembiec said UTEP revisions were discussed last month at the joint JCLDC Alternative Energy/JCIDA Loan Review committee meeting. He said that some of the revisions address ag land and solar projects. He said it will be brought back to the committee for further review and will then be sent to the full board.

VII. New Business:

1. **Engage Harris Beach PLLC** – Mr. Zembiec said that agency staff has worked with Justin Miller over the years and indicated that the firm specializes in economic development. A motion to ratify approval of engaging Harris Beach PLLC for general legal counsel was made by Mr. Aliasso, seconded by Mr. Warneck. All in favor. Carried.

VIII. Counsel:

Attorney Moses:

Butterville Road Solar, LLC

1. **Environmental Resolution No. 04.01.2021.02** – A motion was made by Mr. Warneck to approve the attached resolution, seconded by Mr. Aliasso. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

2. **Preliminary Inducement Resolution No. 04.01.2021.03** – A motion was made by Mr. Warneck to approve the attached resolution, seconded by Ms. L'Huillier. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
3. **Preliminary Agreement** – A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Warneck. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

LeRay Jackson Solar, LLC

1. **Environmental Resolution No. 04.01.2021.04** – A motion was made by Ms. L'Huillier to approve the attached resolution, seconded by Mr. Walldroff. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
2. **Preliminary Inducement Resolution No. 04.01.2021.05** – A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Johnson. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
3. **Preliminary Agreement** – A motion was made by Mr. Warneck to approve the attached resolution, seconded by Ms. L'Huillier. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

Pamelia Solar, LLC

1. **Environmental Resolution No. 04.01.2021.06** – A motion was made by Mr. Walldroff to approve the attached resolution, seconded by Mr. Johnson. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
2. **Preliminary Inducement Resolution No. 04.01.2021.07** – A motion was made by Ms. L'Huillier to approve the attached resolution, seconded by Mr. Warneck. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.
4. **Preliminary Agreement** – A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Mr. Warneck. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L'Huillier – Yea. Carried.

Waddingham Road Solar, LLC

1. **Environmental Resolution No. 04.01.2021.08** – A motion was made by Mr. Walldroff to approve the attached resolution, seconded by Mr. Johnson. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea. Carried.
2. **Preliminary Inducement Resolution No. 04.01.2021.09** – A motion was made by Mr. Walldroff to approve the attached resolution, seconded by Mr. Warneck. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea. Carried.
5. **Preliminary Agreement** – A motion was made by Mr. Aliasso to approve the attached resolution, seconded by Ms. L’Huillier. Roll call was taken. Mr. Converse – Yea, Mr. Jennings – Absent, Mr. Aliasso – Yea, Mr. Walldroff – Yea, Mr. Warneck – Yea, Mr. Johnson – Yea, Ms. L’Huillier – Yea. Carried.

Executive Session – At 9:22 a.m. a motion was made by Mr. Aliasso to enter an executive session to discuss the possible acquisition of property and possible litigation, seconded by Mr. Walldroff. All in favor. Carried. Board Members (including JCLDC Board Member), Staff and Attorney Miller remained.

At 10:13 a.m. a motion was made by Mr. Aliasso to leave executive session, seconded by Mr. Walldroff. All in favor. Carried.

Purchase Land

A motion was made by Mr. Aliasso to accept an offer for the agency to purchase additional land from Onondaga Development for \$143,500 to create a turning lane into the Jefferson County Corporate Park, seconded by Mr. Warneck. All in favor carried.

It was noted that the construction will be completed by the Jefferson County Highway Department for which the agency will reimburse the material costs. The NYS DOT will retain ownership of the land after the project is completed. Part of the project will be covered by the Industrial Access Program grant which has a remaining balance of \$400,000.

- IX. **Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Aliasso, seconded by Ms. L’Huillier. All in favor. The meeting adjourned at 10:18 a.m.

Respectfully submitted,

Peggy Sampson

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
RESOLUTION No. 04.01.2021.01**

**To Lease Certain Additional Property
To the
Watertown Family YMCA**

WHEREAS, the Jefferson County Industrial Development Agency (JCIDA) is the owner of certain real property at 146 Arsenal Street, Watertown, NY, more particularly identified as tax map parcel 7-02-102.001; and

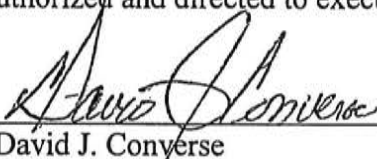
WHEREAS, the JCIDA and the Watertown Family YMCA (YMCA) previously executed a ground lease, dated March 16, 2021, in which the JCIDA agreed to lease that property to the YMCA, except a portion of approximately 14,320 square feet; and

WHEREAS, the JCIDA and YMCA agree that the YMCA should be the JCIDA's sole tenant at said property; now therefore be it

RESOLVED, that the JCIDA hereby agrees to lease the remaining portion of the subject property, of approximately 14,320 square feet, to the YMCA with the following conditions:

1. The YMCA will pay the sum of \$75,000.00 to the JCIDA, amortized as a ten-year no interest loan, with monthly payments of \$625.00 commencing at the beginning of the sixth year after project completion;
2. The YMCA, as sole tenant, will be responsible for all common area maintenance costs;
3. The outside generator and fuel tank will be included in all references to the YMCA's right to the property as provided in the ground lease; and be it further

RESOLVED, that the above agreed-upon conditions will be incorporated into an amendment to the March 16, 2021 ground lease agreement between the JCIDA and YMCA. The Chief Executive Officer or his designee is hereby authorized and directed to execute on behalf of the Agency.



David J. Converse
Chairman

ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on April 1, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Rob Aiken, Matthew Moses, Esq., Genevieve Trigg, Esq., Dallas Manson, Alex Curlin, Justin Miller, Esq., Craig Fox

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

Resolution No. 04.01.2021.02

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR BUTTERVILLE ROAD SOLAR, LLC (THE "COMPANY") WILL NOT HAVE A SIGNIFICANT ADVERSE EFFECT ON THE ENVIRONMENT.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, the Company presented an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Henderson, to wit: tax parcel 106.00-2-34.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.799 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency is a local agency pursuant to the New York State Environmental Quality Review Act (the "SEQR Act"), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the "Regulations", and together with the SEQR Act, "SEQRA"); and

WHEREAS, undertaking the Project is an Action as defined by SEQRA; and

WHEREAS, the Town of Henderson Planning Board (the "Town"), acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

WHEREAS, the Agency has considered the Project and the EAF, together with the Agency's knowledge of the area surrounding the Project, and such further information as is available to the Agency; and

WHEREAS, the Agency has reviewed the classifications of actions contained in the Regulations; and

WHEREAS, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town that the Project will not result in a significant adverse environmental impact.

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

Section 1. The Project is a Type I Action pursuant to SEQRA.

Section 2. Although the Town, as lead agency, conducted an environmental review pursuant to SEQRA and did not include the Agency as an involved agency, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

Section 4. Preparation of an Environmental Impact Statement is not required.

Section 5. 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:

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

The foregoing Resolution was thereupon declared duly adopted.

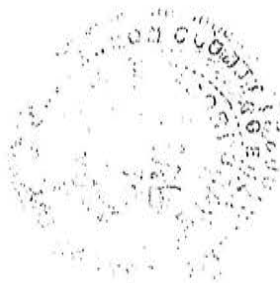
STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 1, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of April, 2021.





David J. Zembiel
Chief Executive Officer

PRELIMINARY INDUCEMENT RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on April 1, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Rob Aiken, Matthew Moses, Esq., Genevieve Trigg, Esq., Dallas Manson, Alex Curlin, Justin Miller, Esq., Craig Fox

The following resolution was offered by Mr. Warneck, seconded by Ms. L'Huillier, to wit:

Resolution No. 04.01.2021.03

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR BUTTERVILLE ROAD SOLAR, LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, the Company presented an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Henderson, to wit: tax parcel 106.00-2-34.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.799 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; 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"), by resolution adopted by the members of the Agency on April 1, 2021 (the

"Environmental Resolution"), the Agency has determined that the Project will not have a significant adverse effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

Section 1. The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby accepts the Application and makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

(C) The Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) of this Resolution, 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; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to 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.

Section 2. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, the administrative fee of the Agency, and the reasonable fees and expenses, including attorneys' fees, incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (E) provide the Financial Assistance with respect to the Project, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") with respect to the Project Facility, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the Conveyance Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; and (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project

is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance.

Section 4. The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and any of the First Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer of the Agency is hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

Section 6. Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 7. The Agency hereby authorizes the Chief Executive Officer of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Agency Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 8. The First Chairman, Vice Chairman, Chief Executive Officer, and the Deputy Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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:

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

The foregoing Resolution was thereupon declared duly adopted.

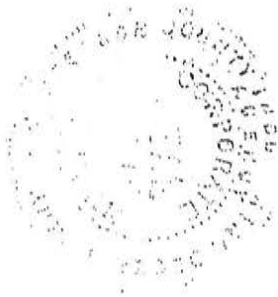
STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 1, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of April, 2021.





David J. Zembiac, Chief Executive Officer

ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on April 1, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Rob Aiken, Matthew Moses, Esq., Genevieve Trigg, Esq., Dallas Manson, Alex Curlin, Justin Miller, Esq., Craig Fox

The following resolution was offered by Ms. L'Huillier, seconded by Mr. Walldroff, to wit:

Resolution No. 04.01.2021.04

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR LERAY JACKSON SOLAR, LLC (THE "COMPANY") WILL NOT HAVE A SIGNIFICANT ADVERSE EFFECT ON THE ENVIRONMENT.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, the Company presented an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 54.00-3-40.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency is a local agency pursuant to the New York State Environmental Quality Review Act (the "SEQR Act"), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the "Regulations", and together with the SEQR Act, "SEQRA"); and

WHEREAS, undertaking the Project is an Action as defined by SEQRA; and

WHEREAS, the Town of LeRay Planning Board (the "Town"), acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

WHEREAS, the Agency has considered the Project and the EAF, together with the Agency's knowledge of the area surrounding the Project, and such further information as is available to the Agency; and

WHEREAS, the Agency has reviewed the classifications of actions contained in the Regulations; and

WHEREAS, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town that the Project will not result in a significant adverse environmental impact.

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

Section 1. The Project is a Type I Action pursuant to SEQRA.

Section 2. Although the Town, as lead agency, conducted an environmental review pursuant to SEQRA and did not include the Agency as an involved agency, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

Section 4. Preparation of an Environmental Impact Statement is not required.

Section 5. 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:

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

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK
COUNTY OF JEFFERSON

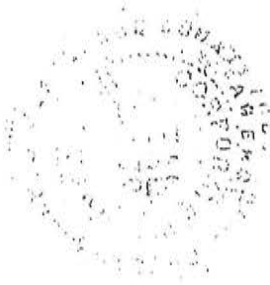
)
) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 1, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of April, 2021.



A handwritten signature in cursive script, reading "David J. Zembiel", is written over a horizontal line.

David J. Zembiel
Chief Executive Officer

PRELIMINARY INDUCEMENT RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on April 1, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Rob Aiken, Matthew Moses, Esq., Genevieve Trigg, Esq., Dallas Manson, Alex Curlin, Justin Miller, Esq., Craig Fox

The following resolution was offered by Mr. Aliasso, seconded by Mr. Johnson, to wit:

Resolution No. 04.01.2021.05

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR LERAY JACKSON SOLAR, LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, the Company presented an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 54.00-3-40.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; 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"), by resolution adopted by the members of the Agency on April 1, 2021 (the

"Environmental Resolution"), the Agency has determined that the Project will not have a significant adverse effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

Section 1. The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby accepts the Application and makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

(C) The Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) of this Resolution, 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; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to 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.

Section 2. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, the administrative fee of the Agency, and the reasonable fees and expenses, including attorneys' fees, incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (E) provide the Financial Assistance with respect to the Project, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") with respect to the Project Facility, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the Conveyance Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; and (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project

is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance.

Section 4. The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and any of the First Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer of the Agency is hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

Section 6. Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 7. The Agency hereby authorizes the Chief Executive Officer of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Agency Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 8. The First Chairman, Vice Chairman, Chief Executive Officer, and the Deputy Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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:

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

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 1, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of April, 2021.



David J. Zembiec

David J. Zembiec, Chief Executive Officer

ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on April 1, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Rob Aiken, Matthew Moses, Esq., Genevieve Trigg, Esq., Dallas Manson, Alex Curlin, Justin Miller, Esq., Craig Fox

The following resolution was offered by Mr. Walldroff, seconded by Mr. Johnson, to wit:

Resolution No. 04.01.2021.06

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR PAMELIA SOLAR, LLC (THE "COMPANY") WILL NOT HAVE A SIGNIFICANT ADVERSE EFFECT ON THE ENVIRONMENT.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, the Company presented an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Pamelaia, to wit: tax parcels 64.19-1-1.2 and 64.19-1-1.31, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency is a local agency pursuant to the New York State Environmental Quality Review Act (the "SEQR Act"), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the "Regulations", and together with the SEQR Act, "SEQRA"); and

WHEREAS, undertaking the Project is an Action as defined by SEQRA; and

WHEREAS, the Town of Pamelaia Planning Board (the "Town"), acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

WHEREAS, the Agency has considered the Project and the EAF, together with the Agency's knowledge of the area surrounding the Project, and such further information as is available to the Agency; and

WHEREAS, the Agency has reviewed the classifications of actions contained in the Regulations; and

WHEREAS, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town that the Project will not result in a significant adverse environmental impact.

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

Section 1. The Project is a Type I Action pursuant to SEQRA.

Section 2. Although the Town, as lead agency, conducted an environmental review pursuant to SEQRA and did not include the Agency as an involved agency, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

Section 4. Preparation of an Environmental Impact Statement is not required.

Section 5. 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:

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

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK
COUNTY OF JEFFERSON

)
) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 1, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 5th day of April, 2021.



A handwritten signature in cursive script, reading "David J. Zembiec", is written over a horizontal line.

David J. Zembiec
Chief Executive Officer

PRELIMINARY INDUCEMENT RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on April 1, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Rob Aiken, Matthew Moses, Esq., Genevieve Trigg, Esq., Dallas Manson, Alex Curlin, Justin Miller, Esq., Craig Fox

The following resolution was offered by Ms. L'Huillier, seconded by Mr. Warneck, to wit:

Resolution No. 04.01.2021.07

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR PAMELIA SOLAR, LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, the Company presented an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Pamelia, to wit: tax parcels 64.19-1-1.2 and 64.19-1-1.31, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; 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"), by resolution adopted by the members of the Agency on April 1, 2021 (the

"Environmental Resolution"), the Agency has determined that the Project will not have a significant adverse effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

Section 1. The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby accepts the Application and makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

(C) The Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) of this Resolution, 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; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to 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.

Section 2. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, the administrative fee of the Agency, and the reasonable fees and expenses, including attorneys' fees, incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (E) provide the Financial Assistance with respect to the Project, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") with respect to the Project Facility, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the Conveyance Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; and (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project

is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance.

Section 4. The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and any of the First Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer of the Agency is hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

Section 6. Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 7. The Agency hereby authorizes the Chief Executive Officer of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Agency Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 8. The First Chairman, Vice Chairman, Chief Executive Officer, and the Deputy Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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:

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

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 1, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of April, 2021.




David J. Zembiel, Chief Executive Officer

ENVIRONMENTAL RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on April 1, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Rob Aiken, Matthew Moses, Esq., Genevieve Trigg, Esq., Dallas Manson, Alex Curlin, Justin Miller, Esq., Craig Fox

The following resolution was offered by Mr. Walldroff, seconded by Mr. Johnson, to wit:

Resolution No. 04.01.2021.08

RESOLUTION DETERMINING THAT ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR WADDINGHAM ROAD SOLAR, LLC (THE "COMPANY") WILL NOT HAVE A SIGNIFICANT ADVERSE EFFECT ON THE ENVIRONMENT.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, the Company presented an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 65.00-1-46.41, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 4.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency is a local agency pursuant to the New York State Environmental Quality Review Act (the "SEQR Act"), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the "Regulations", and together with the SEQR Act, "SEQRA"); and

WHEREAS, undertaking the Project is an Action as defined by SEQRA; and

WHEREAS, the Town of LeRay Planning Board (the "Town"), acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, and although the Agency was not included as an involved agency in the review conducted by the Town, the Agency received and reviewed a complete copy of the Full Environmental Assessment Form reviewed by the Town and of the environmental review proceedings conducted by the Town (collectively, the "EAF"), a copy of which is on file at the office of the Agency and has been provided to the members of the Agency; and

WHEREAS, the Agency has considered the Project and the EAF, together with the Agency's knowledge of the area surrounding the Project, and such further information as is available to the Agency; and

WHEREAS, the Agency has reviewed the classifications of actions contained in the Regulations; and

WHEREAS, the Agency has reviewed the proceedings conducted by the Town and the EAF and concurs with the findings of the Town that the Project will not result in a significant adverse environmental impact.

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

Section 1. The Project is a Type I Action pursuant to SEQRA.

Section 2. Although the Town, as lead agency, conducted an environmental review pursuant to SEQRA and did not include the Agency as an involved agency, the Agency has reviewed the environmental review conducted by the Town and concurs with the findings of the Town. Accordingly, the Agency hereby adopts as its own the Town's environmental review and findings, and determines that the Project will not result in a significant adverse environmental impact.

Section 3. A Negative Declaration of significant adverse environmental impact shall be prepared, filed, published and distributed in accordance with 6 NYCRR Part 617.12.

Section 4. Preparation of an Environmental Impact Statement is not required.

Section 5. 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:

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

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 1, 2021, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of April, 2021.



A handwritten signature in dark ink, which reads "David J. Zembiel", is written over a horizontal line.

David J. Zembiel
Chief Executive Officer

PRELIMINARY INDUCEMENT RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on April 1, 2021, at 8:30 o'clock a.m., local time.

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

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

ABSENT: John Jennings

FOLLOWING PERSONS WERE ALSO PRESENT: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Rob Aiken, Matthew Moses, Esq., Genevieve Trigg, Esq., Dallas Manson, Alex Curlin, Justin Miller, Esq., Craig Fox

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

Resolution No. 04.01.2021.09

RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A CERTAIN COMMERCIAL PROJECT FOR WADDINGHAM ROAD SOLAR, LLC (THE "COMPANY") AND AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT WITH THE COMPANY WITH RESPECT TO SUCH TRANSACTION.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, the Company presented an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 65.00-1-46.41, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 4.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; 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"), by resolution adopted by the members of the Agency on April 1, 2021 (the

"Environmental Resolution"), the Agency has determined that the Project will not have a significant adverse effect on the environment and, therefore, that an environmental impact statement is not required to be prepared with respect to the Project; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, although the resolution authorizing the Project has not yet been drafted for approval by the Agency, a preliminary agreement (the "Preliminary Agreement") relative to the proposed undertaking of the Project by the Agency has been presented for approval by the Agency.

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

Section 1. The Agency has reviewed the Application and based upon the representations made by the Company to the Agency in the Application and at this meeting and, based thereon, the Agency hereby accepts the Application and makes the following findings and determinations with respect to the Project:

(A) The Project constitutes a "project" within the meaning of the Act; and

(B) The completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

(C) The Project Facility will not constitute a project where facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities constitute more than one-third of the total cost of the Project; and

(D) The granting of the Financial Assistance by the Agency with respect to the Project, through the granting of the various tax exemptions described in Section 2(E) of this Resolution, 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; and

(E) Upon compliance with the provisions of the Act, the Agency would then be authorized under the Act to undertake the Project in order to 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.

Section 2. If, following full compliance with the requirements of the Act, including the public hearing requirements set forth in Section 859-a of the Act, the Agency adopts a future resolution (the "Future Resolution") determining to proceed with the Project and to grant the Financial Assistance with respect thereto and the Company complies with all conditions set forth in the Preliminary Agreement and the Future Resolution, then the Agency will (A) acquire a leasehold interest in the Project Facility from the Company pursuant to a lease agreement to be negotiated between the Agency and the Company (the "Company Lease"); (B) acquire an interest in machinery, equipment and personal property related to the Project Facility pursuant to a bill of sale from the Company to the Agency (the "Bill of Sale") or otherwise; (C) construct, install and equip the Project Facility on the Land; (D) sublease the Project Facility to the Company pursuant to a leaseback agreement (hereinafter the "Agency Lease", and together with the Company Lease and the Bill of Sale, the "Conveyance Documents") between the Agency and the Company whereby the Company will be obligated, among other things, to pay all costs incurred by the Agency with respect to the Project and/or the Project Facility, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, the administrative fee of the Agency, and the reasonable fees and expenses, including attorneys' fees, incurred by the Agency with respect to or in connection with the Project and/or the Project Facility, and (E) provide the Financial Assistance with respect to the Project, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes), subject to the obligation of the Company to make payments in lieu of taxes ("PILOT Payments") with respect to the Project Facility, all as contemplated by the Preliminary Agreement and the Future Resolution.

Section 3. If the Agency adopts the Future Resolution, the undertaking and completing of the Project by the Agency, and the granting of the Financial Assistance with respect to the Project as contemplated by Section 2 of this Resolution, shall be subject to: (A) the determination by the members of the Agency to proceed with the Project following a determination by the members of the Agency that all requirements of SEQRA that relate to the Project have been fulfilled; (B) execution and delivery by the Company of the Preliminary Agreement, which sets forth certain conditions for the undertaking and completing of the Project by the Agency, and satisfaction by the Company of all the terms and conditions of the Preliminary Agreement applicable to the Company; (C) agreement by the Agency and the Company on mutually acceptable terms for the Conveyance Documents; (D) agreement between the Company and the Agency as to payment by the Company of PILOT Payments with respect to the Project Facility, together with the administrative fee of the Agency with respect to the Project; (E) a determination by the members of the Agency to proceed with the granting of the Financial Assistance with respect to the Project following a determination by the members of the Agency that the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act have been complied with; and (F) the Agency's uniform tax exemption policy or if any portion of the Financial Assistance to be granted by the Agency with respect to the Project

is not consistent with the Agency's uniform tax exemption policy, the Agency must follow the procedures for deviation from such policy set forth in Section 874(b) of the Act prior to granting such portion of the Financial Assistance.

Section 4. The form, terms and substance of the Preliminary Agreement (in substantially the form presented to this meeting and attached hereto) are in all respects approved, and any of the First Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer of the Agency is hereby authorized, empowered and directed to execute and deliver said Preliminary Agreement in the name and on behalf of the Agency, said Preliminary Agreement to be substantially in the form presented to this meeting, with such changes therein as shall be approved by the officer executing same on behalf of the Agency, the execution thereof by such officer to constitute conclusive evidence of such officer's approval of any and all changes or revisions therein from the form now before this meeting.

Section 5. From and after the execution and delivery of the Preliminary Agreement, the officers, agents and employees of the Agency are hereby authorized, empowered and directed to proceed with the undertakings provided for therein on the part of the Agency and are further authorized to do all such acts and things and to execute all such documents as may be necessary or convenient to carry out and comply with the terms and provisions of the Preliminary Agreement as executed.

Section 6. Swartz Moses PLLC ("Agency Counsel") is hereby appointed counsel to the Agency with respect to all matters in connection with the Project. Agency Counsel is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company and others to prepare for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution.

Section 7. The Agency hereby authorizes the Chief Executive Officer of the Agency, prior to the granting of any Financial Assistance with respect to the Project, after consultation with Agency Counsel, (A) to establish a time, date and place for a public hearing of the Agency to hear all persons interested in the location and nature of the Project Facility and the proposed Financial Assistance being contemplated by the Agency with respect to the Project, said public hearing to be held in the city, town or village where the Project Facility will be located, unless alternate arrangements are permitted or required by Executive Order; (B) to cause notice of such public hearing to be given to the public by publishing a notice of such hearing in a newspaper of general circulation available to residents of the governmental units where the Project Facility is to be located, such notice to comply with the requirements of Section 859-a of the Act and to be published no fewer than ten (10) days prior to the date established for such public hearing; (C) to cause notice of said public hearing to be given to the chief executive officer of the county and each city, town, village and school district in which the Project Facility is or is to be located no fewer than ten (10) days prior to the date established for said public hearing; (D) to conduct such public hearing; and (E) to cause a report of said public hearing fairly summarizing the views presented at said public hearing to be promptly prepared and cause copies of said report to be made available to the members of the Agency.

Section 8. The First Chairman, Vice Chairman, Chief Executive Officer, and the Deputy Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

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:

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

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on April 1, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 1st day of April, 2021.



David J. Zembiec

David J. Zembiec, Chief Executive Officer

**Jefferson County Industrial Development Agency
Special Board Meeting Minutes
April 15, 2021**

DRAFT

The Jefferson County Industrial Development Agency held a special board meeting on Thursday, April 15, 2021 in the board room at 800 Starbuck Avenue, Watertown, NY and via zoom.

Present: W. Edward Walldroff, Paul Warneck

Zoom: David Converse, Chair, Lisa L'Huillier

Excused: John Jennings, Robert E. Aliasso, Jr., William Johnson **Absent:** None

Also Present: Marshall Weir, Lyle Eaton, Peggy Sampson, Jay Matteson, Ron Robbins, Brian Robbins

Zoom: Christine Powers, Rob Aiken, John Wagner, Doug Shelmidine, Keir Chapman

- I. Call to Order:** Chairman Converse called the meeting to order at 8:00 a.m.
- II. Pledge of Allegiance**
- III. Public Comment:** Mr. Converse invited guests to speak.

Ron Robbins – Mr. Robbins said that he appreciates that the board is making the effort to bring information forward in regard to siting solar here in the county. He said that he is one of the potential impacted landowners in the county, so he has a vested interest in the whole endeavor and the decision that will be made accordingly. He said that its important for the views of the Farmland Protection Board and Farm Bureau (he has been a longtime member) put a lot of credence in policy they bring forward, so he thinks it's important for those views to be heard. He suggested that the board make efforts to seek out other views such as impacted landowners be sought and heard as well. He said that the ag sector in the northeast are challenged. He said that he is open to offer his opinion and expertise to help meet some of the challenges and decisions.

- IV. Special Business:** The purpose of the special meeting between the JCIDA Board of Directors and representatives of the Jefferson County Agriculture and Farmland Protection Board and Jefferson County Farm Bureau is to discuss their concerns, policies and recommendations regarding solar project development on important farmland soils in Jefferson County.

Doug Shelmidine (Chairman, Jefferson County Agriculture and Farmland Protection Board) – Mr. Shelmidine said that he works to keep agriculture viable in his off time. He said that the board received a letter regarding a policy that the Farmland Protection Board (FPB) came up with recently. He said that they have an advisory role to the board of legislators. He said that he is a firm believer in property rights as long as no one is being harmed, including natural resources. He indicated that there are many locations that are suitable for solar and wondered why developers are avoiding them. He said that prime farmland should have protection. He said that he is concerned because prime ag soil is the greatest resource. He said that the destruction of prime ag soil allowing large solar development and giving them subsidies and incentives with public monies isn't appropriate. He said that once these projects are built on the soil, he doesn't believe there is any way the resource can be brought back into production. He thinks that large scale projects will exacerbate the trend of consolidation of dairy farms and force more families off the farm. He said that in 40 to 50 years we will be the rust belt of the state. He doesn't think it's appropriate to give tax breaks to destroy one of our most valuable resources and suggested a moratorium until more information is gathered.

Mr. Warneck asked Mr. Shelmidine if he sees a big impact with community solar projects versus utility scale projects. Mr. Shelmidine said that he had the opportunity along with almost every other landowner in the county for a community solar project, but indicated that he chose not to. He said he is for community solar if they are properly sited and are on less than prime land. He said that he is concerned when they start taking large tracks of land and producing power that's going to be exported out of the area. Mr. Warneck said that the board is trying to learn what the issues are to prepare for these projects.

Mr. Walldroff asked if the criteria of soil types are a true reflection of prime farmland. Mr. Matteson said the science is behind classifying those categories. Mr. Walldroff asked what happens with the siting process if part of the parcel is prime farmland. Mr. Shelmidine said that if part of the site is prime soils then those are better sites than large tracts of prime soil.

John Wagner (Deputy Director of Member Relations for the New York Farm Bureau) – Mr. Wagner said that he works with upstate landowners to protect farmland. He said that they are an educational resource for farm and landowners. Mr. Wagner said that policies are developed from the county grassroots level and move up. He referenced some of their policies regarding solar. He said that they recommend policies on mitigation. Mr. Wagner said that Elizabeth Wolters from the Albany office works through regulatory policies.

Mr. Warneck asked if Mr. Wagner can share his book of policies electronically. Mr. Wagner said that he will send it to Jay who can highlight application areas to share with board members.

Mr. Warneck noted that it will be hard to move forward until we know what the new legislation on the method on taxation will be.

Mr. Aiken asked if there are training sessions available to educate members, like Tug Hill does during their yearly conference. Mr. Wagner said that they created training materials and worked with assessors in the past. Mr. Matteson said that he has worked with the Jefferson County Planning Department for ag workshops.

Mr. Walldroff said our only lever to influence is taxation. He asked if DEC has an influence on siting and wondered if they are going to be an active player for siting. Mr. Wagner said that DEC's focus is on wetlands, but need to move more towards soil health.

Mr. Warneck asked if there will be an impact on carbon sequestration. Mr. Shelmidine said he thinks so. He said that it is easier for developers to go where DEC won't say anything.

Mr. Walldroff said that with local zoning laws, those boards can start/stop projects, but under the new process there is no role for them. He said this leaves very few tools in the toolbox. Mr. Warneck noted that all the solar projects the board approved so far have gone through local zoning which made it easier.

Mr. Converse said it behooves us to work with the legislators and county officials. He said that he is not a proponent with regulating what people do with their own property. He said that we need to continue to gather as much information as we can.

Jefferson County Industrial Development Agency
Special Board Meeting Minutes
April 15, 2021

DRAFT

Mr. Robbins said that all impacted parties should be engaged in deep conversation about this topic. He said not to lose sight of expertise we have in the county. He said that we should look at the bigger picture – create income stream, face regulatory burdens, and labor issues. He said to take a broad view of the issue and study it without bias.

- V. **Adjournment:** With no further business before the board, a motion to adjourn was made by Mr. Warneck, seconded by Ms. L'Huillier. The special meeting adjourned at 8:56 a.m.

Respectfully submitted,
Peggy Sampson

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Income Statement for the Seven Month Period Ending April 30, 2021
 Prepared by Lyle Eaton, April 27, 2021

UNRECONCILED

	Current Year Budget	Year-to-Dat e Total	Current Month	Previous Month	Balance Remaining
Revenues					
Application & Process Fees	\$ 3,000.00	35,600.00	\$ 2,500.00	10,000.00	(32,600.00)
RCI Annual CD Fund	279,427.00	279,427.20	0.00	0.00	(0.20)
Bond Admin Fee	3,000.00	3,000.00	0.00	0.00	0.00
PILOT/Sale Leaseback Fees	914,174.00	444,875.00	199,105.00	0.00	469,299.00
Fee Income - RLF Program	43,424.00	18,092.90	0.00	0.00	25,331.10
Fee Income - Micro Program	26,137.00	10,890.40	0.00	0.00	15,246.60
Interest Income	3,500.00	1,238.81	144.25	179.41	2,261.19
Interest Income - RLF Program	25,000.00	14,030.90	2,107.60	2,123.32	10,969.10
Interest Income - City Fund	6,000.00	2,751.37	339.17	682.44	3,248.63
Interest Income - Micro Prog.	9,000.00	4,778.52	883.50	542.52	4,221.48
Late Payment Penalty - Micro	100.00	92.18	28.38	7.46	7.82
Miscellaneous Income	1,500.00	4,272.89	170.66	439.64	(2,772.89)
YMCA Income	0.00	6,163.30	1,085.00	0.00	(6,163.30)
Credits on Easement	0.00	2,656.44	0.00	2,656.44	(2,656.44)
Total Revenues	1,314,262.00	827,869.91	206,363.56	16,631.23	486,392.09
Operations					
Office Expense	1,000.00	874.51	0.00	282.01	125.49
RCI Fee Sharing	139,714.00	139,713.50	0.00	0.00	0.50
Admin Services Exp	662,665.00	386,554.56	55,222.08	55,222.08	276,110.44
D&O Insurance	14,000.00	8,500.31	1,214.33	1,214.33	5,499.69
Commercial Insurance	10,000.00	4,507.44	643.92	643.92	5,492.56
FTZ Expense	1,250.00	1,250.00	0.00	0.00	0.00
Legal - Unrestricted	18,000.00	19,392.06	2,110.36	6,624.39	(1,392.06)
Legal YMCA	0.00	6,163.30	1,085.00	0.00	(6,163.30)
Accounting & Auditing	11,000.00	10,700.00	0.00	0.00	300.00
CEDS Update	7,500.00	0.00	0.00	0.00	7,500.00
Consultants	0.00	1,500.00	0.00	1,500.00	(1,500.00)
Coffeen Park Taxes	1,700.00	1,759.79	0.00	0.00	(59.79)
Airport Park Taxes	1,000.00	1,052.54	0.00	0.00	(52.54)
Fees Expense	2,000.00	1,961.00	101.00	0.00	39.00
Bad Debt--RLF	190,000.00	(15,805.00)	0.00	(15,805.00)	205,805.00
Bad Debt--Micro	30,642.00	0.00	0.00	0.00	30,642.00
RLF Program Expense	43,424.00	18,092.90	0.00	0.00	25,331.10
Microenterprise Program Exp	26,167.00	10,890.40	0.00	0.00	15,276.60
RLF Audit Expense	800.00	0.00	0.00	0.00	800.00
146 Arsenal Bldg Maintenance	0.00	2,765.00	0.00	2,765.00	(2,765.00)
Plowing 146 Arsenal	20,000.00	0.00	0.00	0.00	20,000.00
IDA 146 Arsenal Bldg Expense	25,000.00	15,570.36	1,511.51	2,056.03	9,429.64
City/County Parking Lot Fund	20,000.00	20,000.00	0.00	0.00	0.00
Insurance	13,000.00	15,090.25	2,155.75	2,155.75	(2,090.25)
Building Depreciation	33,000.00	40,172.42	5,327.39	5,327.39	(7,172.42)
146 Arsena Equip. Depreciation	3,000.00	2,784.04	397.72	397.72	215.96
146 Arsenal Electric	20,000.00	31,647.02	0.00	5,231.30	(11,647.02)
146 Arsenal Water	2,200.00	1,874.04	0.00	312.19	325.96
Salary Expense	17,000.00	21,166.51	3,952.92	2,657.23	(4,166.51)
Miscellaneous - Unrestricted	200.00	0.00	0.00	0.00	200.00
Total Operations	1,314,262.00	748,176.95	73,721.98	70,584.34	566,085.05
Total Revenue	1,314,262.00	827,869.91	206,363.56	16,631.23	486,392.09
Total Expenses	1,314,262.00	748,176.95	73,721.98	70,584.34	566,085.05
Net Income Over Expenditures	\$ 0.00	79,692.96	\$ 132,641.58	(53,953.11)	(79,692.96)

For Internal Use Only

Jeff Co Industrial Development Agency
Balance Sheet
April 30, 2021

ASSETS

Current Assets		
General Checking	\$	24,885.52
Savings Account		787,237.70
Microenterprise Account		149,328.61
City Loan Account		204,925.91
Revolving Loan Fund Account		3,705,366.53
PILOT Monies Receivable		148,946.22
Miscellaneous Receivable		199,175.25
Acct Receivable - Rogers		18,750.32
RLF Loans Receivable		733,675.15
Microenterprise Loans Rec.		152,246.64
Watn. Economic Growth Fund Rec		81,068.72
Allowance for Bad Debt-RLF		(190,000.00)
Allow. for Bad Debts-MICRO		(30,641.75)
Prepaid Expense		20,520.15
		<hr/>
Total Current Assets		6,005,484.97
Property and Equipment		
Accum Depr - Building	(1,245,738.99)	
Accum Depr. Equipment	(194,623.14)	
		<hr/>
Total Property and Equipment		(1,440,362.13)
Other Assets		
IT Server	6,050.00	
Galaxy Tablets	13,366.00	
Corp. Park Improvements	209,995.14	
Airport Property	884,326.02	
Intangible Asset	53,195.00	
WIP Airport	139,195.86	
Woolworth Building	505,000.00	
146 Ars Building Improvements	1,233,689.56	
WIP Arsenal Deck & Sidewalks	12,495.00	
		<hr/>
Total Other Assets		3,057,312.58
		<hr/>
Total Assets	\$	<u><u>7,622,435.42</u></u>

LIABILITIES AND CAPITAL

Current Liabilities		
PILOT Monies Payable	\$	148,946.22
Due HUD - RLF Interest		937.25
Due HUD - MICRO Interest		6.74
Due HUD - CITY Loan Interest		5.01
Maintenance Reserve Convergys		14,445.48
Maintenance Expense Convergys		25,927.57
Car Freshner Signage		11,000.00
		<hr/>
Total Current Liabilities		201,268.27
Long-Term Liabilities		
Due NYS/IAP L.T.		180,159.78
Deferred Revenue - Rogers		19,231.52
		<hr/>
Total Long-Term Liabilities		199,391.30

Unaudited - For Mar-57 -ent Purposes Only

Jeff Co Industrial Development Agency
Balance Sheet
April 30, 2021

Total Liabilities		<u>400,659.57</u>
Capital		
General Fund Bal - Unrestrict.	1,065,873.31	
Fund Bal - RLF Restricted	4,419,309.27	
Fund Bal - Micro Restricted	414,850.76	
Fund Bal - City Restricted	262,489.22	
Cap. Impr. Convergys	979,560.33	
Net Income	<u>79,692.96</u>	
Total Capital		<u>7,221,775.85</u>
Total Liabilities & Capital	\$	<u><u>7,622,435.42</u></u>

JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY**146 Arsenal Expenses for the Seven Month Period Ending April 30, 2021****Prepared by Lyle Eaton**

	Current Year Budget	Year-to-Date Total	Current Month	Previous Month	% YTD of Budget
Expenses					
146 Arsenal Bldg Maintenanc	\$ 0.00	2,765.00	\$ 0.00	2,765.00	0.00
Plowing 146 Arsenal	20,000.00	0.00	0.00	0.00	0.00
IDA 146 Arsenal Bldg Expens	25,000.00	15,570.36	1,511.51	2,056.03	62.28
City/County Parking Lot Fund	20,000.00	20,000.00	0.00	0.00	100.00
Insurance	13,000.00	15,090.25	2,155.75	2,155.75	116.08
Building Depreciation	33,000.00	40,172.42	5,327.39	5,327.39	121.73
146 Arsenal Equip. Depreciati	3,000.00	2,784.04	397.72	397.72	92.80
146 Arsenal Electric	20,000.00	31,647.02	0.00	5,231.30	158.24
146 Arsenal Water	2,200.00	1,874.04	0.00	312.19	85.18
Salary Expense	17,000.00	21,166.51	3,952.92	2,657.23	124.51
Total Expenses	\$ 153,200.00	151,069.64	\$ 13,345.29	20,902.61	98.61

Jeff Co Industrial Development Agency

General Checking Cash Receipts Journal

For the Period From Apr 1, 2021 to Apr 30, 2021

Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

Date	Account ID	Transaction	Line Description	Debit Amnt	Credit Amnt
4/1/21	207005	456	DUE MICRO		358.50
	205602		DUE SHLDC		358.50
	100001		THE SANDWICH BAR	717.00	
4/1/21	125501	3207	3/21 PRINCIPAL		170.66
	412501		3/21 INTEREST		144.25
	100001		KENNETH F. ROGERS	314.91	
4/8/21	207005	1396	DUE MICRO		134.93
	205602		DUE SHLDC		134.93
	100001		MAIN STREET CRAFTS & DRAFTS	269.86	
4/15/21	207005	19357	DUE MICRO		565.35
	205602		DUE SHLDC		424.02
	100001		PAINFULL ACRES	989.37	
4/27/21	125001	ACH	Invoice: 3594		2,500.00
	100001		NY 181144 GAME FARM, LLC	2,500.00	
4/29/21	125100	0614	Invoice: 3593		1,085.00
	100001		YMCA	1,085.00	
4/29/21	125100	0611	Invoice: 3581		5,078.30
	100001		YMCA	5,078.30	
				<u>10,954.44</u>	<u>10,954.44</u>

Jeff Co Industrial Development Agency**PILOT Cash Receipts Journal****For the Period From Apr 1, 2021 to Apr 30, 2021**

Filter Criteria includes: Report order is by Check Date. Report is printed in Detail Format.

Date	Account ID	Transaction	Line Description	Debit Amnt	Credit Amnt
4/1/21	121001 102001	0172039625	Invoice: 3559 ARC FEWTRN001, LLC	41,193.78	41,193.78
				<u>41,193.78</u>	<u>41,193.78</u>

Jeff Co Industrial Development Agency

Miscellaneous Receivables

As of Apr 30, 2021

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
CIDC CARTHAGE INDUSTRIAL DEV. COR JOHN MCHUGH 493-4429	PR 3-23-12				-338.38	-338.38
CIDC CARTHAGE INDUSTRIAL DEV. COR					-338.38	-338.38
LC - LG LAKE CHAMPLAIN LAKE GEORGE R	7-10-2018	270.25				270.25
LC - LG LAKE CHAMPLAIN LAKE GEORGE		270.25				270.25
OYA ROBINSON OYA ROBINSON ROAD LLC	3587	99,552.50				99,552.50
OYA ROBINSON OYA ROBINSON ROAD LLC		99,552.50				99,552.50
OYA WAYSIDE OYA WAYSIDE DRIVE, LLC	3588	99,552.50				99,552.50
OYA WAYSIDE OYA WAYSIDE DRIVE, LLC		99,552.50				99,552.50
Report Total		199,375.25			-338.38	199,036.87

Jeff Co Industrial Development Agency

PILOT Receivables

As of Apr 30, 2021

Filter Criteria includes: 1) Includes Drop Shipments. Report order is by ID. Report is printed in Detail Format.

Customer ID Customer Bill To Contact Telephone 1	Invoice/CM	0 - 30	31 - 60	61 - 90	Over 90 days	Amount Due
OYA	3567	35,000.00				35,000.00
OYA SOLAR NY,LP	3568	35,000.00				35,000.00
	3569	35,000.00				35,000.00
	3570	35,000.00				35,000.00
	3589	1,394.18				1,394.18
	3590	1,074.47				1,074.47
	3591	1,182.98				1,182.98
	3592	5,294.59				5,294.59
OYA		148,946.22				148,946.22
OYA SOLAR NY,LP						
Report Total		148,946.22				148,946.22

Jefferson County Industrial Development Agency
Revolving Loan Fund Receivables
April 30, 2021

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	RBM Manufacturing	November-19	200,000.00	400,000.00	Current	Working Capital Additional 11/2020
2	Meadowbrook Terrace	August-12	250,000.00	55,141.92	Current	Working Cap During Construction
3	MLR, LLC	July-07	250,000.00	95,514.84	Current	Expand Warehouse
4	Wright Bros, LLC	June-12	241,743.00	183,018.39	Current	Purchase Building
Total RLF Receivables			941,743.00	733,675.15	-	

Jefferson County Industrial Development Agency
MICRO Loan Fund Receivables
 April 30, 2021

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Colleens Cherry Tree Inn	May-19	40,000.00	34,950.54	Moratorium	Expand Restaurant - Ice Ceram Shop
2	R. L. Gould & Son, LLC	March-19	40,000.00	26,318.09	Current	Open UPS Store
3	Tl Area Habitat For Humanity	April-18	40,000.00	19,238.42	Current	Open ReStore
4	Main Street Crafts & Drafts	Sep-18	7,150.00	4,136.66	Current	Craft Shop & Bar
5	Painfull Acres	Mar-18	40,000.00	25,921.54	Current	Amish Furniture Store
6	The Sandwich Bar	Feb-19	19,000.00	7,136.56	Current	Restaurant
7	Sarah's Barber Shop	Mar-20	10,000.00	8,193.17	Current	Barber Shop
8	The Scrub Hub	Apr-18	18,656.00	8,322.21	Current	Scrubs Clothing
9	Sackets Harbor Trading Company	Jan-06	40,000.00	0.00	Paid in Full	Retail Local Products
10	Taste of Design	Apr-07	40,000.00	18,029.45	Current	Coffee Shop
	Total MICRO Receivables		294,806.00	152,246.64	-	

Jefferson County Industrial Development Agency
City Loan Fund Receivables
April 30, 2021

	Recipient	Date Issued	Original Amount	Current Balance	Current Status	Purpose of Loan
1	Current Applications	Apr-15	101,403.00	81,068.72	Current	Manufacturing Plant Expansion
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
	Total CITY FUNDR Receivables		101,403.00	81,068.72	-	

Jeff Co Industrial Development Agency

Cash Disbursements Journal

For the Period From Apr 1, 2021 to Apr 30, 2021

Filter Criteria includes: Report order is by Date. Report is printed in Detail Format.

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
4/1/21	7471	200001 100001	Invoice: 21-196 BERNIER, CARR & ASSOCIATES, P.C.	1,615.00	1,615.00
4/1/21	7472	200001 100001	Invoice: locks JERRY COUNTRYMAN	14.01	14.01
4/1/21	7473	200001 100001	Invoice: 31121 HARRIS BEACH	6,624.39	6,624.39
4/1/21	7474	200001 200001 100001	Invoice: MONTHLY ADMIN FEE6 Invoice: 2317 JEFF COUNTY LDC	55,222.08 1,317.64	56,539.72
4/1/21	7475	200001 100001	Invoice: 032021 NATIONAL GRID	27.79	27.79
4/1/21	7476	200001 200001 100001	Invoice: 2859 Invoice: 2860 P & M CONSTRUCTION	295.00 1,150.00	1,445.00
4/1/21	7477	200001 100001	Invoice: 02087181 P&J MECHANICAL CONTRACTORS	1,320.00	1,320.00
4/1/21	7478	200001 100001	Invoice: 416885 STAT COMMUNICATIONS	540.00	540.00
4/1/21	7479	200001 100001	Invoice: 22-67302-33002 WASTE MANAGEMENT	81.47	81.47
4/1/21	7480	200001 100001	Invoice: 3121 WESTELCOM	171.56	171.56
4/1/21	7481	200001 100001	Invoice: AGREEMENT 20-21-7 WATERTOWN INDUSTRIAL CENTER	1,250.00	1,250.00
4/8/21	7482	200001 200001 100001	Invoice: 03312021 Invoice: 33121 CITY COMPTROLLER	43.30 268.89	312.19
4/8/21	7483	200001 100001	Invoice: 7-320-70854 FEDERAL EXPRESS CORP.	37.73	37.73
4/8/21	7484	200001 100001	Invoice: SANDWICH 3/21 JEFFERSON COUNTY INDUSTRIAL	358.50	358.50
4/8/21	7485	200001 100001	Invoice: 32621 NATIONAL GRID	5,203.51	5,203.51
4/8/21	7486	200001 100001	Invoice: SANDWICH BAR SACKETS HARBOR LDC	358.50	358.50
4/8/21	7487	200001 200001 200001 200001 100001	Invoice: 7fe0c819 Invoice: 70ace1c3 Invoice: 7cae1e76 Invoice: edab3b8c JOHNSON NEWSPAPER CORPORATION	151.18 153.06 153.06 153.06	610.36
4/8/21	7488	200001 100001	Invoice: 4/21 MAIN ST JEFFERSON COUNTY INDUSTRIAL	134.93	134.93
4/8/21	7489	200001 100001	Invoice: 4/21 MAIN ST SACKETS HARBOR LDC	134.93	134.93
4/15/21	7490	200001 100001	Invoice: 5115961 BARCLAY DAMON LLP	1,085.00	1,085.00
4/15/21	7491	200001 100001	Invoice: 2319 JEFF COUNTY LDC	1,317.64	1,317.64
4/15/21	7492	200001	Invoice: PAINFULL 4/21	565.35	

Jeff Co Industrial Development Agency
Cash Disbursements Journal
For the Period From Apr 1, 2021 to Apr 30, 2021

Filter Criteria includes: Report order is by Date. Report is printed in Detail Format.

Date	Check #	Account ID	Line Description	Debit Amount	Credit Amount
		100001	JEFFERSON COUNTY INDUSTRIAL		565.35
4/15/21	7493	200001 100001	Invoice: 4/21 PAINFULL SACKETS HARBOR LDC	424.02	424.02
4/29/21	7494	200001 100001	Invoice: 21-354 BERNIER, CARR & ASSOCIATES, P.C.	3,655.00	3,655.00
4/29/21	7495	200001 100001	Invoice: 8800334 HARRIS BEACH	1,500.00	1,500.00
4/29/21	7496	200001 100001	Invoice: MENAPACE DISCHARGE JEFFERSON COUNTY CLERK	50.50	50.50
4/29/21	7497	200001 100001	Invoice: 2324 JEFF COUNTY LDC	1,317.64	1,317.64
4/29/21	7498	200001 100001	Invoice: 041021 WESTELCOM	180.04	180.04
4/29/21	7499	200001 100001	Invoice: PACILIO DISCHARGE JEFFERSON COUNTY CLERK	50.50	50.50
Total				86,925.28	86,925.28

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy
Committee Meeting Minutes
April 27, 2021**

Present (Loan Review): Robert Aliasso, Chair, John Jennings

Present (Alternative Energy): William Johnson, Paul Warneck

Excused: David Converse

Also Present: David Zembiec, Marshall Weir, Lyle Eaton, Peggy Sampson, Jay Matteson, Joy Nuffer, Rob Aiken, Ed Walldroff, Justin Miller, Esq., Kelly Stokes, Christian Schlesinger, Genevieve Trigg, Esq., Lisa L'Huillier

I. Call to Order: Loan Review Chair Aliasso called the meeting to order at 8:00 a.m.

II. Pledge of Allegiance

TherARTpy – A request for a \$10,102 Microenterprise Loan to be used for startup costs for an arts and crafts business to be created in Alexandria Bay, NY. Staff recommended a five-year amortization at 5%. Collateral will be a first position on the assets of the business and a personal guarantee of Suzette Robertson. Mrs. Robertson will be the sole employee during startup.

Mr. Aliasso pointed out that the amount in the draft resolution needs to be changed from \$19,000 to \$10,102.

Mr. Aliasso said that according to the balance sheet, a lot is annualized except for rent. He said it appears Mrs. Robertson will rent for six months then come back and rent again since the business will be seasonal. He said that there may be a rental agreement with the building owner, but didn't know that for sure.

Mr. Jennings said that the business plan was well written and indicated that Mrs. Robertson did her homework. Mr. Aliasso pointed out that Mrs. Robertson was assisted by the Small Business Development Center.

Mr. Eaton said that Ms. Nuffer wrote up this loan request. He said that it is a small operation and is strictly cash. Mr. Aliasso said that it appears the business will be cash positive in year one.

A motion was made by Mr. Jennings to move the request to the full board of directors, seconded by Mr. Aliasso. All in favor.

Mr. Jennings asked if anything came from the state budget for evaluation of alternative energy projects. Mr. Warneck said yes that there is a bill moving forward. He said that they have 180 days to come up with standards. Attorney Miller indicated that the impact will not be immediate and may not be effective until 2023.

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy
Committee Meeting Minutes
April 27, 2021**

Ms. L'Huillier entered the meeting at 8:11 a.m.

- III. NY 18144 Game Farm, LLC** – Mr. Aliasso said the project has already met the SEQR criteria. He asked the applicant to clarify the number of acres since there were two different figures listed in the application. Mr. Schlesinger said the total acres is 24.7 which includes the access road. Mr. Aliasso asked Mr. Eaton to revise the project summary sheet and cost benefit analysis to reflect the correct number.

Mr. Jennings asked how long the SEQR determination is good for since it was completed in September 2020 for this project. Attorney Miller said that it can be good for several years as long as the site plan doesn't change. Mr. Schlesinger confirmed that the site plan has not changed.

Mr. Johnson asked if the applicant has spoken to the General Brown School District regarding the proposed PILOT. Attorney Trigg said that they have not to her knowledge and indicated that it was her understanding that the IDA would do that. Mr. Warneck said that the board used to require a letter from each taxing jurisdiction. However, it was decided that it created too much confusion, causing some jurisdictions to think we were asking for formal approval. Therefore, it has not been required for the newest projects. Mr. Walldroff asked if we should still seek the letter from the affected taxing jurisdictions (ATJ's), which can be used as an introduction to get everyone on the same page. Due to the confusion, Mr. Zembiec said that staff will reach out to the ATJ's as we have been doing recently. Attorney Miller said that the communication should occur in normal course which would allow the ATJ's to make comments at the public hearing. Mr. Walldroff acknowledged that he can settle for that.

Mr. Warneck asked if there is a host community agreement in place. Ms. Stokes said no.

Mr. Walldroff asked where the interconnect will take place. Mr. Schlesinger said that he didn't know off the top of his head; however, he said that they have an interconnect agreement with National Grid.

A motion was made by Mr. Jennings to move the proposed project to the full board for consideration, seconded by Mr. Aliasso. All in favor.

IV. Other/Unfinished Business:

- 1. Prime Farmland** – Mr. Matteson reviewed his PowerPoint presentation slides which reviewed the incentive model developed by another county to help developers stay away from prime soils and the disincentive model that we created. He said there are 240,000 acres in the ag district which doesn't necessary include hobby farms. He said that 77,000 or 30% is classified as prime and prime if drained.

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy
Committee Meeting Minutes
April 27, 2021**

Mr. Matteson asked committee members if they wanted to schedule another meeting that will include Elizabeth Wolters from the Albany Farm Bureau office.

Mr. Matteson recapped and said the incentive model reduces the PILOT base payment per megawatt rate and applies the discount for the number of acres that are not prime farmland. He said that the disincentive model example is also based on the \$5,500 PILOT based payment per megawatt. He said this model discourages solar developers from building a solar array on prime and prime if drained active agricultural soils by increasing the PILOT payment per megawatt. He noted that he uses a three-year window as the definition for active farmland. Attorney Miller pointed out that developers identify land and have leases which may occur for years before the IDA gets involved with a project. He said that he would use a different tool.

Mr. Warneck noted that the County won't consider bigger projects and indicated that a lot of work needs to be done to show them why they should consider them.

It was asked if the model is just for utility projects or community projects as well. Mr. Matteson said that community solar should be evaluated the same as utility projects for the protection of farmland since there is impact around the footprint of these projects as well.

Mr. Walldroff said that he is not sure how much impact the disincentive model will have. Mr. Matteson said that there are three options to consider: 1) use the disincentive model, 2) don't offer PILOT, and 3) do nothing. Mr. Warneck said that developers already identify and have land leases before we ever know about it and noted that it may be hard to shift them to another site. Mr. Walldroff said that there should be full taxation on any project that is on prime farmland. He said developers could then go to the Governor indicating that local officials are being excessive, and the government could then formulate the PILOT for us.

Mr. Aliasso pointed out that utility scale projects don't fall under the UTEP. He said that we could consider hiring experts to do a financial analysis that will help determine taxation. Attorney Miller said that he is starting to work with Mr. Eaton on a new CBA program for solar projects. He said the NY 18144 Game Farm, LLC project will be the first one through the system. He said the project will be analyzed and we will be able to look at added value.

Mr. Jennings left the meeting at 9:20 a.m.

Mr. Warneck said we should put a moratorium on utility scale projects until the state creates their methodology. Mr. Aliasso said the public needs factual information.

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy
Committee Meeting Minutes
April 27, 2021**

2. **Other** – Mr. Aliasso said he attended a meeting last night of the Lake Ontario Marine Sanctuary Council and announced that Lake Ontario is being considered as a marine sanctuary. He said that this would be the second with this status and could have an impact on tourism. Mr. Aliasso said that Katie Malinowski is Vice Chair of the Council and has more information available. Mr. Zembiec pointed out that Mr. Matteson is part of that council as well.
3. **Draft UTEP** – Mr. Zembiec said the most recent draft includes comments from board members and a slight change to the renewable energy section by Attorney Miller.

The following comments were made:

Mr. Aliasso said the current UTEP is 25MW but suggested it match ORES for 20MW.

Mr. Walldroff said that we should push ourselves for 100% taxation for prime farmland. Mr. Warneck said that we are waiting on the state's methodology.

Mr. Aliasso said that we should not be an obstacle. Mr. Warneck said that we are doing our role.

Mr. Warneck said that 50% taxation should be a goal and not be mandatory and that we should limit the term to 15 years for alternative energy projects.

Mr. Zembiec asked Attorney Miller if the renewable energy section is tied to the 50% taxation as mentioned earlier in the UTEP. Attorney Miller said "No." That applies to standard projects – industrial, manufacturing, commercial as defined.

Mr. Aliasso said that we should collect data and set up meetings just for the UTEP. He said that he would like to see the new CBA that Attorney Miller and Mr. Eaton are working on. He said that we also need to decide whether to change the threshold of the per megawatt and whether to incentivize or disincentivize. Mr. Warneck thinks that we should continue with the disincentive model and use the project agreement and other legal documents to request and track the local jobs. Attorney Miller said the project evaluation and criteria policies will address that. Mr. Zembiec said that we can invite local labor organizations to an upcoming meeting.

Mr. Zembiec confirmed that a special meeting will be scheduled to meet with Elizabeth Wolters of the Albany Farm Bureau office and a representative from Ag and Markets. Mr. Matteson will set that up.

**Joint Meeting of JCIDA Loan Review and JCLDC Alternative Energy
Committee Meeting Minutes
April 27, 2021**

Other –

Meeting Date – Mr. Warneck asked if the day of the monthly meeting can be changed since there is an on-going conflict with the Watertown Industrial Center LDC board meeting. Members agreed that the last Wednesday of each month would work.

Updates –

Mr. Zembiec said that we received a letter from the Village of Adams indicating that they will be lead agency for the SEQRA review for a proposed solar project by AES Clean Energy, Inc.

Mr. Zembiec said that the OYA Robinson Road and OYA Wayside Drive solar projects closed last Friday.

V. Adjournment: Mr. Aliasso adjourned the joint meeting at 10:01 a.m.

Respectfully submitted,

Peggy Sampson

**Jefferson County Industrial Development Agency
Loan Review Committee**

Date: 4/27/2021

Borrower: TherARTpy
Suzette Robertson

Amount: \$10,102.00

Terms: Five Years @ 5%

Project: Start up costs for TherARTpy-An arts and crafts business
to be created in Alexandria Bay

Personnel: 1 Employee-Owner/operator

Sources and Uses:

	Sources		Uses
JCIDA	\$10,102.00	Working Capital	\$10,102.00
Personal Equity	\$5,000.00		\$5,000.00
Total	<u>\$15,102.00</u>		<u>\$15,102.00</u>

Financial Statements:

TherARTpy

Proforma Financial Statement-Six months in operation a year (Seasonal business)

	Year 1	Year 2	Year 3
Sales	28,449	31,294	34,423
Cost of Goods	4,200	4,200	4,200
Gross Profit	24,249	27,094	30,223
Expenses	11,605	13,456	14,004
Owner's Draw	12,000	12,000	12,000
Net Profit	<u>644</u>	<u>1,638</u>	<u>4,219</u>

Projected Cash Available

	Year 1	Year 2	Year 3
TherARTpy	644	1,638	4,219

Collateral:

JCIDA will have a first position lien on the assets of the business, and personal guarantee of Suzette Robertson.

**JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY
Resolution Number 05.06.2021.01**

**RESOLUTION FOR AUTHORIZING A MICRO ENTERPRISE LOAN TO
Suzette Robertson – TherARTpy**

WHEREAS, Suzette Robertson requested by application to this Agency a Micro Enterprise Loan in the amount of Ten Thousand One Hundred Two Dollars (\$10,102.00) for startup costs for an arts and crafts business to be created in Alexandria Bay, NY, and

WHEREAS, Staff reviewed this request and recommended approval of a loan in the amount of \$10,102 for a five-year amortization with a rate of 5%. The owner/operator will be the sole employee at this time. Collateral will be a first position on the assets of the business and a personal guarantee of Suzette Robertson, and

WHEREAS, on April 27, 2021 the Loan Review Committee of the Jefferson County Industrial Development Agency reviewed this request and recommended approval of the loan and terms to the full Board of Directors, and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Jefferson County Industrial Development Agency that it herein approved the request for a Ten Thousand One Hundred Two Dollar (\$10,102.00) loan to Suzette Robertson for TherARTpy with all terms and conditions as set forth in this Resolution, and be it further,

RESOLVED, that the Chairman, Vice Chairman, Secretary and/or Chief Executive Officer are authorized and directed to execute any and all documents necessary to carry out the purposes of this Resolution.

This resolution shall take effect immediately.

David J. Zembiec
CEO



amp.energy

1550 Wewatta St, 4th Fl
Denver, CO 80202
United States

T +1 303.653.9805

April 28, 2021

Jefferson County Industrial Development Agency

Re: Request for Consent of Resolution No. 10.15.2020.03

To Whom It May Concern,

AMP Solar Development Inc. ("Amp") is hereby formally requesting the consent of the Jefferson County Industrial Development Agency for Resolution No. 10.15.2020.03.

Amp formed ASA Clayton NY Solar I LLC ("Clayton") in the State of Delaware on September 6, 2019 as shown on the Certificate of Formation attached hereto as Exhibit A.

Clayton was granted authority to conduct business in New York State on September 10, 2019 as shown on the Application for Authority of ASA Clayton NY Solar I LLC attached hereto as Exhibit B.

Section 5(a) of that certain Amended and Restated Limited Liability Company Agreement of ASA Clayton NY Solar I LLC, dated effective as of February 12, 2021, by ASA IX Borrower NY LLC, which is the sole owner of Clayton, which agreement is attached hereto as Exhibit C, lists Amp as the Manager of Clayton. David Rogers is the President of Amp, is the signing authority on behalf of Clayton, and has the power to assign additional authorized signatories at his discretion.

On September 27, 2019, Clayton entered into an Asset Purchase Agreement for the acquisition of the assets comprising the subject project. The assignment made pursuant thereto is covered under that certain Assignment and Assumption Agreement, dated October 4, 2019, and attached hereto as Exhibit D.

Clayton is represented by counsel in the state of New York: Couch White, LLP, with a primary address of 540 Broadway, 7th Floor, Albany, New York 12207. The primary point of contact at the firm is:

- Adam Conway, aconway@couchwhite.com, 518-320-3423

Clayton expects to begin construction of the project in August 2021, with an anticipated interconnection date of March 2022.

Please let Amp know if you have any further questions and we look forward to working with the Jefferson County Industrial Development Agency in the future on this transaction.

Sincerely,

ASA Clayton NY Solar I LLC

A handwritten signature in black ink, appearing to read "D. Rogers", written over a horizontal line.

David Rogers, President
AMP Solar Development Inc. its Manager

AGENCY CONSENT RESOLUTION

DRAFT

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.02

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY CONSENTING TO CHANGE IN CONTROL
OF ASA CLAYTON NY SOLAR I LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, install, and equip one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application (the “Application”) to the Agency on or about July 7, 2020, a copy of which is on file at the office of the Agency, requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of a leasehold interest in a certain parcel of land located in the Town of Clayton, to wit: tax parcel 41.00-2-5.1, Jefferson County, New York (the “Land”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 1.25 megawatts (the “Facility”) to be operated by the Company (the Land and the Facility collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from sales and use taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by 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 together with the SEQR Act, “SEQRA”), the members of the Agency adopted a resolution on September 10, 2020 (the “Environmental Resolution”) by which the Agency determined (A) that the Project constitutes a “Type I Action” pursuant to SEQRA, (B) that the Town of Clayton Planning Board, acting as lead agency, conducted a coordinated review of the Project pursuant to SEQRA and issued negative declaration, determining that the Project will not have a significant adverse environmental impact, and that, although the Agency was not included as an involved agency in the review conducted by the Town of Clayton Planning Board, the members of the Agency reviewed the record of proceedings before the Town of Clayton Planning Board and the full environmental assessment form and concurred with the Town of Clayton Planning Board’s determination, (C) that the Project will not have a “significant adverse impact on the environment” pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on September 10, 2020, 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 contemplated Financial Assistance (the “Public Hearing”) to be mailed on October 2, 2020 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on October 2, 2020, in the Watertown Daily Times, a newspaper of general circulation available to

residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on October 13, 2020 at 10:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on October 1, 2020 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP") and the County of Jefferson's request for indemnification by the Company of the local share of any sales and use taxes rendered exempt by the Financial Assistance, would not represent a deviation from its UTEP; and

WHEREAS, pursuant to an Authorizing Resolution adopted by the members of the Agency on October 15, 2020 (the "Authorizing Resolution", and together with the Environmental Resolution, the Preliminary Inducement Resolution, and the Tax Exemption Resolution, the "Agency Resolutions"), the Agency granted the Financial Assistance and authorized entry by the Agency into a straight-lease transaction with the Company to implement the Financial Assistance (the "Straight-Lease Transaction"); and

WHEREAS, Omni Navitas Holdings, LLC ("Omni") was the entity that presented the Application and pursued the Agency Resolutions with respect to the Project; and

WHEREAS, as of February 12, 2021, ASA IX Borrower NY LLC ("Member") is the sole owner of the Company, and the Amended and Restated Limited Liability Company Agreement of ASA Clayton NY Solar I LLC, dated effective as of February 12, 2021, lists AMP Solar Development Inc. ("Amp") as the manager of the Company; and

WHEREAS, Amp, and not Omni, intends to continue development of the Project and has requested that the Agency consent to change in control of the Company and its pursuit of the Financial Assistance on behalf of the Company and the Member.

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

Section 1. For purposes of the Project, the Agency consents to the change in control of the Company and the Member's interest in the Company, to Amp's pursuit of the Financial Assistance on behalf of the Company and the Member, and to Amp's closing with the Agency of the Straight-Lease Transaction on behalf of the Company and the Member.

Section 2. The Agency Resolutions have not been altered, modified, or amended and remain in full force and effect.

Section 3. This Resolution shall take effect immediately.

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

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

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

DRAFT

I, the undersigned Secretary of Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

W. Edward Walldroff, Secretary

**Jefferson County Industrial Development Agency
Public Hearing Minutes
April 21, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 9:00 a.m. Wednesday, April 21, 2021, at its offices located on 800 Starbuck Ave, Watertown, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for **BUTTERVILLE ROAD SOLAR, LLC** for a PILOT transaction.

Project Information:

BUTTERVILLE ROAD SOLAR, LLC (the "Company") submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Henderson, to wit: tax parcel 106.00-2-34.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.799 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project 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, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency. The Company will be the operator of the Project Facility.

Staff: David Zembiec, CEO; Marshall Weir, Deputy CEO; Peggy Sampson, Executive Assistant

Present: Alex Curlin (Nexamp), Matthew Moses, Esq. (SwartzMoses – IDA Counsel), Genevieve Trigg, Esq. (Barclay Damon – Company Counsel), Jim Burrows, Esq. (Conboy Law Firm for Town of Henderson)

Mr. Zembiec opened the hearing at 9:00 a.m. and read the public hearing notice and public hearing rules.

Mr. Zembiec said that the financial assistance being contemplated is a PILOT where the company will pay \$5,500/MW with a 2% annual escalator for 15 years. He said the payment schedule will then be inverted. Year 1 payment will be \$5,798.45 and Year 15 payment will be \$4,394.50. He said the parcel will go back on the tax rolls in Year 16 when the company will pay full taxation.

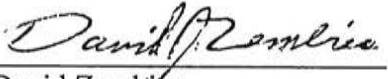
**Jefferson County Industrial Development Agency
Public Hearing Minutes
April 21, 2021**

BUTTERVILLE ROAD SOLAR, LLC

Mr. Zembiec asked for public comment.

Jim Burrows, Esq. (Conboy Law Firm for the Town of Henderson) – Mr. Burrows said the company submitted a detailed plan to the town board and has fully complied with the planning board. He said there is unanimous support and approval. He said the Town of Henderson is asking for favorable consideration for this Application.

At 9:06 a.m., Mr. Zembiec closed the hearing.



David Zembiec
Hearing Officer

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TAX EXEMPTION RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.03

RESOLUTION DETERMINING CONFORMITY OF PLANNED
FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION
POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR
BUTTERVILLE ROAD SOLAR, LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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

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

WHEREAS, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Henderson, to wit: tax parcel 106.00-2-34.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.799 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

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Uniform Tax Exemption Policy ("UTEP"), taking into account the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman, Chief Executive Officer, and the Deputy Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. 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 J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

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I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

David J. Zembiec, Chief Executive Officer

AUTHORIZING RESOLUTION DRAFT

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.04

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL
DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A
STRAIGHT-LEASE TRANSACTION WITH BUTTERVILLE ROAD
SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE
ACQUISITION, CONSTRUCTION, INSTALLATION, AND
EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING
FACILITY IN THE TOWN OF HENDERSON.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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

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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, install, and equip one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the “Application”) requesting that the Agency consider undertaking a project (the “Project”) consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Henderson, to wit: tax parcel 106.00-2-34.1, Jefferson County, New York (the “Land”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 0.799 megawatts (the “Facility”) to be operated by the Company (the Land and the Facility collectively referred to as the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “Financial Assistance”); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; 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 together with the SEQR Act, “SEQRA”), the members of the Agency adopted a resolution on April 1, 2021 (the “Environmental Resolution”) by which the Agency determined (A) that the Project constitutes a “Type I Action” pursuant to SEQRA, (B)

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that the Town of Henderson Planning Board, acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, which review did not include the Agency as an involved agency, and issued a negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Henderson Planning Board and the full environmental assessment form and concurred with the Town of Henderson Planning Board's determination, and (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on April 1, 2021, 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 contemplated Financial Assistance (the "Public Hearing") to be mailed on April 5, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on April 7, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on April 21, 2021 at 9:00 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on May 6, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP"), would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in

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Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does 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;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

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- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, 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, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the

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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 the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

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

Section 6. 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 7. 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 J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

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I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

David J. Zembiec, Chief Executive Officer

Exhibit A

PILOT Payments

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Year	PILOT Payment (\$)
1	5,798.45
2	5,684.75
3	5,573.29
4	5,464.01
5	5,356.87
6	5,251.83
7	5,148.86
8	5,047.90
9	4,948.92
10	4,851.88
11	4,756.75
12	4,663.48
13	4,572.04
14	4,482.39
15	4,394.50

**Jefferson County Industrial Development Agency
Public Hearing Minutes
April 21, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 9:15 a.m. Wednesday, April 21, 2021, at its offices located on 800 Starbuck Ave, Watertown, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for **LERAY JACKSON SOLAR, LLC** for a PILOT transaction.

Project Information:

LERAY JACKSON SOLAR, LLC (the "Company") submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 54.00-3-40.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project 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, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency. The Company will be the operator of the Project Facility.

Staff: David Zembiec, CEO; Marshall Weir, Deputy CEO; Peggy Sampson, Executive Assistant

Present: Dallas Manson (Nexamp), Matthew Moses, Esq. (SwartzMoses – IDA Counsel), Genevieve Trigg, Esq. (Barclay Damon – Company Counsel)

Mr. Zembiec opened the hearing at 9:15 a.m. and read the public hearing notice and public hearing rules.

Mr. Zembiec said that the financial assistance being contemplated is a PILOT where the company will pay \$5,500/MW with a 2% annual escalator for 15 years. He said the payment schedule will then be inverted. Year 1 payment will be \$36,285.67 and Year 15 payment will be \$27,500.00. He said the parcel will go back on the tax rolls in Year 16 when the company will pay full taxation.

**Jefferson County Industrial Development Agency
Public Hearing Minutes
April 21, 2021**

LERAY JACKSON SOLAR, LLC

Mr. Zembiec asked for public comment. There was no public comment.

At 9:19 a.m., Mr. Zembiec closed the hearing.

A handwritten signature in cursive script, reading "David Zembiec", is written over a horizontal line.

David Zembiec
Hearing Officer

TAX EXEMPTION RESOLUTION **DRAFT**

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.05

RESOLUTION DETERMINING CONFORMITY OF PLANNED
FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION
POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR LERAY
JACKSON SOLAR, LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 54.00-3-40.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

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Uniform Tax Exemption Policy ("UTEP"), taking into account the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman, Chief Executive Officer, and the Deputy Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. 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 J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

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I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

David J. Zembiec, Chief Executive Officer

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AUTHORIZING RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.06

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH LERAY JACKSON SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF LERAY.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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

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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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 54.00-3-40.1, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; 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 together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on April 1, 2021 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B)

that the Town of LeRay Planning Board, acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, which review did not include the Agency as an involved agency, and issued a negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of LeRay Planning Board and the full environmental assessment form and concurred with the Town of LeRay Planning Board's determination, and (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on April 1, 2021, 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 contemplated Financial Assistance (the "Public Hearing") to be mailed on April 5, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on April 7, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on April 21, 2021 at 9:15 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on May 6, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP"), would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in

Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does 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;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, 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, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the

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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 the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

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

Section 6. 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 7. 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 J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

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I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

David J. Zembiec, Chief Executive Officer

Exhibit A

PILOT Payments

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Year	PILOT Payment (\$)
1	36,285.67
2	35,574.18
3	34,876.65
4	34,192.79
5	33,522.35
6	32,865.05
7	32,220.63
8	31,588.86
9	30,969.47
10	30,362.22
11	29,766.88
12	29,183.22
13	28,611.00
14	28,050.00
15	27,500.00

**Jefferson County Industrial Development Agency
Public Hearing Minutes
April 21, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 9:30 a.m. Wednesday, April 21, 2021, at its offices located on 800 Starbuck Ave, Watertown, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for **PAMELIA SOLAR, LLC** for a PILOT transaction.

Project Information:

PAMELIA SOLAR, LLC (the "Company") submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Pamela, to wit: tax parcels 64.19-1-1.2 and 64.19-1-1.31, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project 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, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency. The Company will be the operator of the Project Facility.

Staff: David Zembiec, CEO; Peggy Sampson, Executive Assistant

Present: Dallas Manson (Nexamp), Matthew Moses, Esq. (SwartzMoses – IDA Counsel), Genevieve Trigg, Esq. (Barclay Damon – Company Counsel), Alex Marchenkoff (Town of Pamela Assessor)

Mr. Zembiec opened the hearing at 9:30 a.m. and read the public hearing notice and public hearing rules.

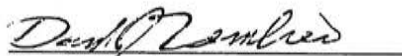
Mr. Zembiec said that the financial assistance being contemplated is a PILOT where the company will pay \$5,500/MW with a 2% annual escalator for 15 years. He said the payment schedule will then be inverted. Year 1 payment will be \$36,285.67 and Year 15 payment will be \$27,500.00. He said the parcel will go back on the tax rolls in Year 16 when the company will pay full taxation.

Jefferson County Industrial Development Agency
Public Hearing Minutes
April 21, 2021

PAMELIA SOLAR, LLC

Mr. Zembiec asked for public comment. There was no public comment.

At 9:34 a.m., Mr. Zembiec closed the hearing.



David Zembiec
Hearing Officer

TAX EXEMPTION RESOLUTION DRAFT

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.07

RESOLUTION DETERMINING CONFORMITY OF PLANNED
FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION
POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR PAMELIA
SOLAR, LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Pamela, to wit: tax parcels 64.19-1-1.2 and 64.19-1-1.31, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

Uniform Tax Exemption Policy ("UTEP"), taking into account the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman, Chief Executive Officer, and the Deputy Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. 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 J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

DRAFT

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

David J. Zembiec, Chief Executive Officer

AUTHORIZING RESOLUTION

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A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.08

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH PAMELIA SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF PAMELIA.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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

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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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of Pamela, to wit: tax parcels 64.19-1-1.2 and 64.19-1-1.31, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 5.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; 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 together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on April 1, 2021 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B)

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that the Town of Pamela Planning Board, acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, which review did not include the Agency as an involved agency, and issued a negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of Pamela Planning Board and the full environmental assessment form and concurred with the Town of Pamela Planning Board's determination, and (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on April 1, 2021, 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 contemplated Financial Assistance (the "Public Hearing") to be mailed on April 5, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on April 7, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on April 21, 2021 at 9:30 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on May 6, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP"), would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in

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Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does 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;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, 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, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the

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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 the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

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

Section 6. 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 7. 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 J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

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I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

David J. Zembiec, Chief Executive Officer

PILOT Payments

Year	PILOT Payment (\$)
1	36,285.67
2	35,574.18
3	34,876.65
4	34,192.79
5	33,522.35
6	32,865.05
7	32,220.63
8	31,588.86
9	30,969.47
10	30,362.22
11	29,766.88
12	29,183.22
13	28,611.00
14	28,050.00
15	27,500.00

**Jefferson County Industrial Development Agency
Public Hearing Minutes
April 21, 2021**

The Jefferson County Industrial Development Agency held a public hearing at 9:45 a.m. Wednesday, April 21, 2021, at its offices located on 800 Starbuck Ave, Watertown, New York, and virtually via Zoom (per guidance from Governor Andrew M. Cuomo during the ongoing COVID-19 pandemic) for **WADDINGHAM ROAD SOLAR, LLC** for a PILOT transaction.

Project Information:

WADDINGHAM ROAD SOLAR, LLC (the “*Company*”) submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the “*Application*”) requesting that the Agency consider undertaking a project (the “*Project*”) consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 65.00-1-46.41, Jefferson County, New York (the “*Land*”), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 4.0 megawatts (the “*Facility*”) to be operated by the Company (the Land and the Facility collectively referred to as the “*Project 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, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the “*Financial Assistance*”); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency. The Company will be the operator of the Project Facility.

Staff: David Zembiec, CEO; Marshall Weir, Deputy CEO; Peggy Sampson, Executive Assistant

Present: Dallas Manson (Nexamp), Matthew Moses, Esq. (SwartzMoses – IDA Counsel), Genevieve Trigg, Esq. (Barclay Damon – Company Counsel), Alex Marchenkoff (Town of Pamela Assessor)

Mr. Zembiec opened the hearing at 9:45 a.m. and read the public hearing notice and public hearing rules.

Mr. Zembiec said that the financial assistance being contemplated is a PILOT where the company will pay \$5,500/MW with a 2% annual escalator for 15 years. He said the payment schedule will then be inverted. Year 1 payment will be \$29,028.53 and Year 15 payment will be \$22,000.00. He said the parcel will go back on the tax rolls in Year 16 when the company will pay full taxation.

**Jefferson County Industrial Development Agency
Public Hearing Minutes
April 21, 2021**

WADDINGHAM ROAD SOLAR, LLC

Mr. Zembiec asked for public comment. There was no public comment.

At 9:49 a.m., Mr. Zembiec closed the hearing.



David Zembiec
Hearing Officer

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TAX EXEMPTION RESOLUTION

A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.09

RESOLUTION DETERMINING CONFORMITY OF PLANNED
FINANCIAL ASSISTANCE WITH UNIFORM TAX EXEMPTION
POLICY FOR A CERTAIN COMMERCIAL PROJECT FOR
WADDINGHAM ROAD SOLAR, LLC (THE "COMPANY").

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 65.00-1-46.41, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 4.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; and

WHEREAS, pursuant to the Act, any approval of the Project contained herein is contingent upon a determination by the members of the Agency to proceed with the Project following satisfaction of the public hearing and notice requirements and other procedural requirements contained in Section 859-a of the Act that relate to the Project; and

WHEREAS, as one of those procedural requirements the Agency must evaluate and determine whether the proposed Financial Assistance would represent a deviation from its

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Uniform Tax Exemption Policy ("UTEP"), taking into account the payment in-lieu of tax ("PILOT") agreement's planned declining payment schedule.

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

Section 1. The Agency has determined that the granting of the proposed Financial Assistance, taking into account the provisions of its UTEP, would not represent a deviation from its UTEP.

Section 2. The First Chairman, Vice Chairman, Chief Executive Officer, and the Deputy Chief Executive Officer of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. 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 J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

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I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

David J. Zembiec, Chief Executive Officer

AUTHORIZING RESOLUTION

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A meeting of Jefferson County Industrial Development Agency (the "Agency") was convened in public session at the offices of the Agency located at 800 Starbuck Avenue in the City of Watertown, Jefferson County, New York on May 6, 2021 at 8:30 o'clock a.m., local time.

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

PRESENT:

ABSENT:

FOLLOWING PERSONS WERE ALSO PRESENT:

The following resolution was offered by _____, seconded by _____, to wit:

Resolution No. 05.06.2021.10

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD A STRAIGHT-LEASE TRANSACTION WITH WADDINGHAM ROAD SOLAR, LLC (THE "COMPANY") FOR THE PURPOSE OF THE ACQUISITION, CONSTRUCTION, INSTALLATION, AND EQUIPPING OF A SOLAR-POWERED ELECTRIC GENERATING FACILITY IN THE TOWN OF LERAY.

WHEREAS, Jefferson County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws 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, reconstructing, 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

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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, install, and equip one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, installed, and equipped, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, the Company submitted an application for financial assistance to the Agency on or about March 17, 2021 (as amended from time to time, the "Application") requesting that the Agency consider undertaking a project (the "Project") consisting of the following: (A)(1) the acquisition of a leasehold interest in a portion of a certain parcel of land located in the Town of LeRay, to wit: tax parcel 65.00-1-46.41, Jefferson County, New York (the "Land"), and (2) construction, installation and equipping on the Land of a solar-powered electric generating facility, including all related equipment and improvements, with a total planned alternating current output capacity of 4.0 megawatts (the "Facility") to be operated by the Company (the Land and the Facility collectively referred to as the "Project Facility"); (B) the granting of certain "financial assistance" (within the meaning of section 854(14) of the Act) with respect to the foregoing, including exemptions from mortgage recording taxes and real property taxes for the Project Facility (but not including special district taxes) (collectively, the "Financial Assistance"); and (C) the sublease of the Project Facility back to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, the Agency has given due consideration to the Application and to representations by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Jefferson County, New York, (B) the completion of the Project Facility will not result in the removal of a plant or facility of the Company or any other proposed occupant of the Project Facility from one area of the State of New York to another area of the State of New York or in the abandonment of a plant or facility of any proposed occupant of the Project Facility (other than the Company) located in the State of New York, and (C) the completion of the Project Facility will not result in the abandonment of one or more plants or facilities of the Company located in the State of New York; and

WHEREAS, the Agency desires to encourage the Company to preserve and advance the job opportunities, health, general prosperity, and economic welfare of the people of Jefferson County, New York by undertaking the Project in Jefferson County, New York; 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 together with the SEQR Act, "SEQRA"), the members of the Agency adopted a resolution on April 1, 2021 (the "Environmental Resolution") by which the Agency determined (A) that the Project constitutes a "Type I Action" pursuant to SEQRA, (B)

that the Town of LeRay Planning Board, acting as lead agency, conducted an environmental review of the Project pursuant to SEQRA, which review did not include the Agency as an involved agency, and issued a negative declaration, determining that the Project will not have a significant adverse environmental impact, and that the members of the Agency reviewed the record of proceedings before the Town of LeRay Planning Board and the full environmental assessment form and concurred with the Town of LeRay Planning Board's determination, and (C) that the Project will not have a "significant adverse impact on the environment" pursuant to SEQRA and, therefore, that no environmental impact statement need be prepared with respect to the Project; and

WHEREAS, pursuant to a Preliminary Inducement Resolution adopted by the members of the Agency on April 1, 2021, 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 contemplated Financial Assistance (the "Public Hearing") to be mailed on April 5, 2021 to the chief executive officers of the county, town and school district in which the Project is to be located, (B) caused notices of the Public Hearing to be published on April 7, 2021, in the Watertown Daily Times, a newspaper of general circulation available to residents of the County of Jefferson, (C) conducted the Public Hearing virtually via Zoom on April 21, 2021 at 9:45 A.M., local time from the Agency offices located at 800 Starbuck Avenue, Watertown, New York, and (D) prepared a report of the Public Hearing which fairly summarized the views presented at said Public Hearing and distributed same to members of the Agency; and

WHEREAS, pursuant to a Tax Exemption Resolution adopted by the members of the Agency on May 6, 2021 (the "Tax Exemption Resolution"), the Agency determined that the granting of the proposed Financial Assistance, taking into account the provisions of the Agency's Uniform Tax Exemption Policy ("UTEP"), would not represent a deviation from its UTEP; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency proposes to enter into the following documents with the Company (collectively, the "Agency Documents"): (A) a certain company lease agreement (and a memorandum thereof) by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency the Project Facility (the "Company Lease"); (B) a certain bill of sale from the Company to the Agency pursuant to which the Agency will acquire an interest in machinery, equipment, and personal property related to the Project Facility (the "Bill of Sale"); (C) a certain lease and project agreement (and a memorandum thereof) by and between the Agency, as sublessor, and the Company, as sublessee, pursuant to which the Agency will sublease the Project Facility and machinery, equipment, and personal property related to the Project Facility back to the Company (the "Agency Lease"); (D) a certain agreement for payments in lieu of tax ("PILOT") by and between the Agency and the Company with respect to the Project Facility (the "PILOT Agreement"); and (E) various other documents and certificates relating to the Project (together with the Agency Documents, the "Closing Documents"); and

WHEREAS, the Agency will file with the assessor and mail to the chief executive officers of each "affected tax jurisdiction" (within the meaning of such quoted term in

Section 854(16) of the Act) a copy of a New York State Board of Real Property Services Form RP-412-a (the form required to be filed by the Agency in order for the Agency to obtain a real property tax exemption with respect to the Project Facility under Section 412-a of the Real Property Tax Law) relating to the Project; and

WHEREAS, pursuant to the Act, the Agency desires to adopt a resolution describing the Project and the Financial Assistance that the Agency is authorizing with respect to the Project.

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

Section 1. The Agency, based upon the representations made by the Company to the Agency in the Application, 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;
- (B) The Project constitutes a "project," as such term is defined in the Act;
- (C) The Project site is located entirely within the boundaries of Jefferson County, New York;
- (D) The completion of the Project will not result in the removal of a plant or facility of any proposed occupant of the Project Facility from one area of the State to another area in the State and will not result in the abandonment of one or more plants or facilities of any occupant of the Project Facility located in the State;
- (E) The Project Facility does 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;
- (F) The granting of the Financial Assistance by the Agency with respect to the Project will promote the job opportunities, general prosperity and economic welfare of the citizens of Jefferson County, New York and the State and improve their standard of living, and thereby serve the public purposes of the Act;
- (G) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;
- (H) The Agency has assessed all material information included in connection with the Application necessary to afford a reasonable basis for the decision by the Agency to provide the Financial Assistance for the Project as described herein;

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- (I) The Agency has prepared a written cost-benefit analysis identifying the estimated value of any tax exemption to be provided, the amount of private sector investment generated or likely to be generated by the Project, and the extent to which the Project will provide additional sources of revenue for municipalities and school districts, and any other public benefits that might occur as a result of the Project;
- (J) The Project should receive the contemplated Financial Assistance; and
- (K) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 2. In consequence of the foregoing, the Agency hereby determines to and is hereby authorized to: (A) proceed with the Project; (B) acquire a leasehold interest in the Project Facility from the Company pursuant to the Company Lease; (C) acquire an interest in the machinery, equipment, and personal property related to the Project from the Company pursuant to the Bill of Sale; (D) acquire, construct, install, and equip the Project Facility, or cause the Project Facility to be acquired, installed, constructed, and equipped; (E) lease the Project Facility and machinery, equipment, and personal property related to the Project Facility to the Company pursuant to the Agency Lease, which the Agency further determines constitutes a "Project Agreement" within the meaning of General Municipal Law § 859-a; (F) grant to the Company the Financial Assistance with respect to the Project; (G) enter into a PILOT agreement containing payment amounts set forth on Exhibit A attached hereto, to be distributed to the affected tax jurisdictions in proportion to their respective shares of the combined tax rate as such shares may change from time to time over the term of the PILOT agreement; and (H) do all things necessary or appropriate for the accomplishment of the foregoing, and all acts heretofore taken by the Agency with respect to the foregoing are hereby approved, ratified and confirmed.

Section 3. The Agency is hereby authorized to appoint, and hereby appoints, the Company as the true and lawful agent of the Agency to acquire, construct, install, and equip the Project Facility as described in the Agency Documents, 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, construction, installation, and equipping are hereby ratified, confirmed and approved.

Section 4. The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency, with the assistance of Agency counsel, are authorized to negotiate and approve the form and substance of the Agency Documents.

Section 5.

- (A) The Chairman, Vice Chairman, Chief Executive Officer, and Deputy Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the

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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 the forms thereof as the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer shall approve, the execution thereof by the Chairman, Vice Chairman, Chief Executive Officer, or Deputy Chief Executive Officer to constitute conclusive evidence of such approval.

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

Section 6. 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 7. 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 J. Converse</u>	VOTING	_____
<u>John Jennings</u>	VOTING	_____
<u>Robert E. Aliasso</u>	VOTING	_____
<u>W. Edward Walldroff</u>	VOTING	_____
<u>Paul Warneck</u>	VOTING	_____
<u>William Johnson</u>	VOTING	_____
<u>Lisa L'Huillier</u>	VOTING	_____

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss.:

DRAFT

I, the undersigned Chief Executive Officer of the Jefferson County Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY, that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on May 6, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same related to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting; (B) said meeting was in all respect duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present through 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this ____ day of May, 2021.

David J. Zembiec, Chief Executive Officer

Exhibit A

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PILOT Payments

Year	PILOT Payment (\$)
1	29,028.53
2	28,459.35
3	27,901.32
4	27,354.23
5	26,817.88
6	26,292.04
7	25,776.51
8	25,271.08
9	24,775.57
10	24,289.78
11	23,813.51
12	23,346.58
13	22,888.80
14	22,440.00
15	22,000.00

INITIAL PROJECT RESOLUTION
(NY 18144 Game Farm, LLC Project)

DRAFT

A regular meeting of the Jefferson County Industrial Development Agency convened on Thursday, May 6, 2021 at 8:30 a.m.

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

Resolution No. 05.06.2021.11

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) ACCEPTING AN APPLICATION SUBMITTED BY NY 18144 GAME FARM, LLC WITH RESPECT TO A CERTAIN PROJECT (AS DESCRIBED BELOW); (ii) AUTHORIZING THE SCHEDULING AND CONDUCT OF A PUBLIC HEARING WITH RESPECT TO THE PROJECT; (iii) DESCRIBING THE FORMS OF FINANCIAL ASSISTANCE BEING CONTEMPLATED BY THE AGENCY; (iv) ADOPTING FINDINGS WITH RESPECT TO THE STATE ENVIRONMENTAL QUALITY REVIEW ACT ("SEQRA"); AND (v) AUTHORIZING THE NEGOTIATION OF CERTAIN AGREEMENTS RELATING TO THE PROJECT.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, as amended (hereinafter collectively called the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to own, lease and sell property for the purpose of, among other things, acquiring, constructing and equipping industrial, manufacturing and commercial facilities as authorized by the Act; and

WHEREAS, **NY 18144 GAME FARM, LLC**, for itself and/or for an entity or entities to be formed (collectively, the "Company"), has submitted an application to the Agency requesting the Agency's assistance with a certain project (the "Project") consisting of: (i) the acquisition by the Agency of a leasehold interest in approximately 28 acres of real property located at 18144 Game Farm Road in the Town of Brownville, New York (the "Land", being more particularly described as a portion of tax parcel No. 73.00-1-47.1); (ii) the planning, design, construction and operation of a 5MWac PV solar electrical generation system, including panel foundations, inverters, transformers, interconnect wiring, utility connections, sitework, landscaping, fencing, security and related improvements (collectively, the "Improvements"); (iii) the acquisition of and installation in and around the Land and Improvements by the Company of machinery, equipment, fixtures and other items of tangible personal property (the "Equipment"; and, collectively with the Land and the Improvements, the "Facility"); and (iv) entering into a straight lease transaction (within the meaning of subdivision (15) of Section 854 of the Act), pursuant to which the Agency will retain a leasehold interest in the Facility for a period of time and sublease such interest in the Facility back to the Company (the "Straight Lease Transaction"); and

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WHEREAS, pursuant to and in accordance with Section 859-a of the Act, the Agency desires to schedule and conduct a public hearing (the "Public Hearing") relating to the Project and the proposed financial assistance contemplated by the Agency (collectively, the "Financial Assistance"), such Financial Assistance to include a partial real property tax abatement through the execution of an agreement with the Agency regarding payments in lieu of real property taxes to be made for the benefit of the Affected Tax Jurisdictions; and

WHEREAS, pursuant to the New York State Environmental Quality Review Act, Article 8 of the Environmental Conservation Law and the regulations adopted pursuant thereto at 6 NYCRR Part 617, as amended (collectively referred to as "SEQRA"), the Agency must satisfy the applicable requirements set forth in SEQRA, as necessary, prior to making a final determination whether to undertake the Project; and

WHEREAS, the Town of Brownville Planning Board (the "Planning Board"), acting as "lead agency" (as such term is defined under SEQRA), previously undertook a "coordinated review" (as such term is defined under SEQRA) of the Project, determined that the Project was a "Type I Action" (as such term is defined under SEQRA) and on August 31, 2020, issued a "negative declaration" (as such term is defined under SEQRA) with respect to the Project (the "Negative Declaration", a copy of which, along with related Environmental Assessment Form, or "EAF"), is attached hereto as Exhibit A); and

WHEREAS, the Agency desires to (i) accept the Application, (ii) authorize the scheduling and conduct of a public hearing pursuant to and in accordance with the Act, and (iii) negotiate, but not enter into an Agent and Financial Assistance and Project Agreement (the "Agent Agreement"), a Lease Agreement (the "Lease Agreement"), a Leaseback Agreement (the "Leaseback Agreement"), a Payment-in-Lieu-of-Tax Agreement (the "PILOT Agreement"), and related documents with the Company.

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

Section 1. The Company has presented an Application in a form acceptable to the Agency. Based upon the representations made by the Company to the Agency in the Company's Application, 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 Agency has the authority to take the actions contemplated herein under the Act; and

(C) The action to be taken by the Agency will induce the Company to develop the Project, thereby creating significant employment opportunities and critical investment in Jefferson County, New York, and otherwise furthering the purposes of the Agency as set forth in the Act; and

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(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 Agency 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; and

(E) Based upon a review of the Application, EAF and the Negative Declaration submitted to the Agency, the Agency hereby:

(i) consents to and affirms the status of the Planning Board as Lead Agency for review of the Project, within the meaning of, and for all purposes of complying with SEQRA; and

(ii) ratifies the proceedings undertaken by the Planning Board pursuant to SEQRA with respect to the construction and equipping of the Project pursuant to SEQRA, including the Negative Declaration; and

(iii) Based upon the review by the Agency of the EAF, Negative Declaration and related documents delivered by the Company to the Agency and other representations made by the Company to the Agency in connection with the Project, the Agency hereby finds that (a) the Project will result in no major impacts and, therefore, is one which may not cause significant damage to the environment; (b) the Project will not have a "significant effect on the environment" (as such quoted term is defined under SEQRA); and (c) no "environmental impact statement" (as such quoted term is defined under SEQRA) need be prepared for this action. This determination constitutes a "negative declaration" (as such quoted terms are defined under SEQRA) for purposes of SEQRA.

Section 2. The proposed financial assistance being contemplated by the Agency includes a partial real property tax abatement through the execution of an agreement with the Agency regarding payments in lieu of real property taxes to be made for the benefit of the Affected Tax Jurisdictions.

Section 3. The Chairman, Vice Chairman, and/or the Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to negotiate the terms of the Agent Agreement, Lease Agreement, Leaseback Agreement, PILOT Agreement, and related documents; *provided*, the provisions of the rental payments under the Leaseback Agreement include payments of all costs incurred by the Agency arising out of or related to the Project and indemnification of the Agency by the Company for actions taken by the Company and/or claims arising out of or related to the Project.

DRAFT

Section 4. The Agency hereby authorizes the scheduling and conduct a public hearing in compliance with the Act.

Section 5. Harris Beach PLLC, as General and Transaction Counsel for the Agency, is hereby authorized to work with counsel to the Company and others to prepare for submission to the Agency of all documents necessary to effect the foregoing authorizations.

Section 6. 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 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 Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 7. These Resolutions 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:

	Yea	Nay	Absent	Abstain
Robert E. Aliasso, Jr.	[]	[]	[]	[]
David J. Converse	[]	[]	[]	[]
John Jennings	[]	[]	[]	[]
William W. Johnson	[]	[]	[]	[]
Lisa L'Huillier	[]	[]	[]	[]
W. Edward Walldroff	[]	[]	[]	[]
Paul J. Warneck	[]	[]	[]	[]

The Resolution was thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) SS:

DRAFT

I, the undersigned (Acting) Secretary of Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the annexed extract of minutes of the meeting of Jefferson County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on May 6, 2021, 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 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 affixed the seal of said Agency this ____ day of _____, 2021.

W. Edward Walldroff, Secretary

[SEAL]

EXHIBIT A

DRAFT

SEORA MATERIALS

BARCLAY DAMON^{LLP}

Joseph W. Russell
Partner

September 3, 2020

Thomas Voss (thomas.voss@dec.ny.gov)
NYS Department of Conservation
Dulles State Office Building
317 Washington Street
Watertown, NY 13601

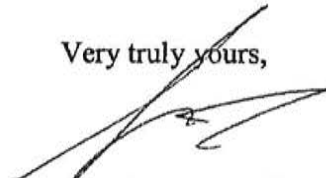
Re: Town of Brownville Planning Board Solar Project
Notice of Completion of SEQRA
Jefferson County, New York

Dear Mr. Voss:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec
Enclosures

cc: Town of Brownville Planning Board
Dan Csaplár, Consultant

BARCLAY DAMON^{LLP}

Joseph W. Russell
Partner

September 3, 2020

Nancy Herter (Nancy.Herter@parks.ny.gov)
NYS Office of Parks, Recreation and Historic Preservation
Peebles Island
PO Box 189
Waterford, NY

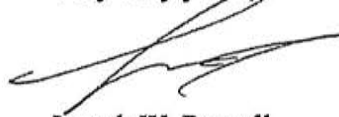
Re: Town of Brownville Planning Board Solar Project
Notice of Completion of SEQRA
Jefferson County, New York

Dear Ms. Harter:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec
Enclosures

cc: Town of Brownville Planning Board
Dan Csaplar, Consultant

BARCLAY DAMON ^{LLP}

Joseph W. Russell
Partner

September 3, 2020

Thomas Compo (thomas.compo@dot.ny.gov)
NYS Department of Transportation
Dulles State Office Building
317 Washington Street
Watertown, NY 13601

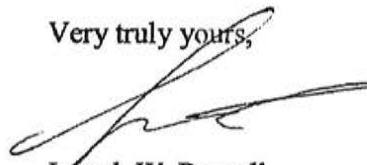
Re: Town of Brownville Planning Board Solar Project
Notice of Completion of SEQRA
Jefferson County, New York

Dear Mr. Compo:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec
Enclosures

cc: Town of Brownville Planning Board
Dan Csaplár, Consultant

BARCLAY DAMON ^{LLP}

Joseph W. Russell
Partner

September 3, 2020

NYSERDA
17 Columbia Circle
Albany, NY 12203-6399

Re: Town of Brownville Planning Board Solar Project
Notice of Completion of SEQRA
Jefferson County, New York

Dear Sir/Madam:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours,



Joseph W. Russell

JWR: dec
Enclosures

cc: Town of Brownville Planning Board
Dan Csaplár, Consultant

BARCLAY DAMON^{LLP}

Joseph W. Russell
Partner

September 3, 2020

Jefferson County Industrial Development Agency
800 Starbuck Avenue, STE 800
Watertown, NY 13601

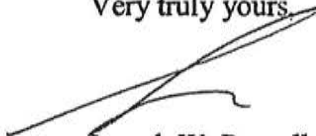
Re: Town of Brownville Planning Board Solar Project
Notice of Completion of SEQRA
Jefferson County, New York

Dear Sir/Madam:

Pursuant to the State Environmental Quality Review Act ("SEQRA") (6 NYCRR Part 617), please be advised that the Town of Brownville Planning Board has completed the SEQRA process and passed a Negative Declaration for the proposed Solar Project ("Project") on August 31, 2020. A copy of the Negative Declaration and resolution is enclosed and is in the process of being published in the Environmental News Bulletin. Please advise of any questions or comments you may have.

Thank you.

Very truly yours



Joseph W. Russell

JWR: dec

Enclosures

cc: Town of Brownville Planning Board
Dan Csaplar, Consultant

Full Environmental Assessment Form
Part 2 - Identification of Potential Project Impacts

Project : Date :	Agency Use Only [If applicable]
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Part 2 is to be completed by the lead agency. Part 2 is designed to help the lead agency inventory all potential resources that could be affected by a proposed project or action. We recognize that the lead agency's reviewer(s) will not necessarily be environmental professionals. So, the questions are designed to walk a reviewer through the assessment process by providing a series of questions that can be answered using the information found in Part 1. To further assist the lead agency in completing Part 2, the form identifies the most relevant questions in Part 1 that will provide the information needed to answer the Part 2 question. When Part 2 is completed, the lead agency will have identified the relevant environmental areas that may be impacted by the proposed activity.

If the lead agency is a state agency and the action is in any Coastal Area, complete the Coastal Assessment Form before proceeding with this assessment.

Tips for completing Part 2:

- Review all of the information provided in Part 1.
- Review any application, maps, supporting materials and the Full EAF Workbook.
- Answer each of the 18 questions in Part 2.
- If you answer "Yes" to a numbered question, please complete all the questions that follow in that section.
- If you answer "No" to a numbered question, move on to the next numbered question.
- Check appropriate column to indicate the anticipated size of the impact.
- Proposed projects that would exceed a numeric threshold contained in a question should result in the reviewing agency checking the box "Moderate to large impact may occur."
- The reviewer is not expected to be an expert in environmental analysis.
- If you are not sure or undecided about the size of an impact, it may help to review the sub-questions for the general question and consult the workbook.
- When answering a question consider all components of the proposed activity, that is, the "whole action".
- Consider the possibility for long-term and cumulative impacts as well as direct impacts.
- Answer the question in a reasonable manner considering the scale and context of the project.

1. Impact on Land Proposed action may involve construction on, or physical alteration of, the land surface of the proposed site. (See Part 1. D.1) If "Yes", answer questions a - j. If "No", move on to Section 2.			
		<input type="checkbox"/> NO	<input checked="" type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may involve construction on land where depth to water table is less than 3 feet.	E2d	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may involve construction on slopes of 15% or greater.	E2f	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may involve construction on land where bedrock is exposed, or generally within 5 feet of existing ground surface.	E2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve the excavation and removal of more than 1,000 tons of natural material.	D2a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may involve construction that continues for more than one year or in multiple phases.	D1e	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result in increased erosion, whether from physical disturbance or vegetation removal (including from treatment by herbicides).	D2e, D2q	<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. The proposed action is, or may be, located within a Coastal Erosion hazard area.	B1i	<input checked="" type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input checked="" type="checkbox"/>	<input type="checkbox"/>

2. Impact on Geological Features

The proposed action may result in the modification or destruction of, or inhibit access to, any unique or unusual land forms on the site (e.g., cliffs, dunes, minerals, fossils, caves). (See Part 1. E.2.g)

☒ NO

☐ YES

If "Yes", answer questions a - c. If "No", move on to Section 3.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Identify the specific land form(s) attached: _____	E2g	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may affect or is adjacent to a geological feature listed as a registered National Natural Landmark. Specific feature: _____	E3c	<input type="checkbox"/>	<input type="checkbox"/>
c. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

3. Impacts on Surface Water

The proposed action may affect one or more wetlands or other surface water bodies (e.g., streams, rivers, ponds or lakes). (See Part 1. D.2, E.2.h)

☒ NO

☐ YES

If "Yes", answer questions a - l. If "No", move on to Section 4.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may create a new water body.	D2b, D1h	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in an increase or decrease of over 10% or more than a 10 acre increase or decrease in the surface area of any body of water.	D2b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may involve dredging more than 100 cubic yards of material from a wetland or water body.	D2a	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve construction within or adjoining a freshwater or tidal wetland, or in the bed or banks of any other water body.	E2h	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may create turbidity in a waterbody, either from upland erosion, runoff or by disturbing bottom sediments.	D2a, D2h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may include construction of one or more intake(s) for withdrawal of water from surface water.	D2c	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may include construction of one or more outfall(s) for discharge of wastewater to surface water(s).	D2d	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action may cause soil erosion, or otherwise create a source of stormwater discharge that may lead to siltation or other degradation of receiving water bodies.	D2e	<input type="checkbox"/>	<input type="checkbox"/>
i. The proposed action may affect the water quality of any water bodies within or downstream of the site of the proposed action.	E2h	<input type="checkbox"/>	<input type="checkbox"/>
j. The proposed action may involve the application of pesticides or herbicides in or around any water body.	D2q, E2h	<input type="checkbox"/>	<input type="checkbox"/>
k. The proposed action may require the construction of new, or expansion of existing, wastewater treatment facilities.	D1a, D2d	<input type="checkbox"/>	<input type="checkbox"/>

1. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>
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4. Impact on groundwater

The proposed action may result in new or additional use of ground water, or may have the potential to introduce contaminants to ground water or an aquifer.

☒ NO

☐ YES

(See Part 1. D.2.a, D.2.c, D.2.d, D.2.p, D.2.q, D.2.t)

If "Yes", answer questions a - h. If "No", move on to Section 5.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may require new water supply wells, or create additional demand on supplies from existing water supply wells.	D2c	<input type="checkbox"/>	<input type="checkbox"/>
b. Water supply demand from the proposed action may exceed safe and sustainable withdrawal capacity rate of the local supply or aquifer. Cite Source: _____	D2c	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may allow or result in residential uses in areas without water and sewer services.	D1a, D2c	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may include or require wastewater discharged to groundwater.	D2d, E2l	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in the construction of water supply wells in locations where groundwater is, or is suspected to be, contaminated.	D2c, E1f, E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may require the bulk storage of petroleum or chemical products over ground water or an aquifer.	D2p, E2l	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may involve the commercial application of pesticides within 100 feet of potable drinking water or irrigation sources.	E2h, D2q, E2l, D2c	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

5. Impact on Flooding

The proposed action may result in development on lands subject to flooding.

☒ NO

☐ YES

(See Part 1. E.2)

If "Yes", answer questions a - g. If "No", move on to Section 6.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in development in a designated floodway.	E2i	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in development within a 100 year floodplain.	E2j	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in development within a 500 year floodplain.	E2k	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in, or require, modification of existing drainage patterns.	D2b, D2e	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may change flood water flows that contribute to flooding.	D2b, E2i, E2j, E2k	<input type="checkbox"/>	<input type="checkbox"/>
f. If there is a dam located on the site of the proposed action, is the dam in need of repair, or upgrade?	E1e	<input type="checkbox"/>	<input type="checkbox"/>

g. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>
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6. Impacts on Air

The proposed action may include a state regulated air emission source.
(See Part 1. D.2.f., D.2.h, D.2.g)

☒ NO

☐ YES

If "Yes", answer questions a - f. If "No", move on to Section 7.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. If the proposed action requires federal or state air emission permits, the action may also emit one or more greenhouse gases at or above the following levels: i. More than 1000 tons/year of carbon dioxide (CO ₂) ii. More than 3.5 tons/year of nitrous oxide (N ₂ O) iii. More than 1000 tons/year of carbon equivalent of perfluorocarbons (PFCs) iv. More than .045 tons/year of sulfur hexafluoride (SF ₆) v. More than 1000 tons/year of carbon dioxide equivalent of hydrochlorofluorocarbons (HFCs) emissions vi. 43 tons/year or more of methane	D2g D2g D2g D2g D2g D2h	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
b. The proposed action may generate 10 tons/year or more of any one designated hazardous air pollutant, or 25 tons/year or more of any combination of such hazardous air pollutants.	D2g	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may require a state air registration, or may produce an emissions rate of total contaminants that may exceed 5 lbs. per hour, or may include a heat source capable of producing more than 10 million BTU's per hour.	D2f, D2g	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may reach 50% of any of the thresholds in "a" through "c", above.	D2g	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in the combustion or thermal treatment of more than 1 ton of refuse per hour.	D2s	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

7. Impact on Plants and Animals

The proposed action may result in a loss of flora or fauna. (See Part 1. E.2. m.-q.)

☒ NO

☐ YES

If "Yes", answer questions a - j. If "No", move on to Section 8.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may cause reduction in population or loss of individuals of any threatened or endangered species, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site.	E2o	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in a reduction or degradation of any habitat used by any rare, threatened or endangered species, as listed by New York State or the federal government.	E2o	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may cause reduction in population, or loss of individuals, of any species of special concern or conservation need, as listed by New York State or the Federal government, that use the site, or are found on, over, or near the site.	E2p	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in a reduction or degradation of any habitat used by any species of special concern and conservation need, as listed by New York State or the Federal government.	E2p	<input type="checkbox"/>	<input type="checkbox"/>

e. The proposed action may diminish the capacity of a registered National Natural Landmark to support the biological community it was established to protect.	E3c	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result in the removal of, or ground disturbance in, any portion of a designated significant natural community. Source: _____	E2n	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may substantially interfere with nesting/breeding, foraging, or over-wintering habitat for the predominant species that occupy or use the project site.	E2m	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action requires the conversion of more than 10 acres of forest, grassland or any other regionally or locally important habitat. Habitat type & information source: _____	E1b	<input type="checkbox"/>	<input type="checkbox"/>
i. Proposed action (commercial, industrial or recreational projects, only) involves use of herbicides or pesticides.	D2q	<input type="checkbox"/>	<input type="checkbox"/>
j. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

8. Impact on Agricultural Resources The proposed action may impact agricultural resources. (See Part 1. E.3.a. and b.) <input checked="" type="checkbox"/> NO <input type="checkbox"/> YES <i>If "Yes", answer questions a - h. If "No", move on to Section 9.</i>			
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may impact soil classified within soil group 1 through 4 of the NYS Land Classification System.	E2c, E3b	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may sever, cross or otherwise limit access to agricultural land (includes cropland, hayfields, pasture, vineyard, orchard, etc).	E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in the excavation or compaction of the soil profile of active agricultural land.	E3b	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may irreversibly convert agricultural land to non-agricultural uses, either more than 2.5 acres if located in an Agricultural District, or more than 10 acres if not within an Agricultural District.	E1b, E3a	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may disrupt or prevent installation of an agricultural land management system.	E1 a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action may result, directly or indirectly, in increased development potential or pressure on farmland.	C2c, C3, D2c, D2d	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed project is not consistent with the adopted municipal Farmland Protection Plan.	C2c	<input type="checkbox"/>	<input type="checkbox"/>
h. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

9. Impact on Aesthetic Resources

The land use of the proposed action are obviously different from, or are in sharp contrast to, current land use patterns between the proposed project and a scenic or aesthetic resource. (Part 1. E.1.a, E.1.b, E.3.h.)

☒ NO

☐ YES

If "Yes", answer questions a - g. If "No", go to Section 10.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Proposed action may be visible from any officially designated federal, state, or local scenic or aesthetic resource.	E3h	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the obstruction, elimination or significant screening of one or more officially designated scenic views.	E3h, C2b	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may be visible from publicly accessible vantage points: i. Seasonally (c.g., screened by summer foliage, but visible during other seasons) ii. Year round	E3h	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
d. The situation or activity in which viewers are engaged while viewing the proposed action is: i. Routine travel by residents, including travel to and from work ii. Recreational or tourism based activities	E3h E2q, E1c	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
e. The proposed action may cause a diminishment of the public enjoyment and appreciation of the designated aesthetic resource.	E3h	<input type="checkbox"/>	<input type="checkbox"/>
f. There are similar projects visible within the following distance of the proposed project: 0-1/2 mile 1/2 -3 mile 3-5 mile 5+ mile	D1a, E1a, D1f, D1g	<input type="checkbox"/>	<input type="checkbox"/>
g. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

10. Impact on Historic and Archeological Resources

The proposed action may occur in or adjacent to a historic or archaeological resource. (Part 1. E.3.e, f. and g.)

☒ NO

☐ YES

If "Yes", answer questions a - e. If "No", go to Section 11.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may occur wholly or partially within, or substantially contiguous to, any buildings, archaeological site or district which is listed on or has been nominated by the NYS Board of Historic Preservation for inclusion on the State or National Register of Historic Places.	E3e	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may occur wholly or partially within, or substantially contiguous to, an area designated as sensitive for archaeological sites on the NY State Historic Preservation Office (SHPO) archaeological site inventory.	E3f	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may occur wholly or partially within, or substantially contiguous to, an archaeological site not included on the NY SHPO inventory. Source: _____	E3g	<input type="checkbox"/>	<input type="checkbox"/>

d. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>
If any of the above (a-d) are answered "Moderate to large impact may occur", continue with the following questions to help support conclusions in Part 3:			
i. The proposed action may result in the destruction or alteration of all or part of the site or property.	E3e, E3g, E3f	<input type="checkbox"/>	<input type="checkbox"/>
ii. The proposed action may result in the alteration of the property's setting or integrity.	E3e, E3f, E3g, E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
iii. The proposed action may result in the introduction of visual elements which are out of character with the site or property, or may alter its setting.	E3e, E3f, E3g, E3h, C2, C3	<input type="checkbox"/>	<input type="checkbox"/>

11. Impact on Open Space and Recreation The proposed action may result in a loss of recreational opportunities or a reduction of an open space resource as designated in any adopted municipal open space plan. (See Part 1. C.2.c, E.1.c., E.2.q.) If "Yes", answer questions a - e. If "No", go to Section 12.			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in an impairment of natural functions, or "ecosystem services", provided by an undeveloped area, including but not limited to stormwater storage, nutrient cycling, wildlife habitat.	D2e, E1b E2h, E2m, E2o, E2n, E2p	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the loss of a current or future recreational resource.	C2a, E1c, C2c, E2q	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may eliminate open space or recreational resource in an area with few such resources.	C2a, C2c E1c, E2q	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may result in loss of an area now used informally by the community as an open space resource.	C2c, E1c	<input type="checkbox"/>	<input type="checkbox"/>
e. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

12. Impact on Critical Environmental Areas The proposed action may be located within or adjacent to a critical environmental area (CEA). (See Part 1. E.3.d) If "Yes", answer questions a - c. If "No", go to Section 13.			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may result in a reduction in the quantity of the resource or characteristic which was the basis for designation of the CEA.	E3d	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in a reduction in the quality of the resource or characteristic which was the basis for designation of the CEA.	E3d	<input type="checkbox"/>	<input type="checkbox"/>
c. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

13. Impact on Transportation

The proposed action may result in a change to existing transportation systems.

☒ NO☐ YES

(See Part I. D.2.j)

If "Yes", answer questions a - f. If "No", go to Section 14.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. Projected traffic increase may exceed capacity of existing road network.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in the construction of paved parking area for 500 or more vehicles.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action will degrade existing transit access.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action will degrade existing pedestrian or bicycle accommodations.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may alter the present pattern of movement of people or goods.	D2j	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

14. Impact on Energy

The proposed action may cause an increase in the use of any form of energy.

☒ NO☐ YES

(See Part I. D.2.k)

If "Yes", answer questions a - e. If "No", go to Section 15.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action will require a new, or an upgrade to an existing, substation.	D2k	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action will require the creation or extension of an energy transmission or supply system to serve more than 50 single or two-family residences or to serve a commercial or industrial use.	D1f, D1q, D2k	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may utilize more than 2,500 MWhrs per year of electricity.	D2k	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may involve heating and/or cooling of more than 100,000 square feet of building area when completed.	D1g	<input type="checkbox"/>	<input type="checkbox"/>
e. Other Impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

15. Impact on Noise, Odor, and Light

The proposed action may result in an increase in noise, odors, or outdoor lighting.

☒ NO☐ YES

(See Part I. D.2.m., n., and o.)

If "Yes", answer questions a - f. If "No", go to Section 16.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may produce sound above noise levels established by local regulation.	D2m	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may result in blasting within 1,500 feet of any residence, hospital, school, licensed day care center, or nursing home.	D2m, E1d	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may result in routine odors for more than one hour per day.	D2o	<input type="checkbox"/>	<input type="checkbox"/>

d. The proposed action may result in light shining onto adjoining properties.	D2n	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may result in lighting creating sky-glow brighter than existing area conditions.	D2n, E1a	<input type="checkbox"/>	<input type="checkbox"/>
f. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

16. Impact on Human Health

The proposed action may have an impact on human health from exposure to new or existing sources of contaminants. (See Part I.D.2.q., E.1. d. f. g. and h.)

☒ NO

☐ YES

If "Yes", answer questions a - m. If "No", go to Section 17.

	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action is located within 1500 feet of a school, hospital, licensed day care center, group home, nursing home or retirement community.	E1d	<input type="checkbox"/>	<input type="checkbox"/>
b. The site of the proposed action is currently undergoing remediation.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
c. There is a completed emergency spill remediation, or a completed environmental site remediation on, or adjacent to, the site of the proposed action.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
d. The site of the action is subject to an institutional control limiting the use of the property (e.g., easement or deed restriction).	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may affect institutional control measures that were put in place to ensure that the site remains protective of the environment and human health.	E1g, E1h	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action has adequate control measures in place to ensure that future generation, treatment and/or disposal of hazardous wastes will be protective of the environment and human health.	D2t	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action involves construction or modification of a solid waste management facility.	D2q, E1f	<input type="checkbox"/>	<input type="checkbox"/>
h. The proposed action may result in the unearthing of solid or hazardous waste.	D2q, E1f	<input type="checkbox"/>	<input type="checkbox"/>
i. The proposed action may result in an increase in the rate of disposal, or processing, of solid waste.	D2r, D2s	<input type="checkbox"/>	<input type="checkbox"/>
j. The proposed action may result in excavation or other disturbance within 2000 feet of a site used for the disposal of solid or hazardous waste.	E1f, E1g E1h	<input type="checkbox"/>	<input type="checkbox"/>
k. The proposed action may result in the migration of explosive gases from a landfill site to adjacent off site structures.	E1f, E1g	<input type="checkbox"/>	<input type="checkbox"/>
l. The proposed action may result in the release of contaminated leachate from the project site.	D2s, E1f, D2r	<input type="checkbox"/>	<input type="checkbox"/>
m. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

17. Consistency with Community Plans The proposed action is not consistent with adopted land use plans. (See Part 1. C.1, C.2. and C.3.) If "Yes", answer questions a - h. If "No", go to Section 18.			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action's land use components may be different from, or in sharp contrast to, current surrounding land use pattern(s).	C2, C3, D1a E1a, E1b	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action will cause the permanent population of the city, town or village in which the project is located to grow by more than 5%.	C2	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action is inconsistent with local land use plans or zoning regulations.	C2, C2, C3	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action is inconsistent with any County plans, or other regional land use plans.	C2, C2	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action may cause a change in the density of development that is not supported by existing infrastructure or is distant from existing infrastructure.	C3, D1c, D1d, D1f, D1d, E1b	<input type="checkbox"/>	<input type="checkbox"/>
f. The proposed action is located in an area characterized by low density development that will require new or expanded public infrastructure.	C4, D2c, D2d D2j	<input type="checkbox"/>	<input type="checkbox"/>
g. The proposed action may induce secondary development impacts (e.g., residential or commercial development not included in the proposed action)	C2a	<input type="checkbox"/>	<input type="checkbox"/>
h. Other: _____		<input type="checkbox"/>	<input type="checkbox"/>

18. Consistency with Community Character The proposed project is inconsistent with the existing community character. (See Part 1. C.2, C.3, D.2, E.3) If "Yes", answer questions a - g. If "No", proceed to Part 3.			
		<input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES
	Relevant Part I Question(s)	No, or small impact may occur	Moderate to large impact may occur
a. The proposed action may replace or eliminate existing facilities, structures, or areas of historic importance to the community.	E3e, E3f, E3g	<input type="checkbox"/>	<input type="checkbox"/>
b. The proposed action may create a demand for additional community services (e.g. schools, police and fire)	C4	<input type="checkbox"/>	<input type="checkbox"/>
c. The proposed action may displace affordable or low-income housing in an area where there is a shortage of such housing.	C2, C3, D1f D1g, E1a	<input type="checkbox"/>	<input type="checkbox"/>
d. The proposed action may interfere with the use or enjoyment of officially recognized or designated public resources.	C2, E3	<input type="checkbox"/>	<input type="checkbox"/>
e. The proposed action is inconsistent with the predominant architectural scale and character.	C2, C3	<input type="checkbox"/>	<input type="checkbox"/>
f. Proposed action is inconsistent with the character of the existing natural landscape.	C2, C3 E1a, E1b E2g, E2h	<input type="checkbox"/>	<input type="checkbox"/>
g. Other impacts: _____		<input type="checkbox"/>	<input type="checkbox"/>

PRINT FULL FORM

Project: _____

Date: _____

Full Environmental Assessment Form
Part 3 - Evaluation of the Magnitude and Importance of Project Impacts
and
Determination of Significance

Part 3 provides the reasons in support of the determination of significance. The lead agency must complete Part 3 for every question in Part 2 where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.

Based on the analysis in Part 3, the lead agency must decide whether to require an environmental impact statement to further assess the proposed action or whether available information is sufficient for the lead agency to conclude that the proposed action will not have a significant adverse environmental impact. By completing the certification on the next page, the lead agency can complete its determination of significance.

Reasons Supporting This Determination:

To complete this section:

- Identify the impact based on the Part 2 responses and describe its magnitude. Magnitude considers factors such as severity, size or extent of an impact.
- Assess the importance of the impact. Importance relates to the geographic scope, duration, probability of the impact occurring, number of people affected by the impact and any additional environmental consequences if the impact were to occur.
- The assessment should take into consideration any design element or project changes.
- Repeat this process for each Part 2 question where the impact has been identified as potentially moderate to large or where there is a need to explain why a particular element of the proposed action will not, or may, result in a significant adverse environmental impact.
- Provide the reason(s) why the impact may, or will not, result in a significant adverse environmental impact
- For Conditional Negative Declarations identify the specific condition(s) imposed that will modify the proposed action so that no significant adverse environmental impacts will result.
- Attach additional sheets, as needed.

Determination of Significance - Type 1 and Unlisted Actions

SEQR Status:

☒ Type 1☐ Unlisted

Identify portions of EAF completed for this Project:

☐ Part 1☐ Part 2☐ Part 3

Upon review of the information recorded on this EAF, as noted, plus this additional support information

and considering both the magnitude and importance of each identified potential impact, it is the conclusion of the _____ as lead agency that:

☒ A. This project will result in no significant adverse impacts on the environment, and, therefore, an environmental impact statement need not be prepared. Accordingly, this negative declaration is issued.

☐ B. Although this project could have a significant adverse impact on the environment, that impact will be avoided or substantially mitigated because of the following conditions which will be required by the lead agency:

There will, therefore, be no significant adverse impacts from the project as conditioned, and, therefore, this conditioned negative declaration is issued. A conditioned negative declaration may be used only for UNLISTED actions (see 6 NYCRR 617.7(d)).

☐ C. This Project may result in one or more significant adverse impacts on the environment, and an environmental impact statement must be prepared to further assess the impact(s) and possible mitigation and to explore alternatives to avoid or reduce those impacts. Accordingly, this positive declaration is issued.

Name of Action: *5.0 MW ground-mounted solar array*

Name of Lead Agency: *Town of Brownville Planning Board*

Name of Responsible Officer in Lead Agency: *Gary Beasley*

Title of Responsible Officer: *Chair*

Signature of Responsible Officer in Lead Agency: *[Signature]*

Date: *8/31/2020*

Signature of Preparer (if different from Responsible Officer)

Date:

For Further Information:

Contact Person:

Address:

Telephone Number:

E-mail:

For Type 1 Actions and Conditioned Negative Declarations, a copy of this Notice is sent to:

Chief Executive Officer of the political subdivision in which the action will be principally located (e.g., Town / City / Village of)

Other involved agencies (if any)

Applicant (if any)

Environmental Notice Bulletin: <http://www.dec.ny.gov/enb/enb.html>

PRINT FULL FORM

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TOWN OF BROWNVILLE
16431 Star School House Road
Dexter, NY 13634

September 21, 2020

Sky Solar Holdings, Ltd.

Re: Site Plan and Special Use Permit Application
Brownville Solar Array Project
18144 Game Farm Road, Brownville, New York

Dear Sir/Madam:

This letter is to inform you that at its meeting of September 14, 2020, the Town of Brownville Planning Board unanimously (4 – 0) approved the Site Plan and Special Use Permit with the conditions provided by the Department of Transportation and the Development Authority of the North Country relative to the construction standards, copies enclosed. A copy of the minutes are also enclosed.

Please advise if you require anything additional.

Very truly yours,



Gary Beasley, Chairman
Town of Brownville Planning Board

Cc: Town Attorney
Dan Csaplar, Consultant

Enclosures

TOWN OF BROWNVILLE
PLANNING BOARD MEETING
SPECIAL MEETING

AUG.31, 2020 5:00 PM
TOWN OFFICE, LIMERICK, NY

PRESENT: Gary Beasley, Ron McGregor, Mike Parks, Norm Peckham, Atty. Russell
and June McCartin

ABSENT: Tim Cerow and Mark Kellar

MINUTES: Minutes not available.

CORRESP. None

PUBLIC HEARING:

1. None

UNFINISHED

BUSINESS: 1. Ecovue Solar Array

A special meeting was called to review a complete application for Ecovue Solar. The application, represented by Dan Csaplar, project manager, is complete with DANC approval to cross the DANC water line to access the property, an agreement with the Quencers to cross the Quencer property for access and all fees paid. Part I of the EAF is also complete.

The board, with Atty. Russell reviewed Part II and Part III of the EAF.

With no impact regarding the EAF Ron McGregor motioned for a negative declaration and Mike Parks seconded the motion. Agreed by all. Ron McGregor motioned approval of the complete application and Mike Parks seconded the motion contingent on approval from DANC and DOT on completion of project as proposed. All agreed.

NEW BUSINESS:

1. None

REPORTS: 1. NA

DISCUSSION: 1. NA

ADJOURNMENT:

Norm Peckham motioned adjournment at 5:28 PM and Ron McGregor seconded the motion. Agreed.

Next meeting scheduled for 9/14/ 2020 at 5:00 PM.

Respectfully Submitted,


June McCartin

Jefferson County Industrial Development Agency
 800 Starbuck Avenue, Suite 800
 Watertown, NY 13601
 (315) 782-5865

2020-2021 Board Attendance

Name	Oct	Nov	Dec	Jan	Feb	2/18/2021	Mar	Apr	May	Jun	Jul	Aug	Sep
Aliasso, Robert	P	P	P	P	P	P	P	P					
Converse, David	P	P	P	P	P	P	P	P					
Jennings, John	P	A	E	P	P	E	P	E					
Johnson, William	P	P	P	P	P	P	P	P					
L'Huillier, Lisa	P	P	P	P	P	P	P	P					
Walldroff, W. Edward	P	P	P	P	P	P	P	P					
Warneck, Paul	P	P	P	P	P	P	P	P					
Totals:	7	6	6	7	7	6	7	6					
P - Present													
- Excused													
- Absent													