# Application to

# Jefferson County Industrial Development Agency (JCIDA)

## ☐ Tax Exempt Bond Financing
## ☐ Taxable Bond Financing
## ☒ Lease Leaseback Transaction

Please contact the agency for more information regarding project eligibility and application process.

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Applicant (Company) Name:
Black River Solar, LLC

Applicant Address:
101 Summer Street, Boston MA 02110

Phone:
860-806-0298

E-mail:
[redacted]

Application Date: 04/23/2020

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**Internal Use Only**
Staff Signature and Date of Submission:_____
Revised Date:_____, Revision #:_____
Completed Application Date:_____Staff Initial_____

# Fee Schedule

Updated as of the date of the document

## Taxable and Tax Exempt Industrial Development Revenue Bonds

| | |
|---|---|
| **Application Fee:** | A non-refundable fee of $2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing. |
| **Fee:** | First $10 million – 2% of the principal amount of the bond series.<br>$10 million - $20 million – 1% of the bond series.<br>Any amount over $20 million – 0.5% of the bond series.<br><br>Annual Fee - $1,500.00 |
| **Point of Contact:** | Donald Alexander – CEO JCIDA+1 (315) 782-5865 |

## Lease Leaseback Transactions

| | |
|---|---|
| **Application Fee:** | A non-refundable fee of $2,500.00 is payable to the JCIDA at the time the application is submitted. This fee will be credited towards the total fee at closing. |
| **Fee:** | With a PILOT:<br>First $10 million – 2%<br>Second $10-$20 million - 0.5%<br>Any amount over $20 million - 0.25%<br><br>No PILOT – 25% of the abatement value |
| **Point of Contact:** | Donald Alexander - CEO JCIDA +1 (315)782-5865 |

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## Section I: Applicant Information

Please answer all questions. Use "None" or "Not Applicable" where necessary.

**A) Applicant Information-company receiving benefit:**

Applicant Name: Blackriver Solar, LLC

Applicant Address: 101 Summer Street, Boston MA 02110

Phone: 860-806-0298 Fax: _____

Website: www.nexamp.com E-mail: [redacted]

Federal ID#: [redacted] NAICS: 221114

Will a Real Estate Holding Company be utilized to own the Project property/facility? ☐ Yes or ■ No

What is the name of the Real Estate Holding Company: _____

Federal ID#: _____

State and Year or Incorporation/Organization: _____

List of stockholders, members, or partners of Real Estate Holding Company: _____

_____

**B) Individual Completing Application:**

Name: Dallas Manson

Title: Business Development Manager

Address: 101 Summer Street, Boston MA 02110

Phone: 860-806-0298 Fax: _____

E-Mail: [redacted]

**C) Company Contact (if different from Section B above):**

Name: _____

Title: _____

Address: _____

Phone: _____ Fax: _____

E-Mail: _____

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**D) Company Counsel:**

Name of Attorney: Kevin R. McAuliffe

Firm Name: Barclay Damon LLP

Address: Barclay Damon Tower, 125 East Jefferson Street, Syracuse, New York 13202

Phone: 315.425.2875 Fax:

E-mail: [redacted]

**E) Identify the assistance being requested of the Agency (select all that apply):**

1. Exemption from Sales Tax ■ Yes or ☐ No
2. Exemption from Mortgage Tax ■ Yes or ☐ No
3. Exemption from Real Property Tax ■ Yes or ☐ No
4. Tax Exempt Financing * ☐ Yes or ■ No

* (typically for not-for-profits and qualified small manufacturers)

**F) Applicant Business Information (check appropriate category):**

| | | | |
|---|---|---|---|
| Corporation | ☐ | Partnership | ☐ |
| Public Corporation | ☐ | Joint Venture | ☐ |
| Sole Proprietorship | ☐ | Limited Liability Company | ☒ |

Other (please specify)

Year Established: 2018

State in which Organization is established: Delaware

**G) List all Applicant stockholders, members, or partners with % of ownership greater than 20%:**

| Name | % of ownership |
|---|---|
| Green Eagle Solar VI, LLC | 100% |
| | |
| | |

**H) Applicant Business Description:**

Describe in detail company background, products, customers, goods and services. Description is critical in determining eligibility: Applicant's parent entity, Nexamp, Inc., develops, designs, builds, owns, finances, and operates commercial scale solar systems. Nexamp has over 165-solar projects, totaling 150-megawatts of solor generating capacity. Of those, 62 MW were awarded under the NY Sun program and 8-projects are interconnected. For this Project, Applicant proposes to develop and operate a 3.93 MW (AC), interconnected solar energy project at the Project site.

Revised Date: , Revision #:

Estimated % of sales within Jefferson County : 30%

Estimated % of sales outside Jefferson County, but within New York State: 70%

Estimated % of sales outside New York State but within the U.S.: _____

Estimated % of sales outside the U.S. _____

(*Percentage to equal 100%)

I) What percentage of your total annual supplies, raw materials and vendor services are purchased from firms in Jefferson County. Include list of vendors, raw material suppliers and percentages for each. Provide supporting documentation including estimated percentage of local purchases.

Applicant isn't operating yet and hasn't identified the vendors it will use for this Project. The solar panels for this Project are produced only by overseas manufacturers and the requisite racking is produced only by manufacturers located outside the Agency's defined local region.

## Section II: Project Description & Details

A) **Project Location:**

List your current operation(s) locations in Jefferson County:

None

List your current operation(s) locations in New York State:

_____

List the Proposed Project location(s) : NYS Route 3, LeRay, NY

Provide the Property Address of the proposed Project:

NYS Route 3, LeRay, NY

Tax Parcel No. 75.17-1-23.41

Will the completion of the Project result in the removal, or reduction of an industrial or manufacturing plant of the Applicant from: one area of New York State to Jefferson County; or within Jefferson County?

☐ Yes or No ■

If Yes, please provide details _____

Will the completion of the Project result in the abandonment of one or more plants or facilities of the Applicant located within New York State?

☐ Yes or No ■

If Yes, please provide details _____

_____

Will the Proposed Project affect Applicant's current operations within Jefferson County to be closed or be subjected to reduced activity?

☐ Yes or No ■

If Yes, please provide details _____

_____

If Yes to any of the above three (3) questions, Applicant must complete Section II (Q) and Section IV of this Application.

Will the completion of the Project result in the abandonment, removal, or reduction of an industrial or manufacturing plant of a closely aligned competitor from one area of New York State or Jefferson County?

■ Yes or No ☐

If Yes, please provide details _____

_____

SBL Number for Property upon which proposed Project will be located: 75.17-1-23.41

What are the current real estate taxes on the proposed Project Site? $902

If amount of current taxes is not available, provide assessed value for each:

Land: $_____ Buildings(s): $_____

** *If available please include a copy of current tax bill.*

Are Real Property Taxes current? ■ Yes or ☐ No. If no, please explain _____

_____

Town/City/Village: LeRay School District: Watertown

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Does the Applicant or any related entity currently hold fee title to the Project site? ☐ Yes or ■ No

If No, indicate name of present owner of the Project Site: Kevin T Eddy

Does Applicant or related entity have an option/contract to purchase the Project site? ☐ Yes or ■ No

The Applicant leases the Project site from Kevin T. Eddy.

**B) Please provide narrative of project and the purpose of the project (new build, renovations, and/or equipment purchases). Identify specific uses occurring within the project. Describe any and all tenants and any/all end users:** (This information is critical in determining project eligibility):

Applicant proposes to develop a 3.93 MW (AC) ground mounted solar energy project (the "Project") on 19 acres of a 42 acre, privately owned property.

The Project will operate as a Community Distributed Generation project with an incentive from the NY Sun program.

This Project will allow area residents to participate in a share of this clean energy project and to receive a discount on their electricity bills.

Applicant estimates the savings to participants to be $67,516 annually, or $1,687,911M over 25 years.

**Describe the reasons why the Agency's Financial Assistance is necessary, and the effect the Project will have on the Applicant's business or operations. Focus on competitiveness issues, project shortfalls, etc... Your eligibility determination will be based in part on your answer (attach additional pages if necessary):**

The Agency's financial assistance will help mitigate the risks associated with this Project, making the Project commercially reasonable and improving the Project's economic feasibility and financeability because without real property tax certainty, the Project cannot be financed. Absent the Agency's financial assistance, it is unlikely the Applicant will undertake the Project.

**Please confirm by checking the box, below, if there is a strong possibility that the Project would not be undertaken but for the Financial Assistance provided by the Agency?**

■ **Yes or** ☐ **No**

If Yes, please provide details: But for the Agency's Financial Assistance, it is unlikely this Project would go forward.

**If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken by the Agency:**

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**If the Applicant is unable to obtain Financial Assistance for the Project, what will be the impact on the Applicant?** If the Applicant is unable to obtain Financial Assistance from the Agency for this Project, it is unlikely the Applicant will proceed with the Project.

C) Will Project include leasing any equipment ☐ Yes or ■ No

If Yes, please describe: _____

D) Site Characteristics:

Describe the present use of the proposed Project site: The current site is used for farming and storing sand/gravel. Given the shallow bedrock, which results in poor overall drainage, the landowner was interested in finding another use for the land. Applicant will maintain access to the farm, with areas surrounding the project to continue to be farmed.

Will the Project meet zoning/land use requirements at the proposed location? ■ Yes or ☐ No

If Yes, please provide local zoning reference that applies: LeRay Town Code158-130 allows for freestanding solar systems in the R1 district through site plan approval.

Describe the present zoning/land use: R-1

Describe required zoning/land use, if different: NA

If a change in zoning/land use is required, please provide details/status of any request for change of zoning/land use requirements: _____

Is the proposed project located on a site where the known or potential presence of contaminants is complicating the development/use of the property? If yes, please explain: No.

Have site plans been submitted to the appropriate planning department?

■ Yes or ☐ No

** If yes, please provide the Agency with a copy of the related State Environmental Quality Review Act ("SEQR") Environmental Assessment Form that may have been required to be submitted along with the site plan application to the appropriate planning department. Please provide the Agency

with the status with respect to any required planning department approval: Site Plan Approval was granted, including a negative declaration on SEQR. A Zoning Permit has been issued.

Has the Project received site plan approval from the planning department? ■ Yes or ☐ No.

If Yes, please provide the Agency with a copy of the planning department approval along with the related SEQR determination.

**E)** Has a Phase 1 Environmental Assessment been prepared, or will one be prepared with respect to the proposed project site? ■ Yes or ☐ No If yes, please provide a copy.

**F)** Have any other studies or assessments been undertaken with respect to the proposed project site that indicate the known or suspected presence of contamination that would complicate the site's development?

☐ Yes or ■ No. If yes, please provide copies of the study

**G)** Provide any additional information or details: _____

_____

**H)** Select Project Type for all end users at project site (you may check more than one):

** Please check any and all end users as identified below.
** Will customers personally visit the Project site for either of the following economic activities? If yes with respect to either economic activity indicated below, complete the Retail Questionnaire contained in Section IV of the Application.

Retail Sales: ☐ Yes or ■ No Services: ☐ Yes or ■ No

For purposes of this question, the term "retail sales" means (i) sales by a registered vendor under Article 28 of the Tax Law of the State of New York (the "Tax Law") primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

| | | | |
|---|---|---|---|
| Industrial | ☐ | Back Office | ☐ |
| Acquisition of Existing Facility | ☐ | Retail | ☐ |
| Housing | ☐ | Mixed Use | ☐ |
| Equipment Purchase | ☐ | Facility for Aging | ☐ |
| Multi-Tenant | ☐ | Civic Facility (not for profit) | ☐ |
| Commercial | ☐ | Other Solar | X |

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**I)** Project Information:

**Estimated costs in connection with Project:**

1. Land and/or Building Acquisition: $_____
   _____ acres _____square feet
2. New Building Construction: _____square feet $_____
3. New Building Addition(s): _____ square feet $_____
4. Infrastructure Work $_____
5. Reconstruction/Renovation: _____ square feet $_____
6. Manufacturing Equipment: $_____
7. Non-Manufacturing Equipment (furniture, fixtures, etc.): $_____
8. Soft Costs: (professional services, etc.): $_____
9. Other, Specify: Material + Labor $6,309,357

TOTAL Capital Costs: $6,309,357 x 2%

**Project refinancing; estimated amount**
**(for refinancing of existing debt only)** $_____

**Sources of Funds for Project Costs:** 6,3

| | |
|---|---|
| Bank Financing: | $2,689,034 |
| Equity (excluding equity that is attributed to grants/tax credits) | $ 1,570,396 |
| Tax Exempt Bond Issuance (if applicable) | $ _____ |
| Taxable Bond Issuance (if applicable) | $ _____ |
| Public Sources (Include sum total of all state and federal grants and tax credits) | $ _____ |
| Identify each state and federal grant/credit: | |
| NY Sun Award | $ 931,288 |
| Federal Investment Tax Credit (ITC) | $ $1,118,638 |
| _____ | $ _____ |
| _____ | $ _____ |
| Total Sources of Funds for Project Costs: | $ 6,309,357 |

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Have any of the above costs been paid or incurred as of the date of this Application? ☐ Yes or ■ No

If Yes, describe particulars:_____

_____

**Mortgage Recording Tax Exemption Benefit**: Amount of mortgage that would be subject to mortgage recording tax:

Mortgage Amount (include sum total of construction/permanent/bridge financing): $ 2,958,983

Estimated Mortgage Recording Tax Exemption Benefit (product of mortgage Amount as indicated above multiplied by 3/4%): $ 22,193

**Construction Cost Breakdown:**

Total Cost of Construction $6,309,357 (sum of 2,3,4,5, and/or 7 in Question I, above)

Cost for materials: $4,105,478 65% TAXABLE ?
% sourced in Jefferson County: TBD %
% sourced in New York State 10 % (including Jefferson County)
List major material suppliers if known _____

Cost for labor: $2,203,880
Expected Full-Time Equivalent Jobs during construction 27
Expected Total Labor Hours during construction 25,958
List major subcontractors, if known _____

**Sales and Use Tax**: Gross amount of costs for goods and services that are subject to State and local Sales and Use tax - said amount to benefit from the Agency's Sales and Use Tax exemption benefit:

$4,105,478

Estimated State and local Sales and Use Tax Benefit (product of 8 % multiplied by the figure, above):

$328,438.23

*** Note that the estimate provided above will be provided to the New York State Department of Taxation and Finance. The Applicant acknowledges that the transaction documents may include a covenant by the Applicant to undertake the total amount of investment as proposed within this Application, and that the estimate, above, represents the maximum amount of sales and use tax benefit that the Agency may authorize with respect to this Application. The Agency may utilize the estimate, above, as well as the proposed total Project Costs as contained within this Application, to determine the Financial Assistance that will be offered.*

**Real Property Tax Benefit:**

Identify and describe if the Project will utilize a real property tax exemption benefit OTHER THAN the Agency's PILOT benefit: _____

**JCIDA PILOT Benefit:** Agency staff will indicate the amount of PILOT Benefit based on estimated Project Costs as contained herein and anticipated tax rates and assessed valuation, including the annual PILOT Benefit abatement amount for each year of the PILOT benefit year and the sum total of PILOT Benefit abatement amount for the term of the PILOT as depicted in Section II(I) of the Application.

**Percentage of Project Costs financed from Public Sector sources:** Agency staff will calculate the percentage of Project Costs financed from Public Sector sources based upon Sources of Funds for Project Costs as depicted above in Section II(I) of the Application.

**J)** For the proposed facility, please indicate the square footage for each of the uses outlined below:

*If company is paying for FFE for tenants, please include in cost breakdown

| | Square Footage | Cost | % of Total Cost of Project |
|---|---|---|---|
| Manufacturing/Processing | | | |
| Warehouse | | | |
| Research & Development | | | |
| Commercial | | | |
| Retail (see section K) | | | |
| Office | | | |
| Specify Other | | | |

**K)** What is your project timetable (Provide dates):

1. Start date: acquisition of equipment or construction of facilities: Third Quarter 2020
2. Estimated completion date of project: December 2020
3. Project occupancy – estimated starting date of operations: January 2021
4. Have construction contracts been signed? ☐ Yes or ■ No
5. Has Financing been finalized? ☐ Yes or ■ No

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** *If constructions contracts have been signed, please provide copies of executed construction contracts and a complete project budget. The complete project budget should include all related construction costs totaling the amount of the new building construction, and/or new building addition(s), and/or renovation.*

Applicant has no existing or planned, permanent employment at the Project site.

L) Is the proposed Project necessary to expand Applicant employment: ☐ Yes or ☐ X No

Is the proposed Project necessary to retain existing employment: ☐ Yes or ■ No

M) Employment Plan (Specific to the proposed project location):

Applicant has no existing or planned permanent employment at the Project site.

| | Current # of jobs at proposed project location or to be relocated at project location | IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be RETAINED | IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED upon TWO Years after Project completion | Estimate number of residents of the Labor Market Area in which the Project is located that will fill the FTE and PTE jobs to be created upon TWO Years after Project Completion ** |
|---|---|---|---|---|
| Full time (FTE) | | | | |
| Part Time (PTE) | | | | |
| Total *** | | | | |

** For purposes of this question, please estimate the number of FTE and PTE jobs that will be filled, as indicated in the third column, by residents of the Labor Market Area, in the fourth column. The Labor Market Area includes Jefferson County as well as the following Areas: Applicant will not have any FTE or PTE at the Project site.

*** By statute, Agency staff must project the number of FTE jobs that would be retained and created if the request for Financial Assistance is granted. Agency staff will project such jobs over the TWO-Year time period following Project completion. Agency staff converts PTE jobs into FTE jobs by dividing the number of PTE jobs by two (2). A FTE job is one that works the equivalent of a 40-hour week for 48 weeks. A PTE job is one that works the equivalent of a 20-hour week for 24 weeks.

Salary and Fringe Benefits for Jobs to be Retained and Created:

| Category of Jobs to be Retained and Created | Average Salary or Range of Salary | Average Fringe Benefits or Range of Fringe Benefits |
|---|---|---|
| Management | | |
| Professional | | |
| Administrative | | |
| Production | | |
| Other | | |

Employment at other locations in County/City/Town/Village: (provide address and number of employees at each location):

| | Address | Address | Address |
|---|---|---|---|
| Full time | | | |
| Part Time | | | |
| Total | | | |

**N)** Will any of the facilities described above be closed or subject to reduced activity? ☐ Yes or ☐ No

** *If any of the facilities described above are located within the State of New York, and you answered Yes to the question, above, you must complete Section IV of this Application.*

** *Please note that the Agency may utilize the foregoing employment projections, among other items, to determine the Financial Assistance that will be offered by the Agency to the Applicant. The Applicant acknowledges that the transaction documents may include a covenant by the Applicant to retain the number of jobs and create the number of jobs with respect to the Project as set forth in this Application.*

**O)** Is the proposed Project reasonably necessary to prevent the Applicant from moving out of New York State? ☐ Yes or ☐ No. Out of Jefferson County? ☐ Yes or ☐ No.

If yes, please explain and identify the other locations being investigated, type of assistance offered and provide supporting documentation if available: _____

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**P)** What competitive factors led you to inquire about sites outside of Jefferson County or New York State? _____

**Q)** Have you contacted or been contacted by other Local, State and/or Federal Economic Development Agencies? ☐ Yes or ■ No.

Have you applied, or intend to apply for additional Grant Funding, or tax incentives? ☐ Yes or ■ No.

If yes, please identify which agencies and what other Local, State and/or Federal assistance and the assistance sought and dollar amount that is anticipated to be received: _____

## Section III Retail Questionnaire

**To ensure compliance with Section 862 of the New York General Municipal Law, the Agency requires additional information if the proposed Project is one where customers personally visit the Project site to undertake either a retail sale transaction or to purchase services.**

**Please answer the following:**

**A.** Will any portion of the Project (including that portion of the cost to be financed from equity or other sources) consist of facilities or property that are or will be primarily used in making sales of goods or services to customers who personally visit the project site?

☐ Yes or ■ No. If the answer is yes, please continue. If no, proceed to section V

For purposes of Question A, the term "retail sales" means (i) sales by a registered vendor under Article 28 of the Tax Law of the State of New York (the "Tax Law") primarily engaged in the retail sale of tangible personal property (as defined in Section 1101(b)(4)(i) of the Tax Law), or (ii) sales of a service to customers who personally visit the Project.

**B.** What percentage of the cost of the Project will be expended on such facilities or property primarily used in making sales of goods or services to customers who personally visit the project? _____ %. **If the answer is less than 33% do not complete the remainder of the retail determination and proceed to section V.**

**If the answer to A is Yes <u>AND</u> the answer to Question B is greater than <u>33.33%,</u> indicate which of the following questions below apply to the project:**

**1.** Will the Project be operated by a not-for-profit corporation ☐ Yes or ☐ No.

2. Is the Project location or facility likely to attract a significant number of visitors from outside the economic development region (list specific County or ED region) in which the project will be located?

☐ Yes or ☐ No

If yes, please provide a third party market analysis or other documentation supporting your response.

3. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the municipality within which the proposed Project would be located because of a lack of reasonably accessible retail trade facilities offering such goods or services?

☐ Yes or ☐ No

If yes, please provide a third party market analysis or other documentation supporting your response.

4. Will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York?

☐ Yes or ☐ No.

If yes, explain _____

_____

5. Is the Project located in a Highly Distressed Area? ☐ Yes or ☐ No

## Section IV Inter-Municipal Move Determination

The Agency is required by State law to make a determination that, if completion of a Project benefiting from Agency Financial Assistance results in the removal of an industrial or manufacturing plant of the Applicant from one area of New York State to another area of the State; or in the abandonment of one or more plants or facilities of the Applicant located within the New York State , Agency Financial Assistance is required to prevent the Applicant from relocating out of the New York State, or is reasonably necessary to preserve the Applicant's competitive position in its respective industry.

Explain how the Agency's Financial Assistance is required to prevent the Project from relocating out of New York State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry: _____

_____

_____

## Section V: Estimate of Real Property Tax Abatement Benefits and Percentage of Project Costs financed from Public Sector sources

**** Section V of this Application will be: (i) completed by IDA Staff based upon information contained within the Application, and (ii) provided to the Applicant for ultimate inclusion as part of this completed Application.**

**PILOT Estimate Table Worksheet**

| Dollar Value of New Construction and Renovation Costs | Estimated New Assessed Value of Property Subject to IDA* | County Tax Rate/1000 | Local Tax Rate (Town/City/Village)/1000 | School Tax Rate/1000 |
|---|---|---|---|---|
| | | | | |

*Apply equalization rate to value

| PILOT Year | % Payment | County PILOT Amount | Local PILOT Amount | School PILOT Amount | Total PILOT | Full Tax Payment w/o PILOT | Net Exemption |
|---|---|---|---|---|---|---|---|
| 1 | | | | | | | |
| 2 | | | | | | | |
| 3 | | | | | | | |
| 4 | | | | | | | |
| 5 | | | | | | | |
| 6 | | | | | | | |
| 7 | | | | | | | |
| 8 | | | | | | | |
| 9 | | | | | | | |
| 10 | | | | | | | |
| TOTAL | | | | | | | |

***Estimates provided are based on current property tax rates and assessment values**

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**Percentage of Project Costs financed from Public Sector Table Worksheet:**

| Total Project Cost | Estimated Value of PILOT | Estimated Value of Sales Tax Incentive | Estimated Value of Mortgage Tax Incentive | Total of Other Public Incentives (Tax Credits, Grants, ESD Incentives, etc.) |
|---|---|---|---|---|
| | | | | |

**Calculate %**

**(Est. PILOT + Est. Sales Tax+ Est. Mortgage Tax+ Other)/Total Project Costs: _____%**

**JCIDA will also complete a Cost-Benefit analysis using information contained within this Application, and available to the Public.**

## Section VI Representations, Certifications and Indemnification

**** This Section of the Application <u>can only</u> be completed upon the Applicant receiving, and <u>must be completed</u> after the Applicant receives, JCIDA Staff confirmation that Section I through Section V of the Application are complete.**

Chris Clark (name of CEO or other authorized representative of Applicant) confirms and says that he/she is the Authorized Signatory (title) of Black River Solar, LLC (name of corporation or other entity) named in the attached Application (the "Applicant"), that he/she has read the foregoing Application and knows the contents thereof, and hereby represents, understands, and otherwise agrees with the Agency and as follows:

A. Job Listings: In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the Project is located.

B. First Consideration for Employment: In accordance with Section 858-b(2) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining

agreements, where practicable, the Applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.

C. Annual Sales Tax Filings: In accordance with Section 874(8) of the New York General Municipal Law, the Applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the Applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the Applicant and all consultants or subcontractors retained by the Applicant. Copies of all filings shall be provided to the Agency.

D. Employment Reports: The Applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the Applicant agrees to file, or cause to be filed, with the Agency, at least annually or as otherwise required by the Agency, reports regarding the number of people employed at the project site, salary levels, contractor utilization and such other information (collectively, "Employment Reports") that may be required from time to time on such appropriate forms as designated by the Agency. Failure to provide Employment Reports within 30 days of an Agency request shall be an Event of Default under the PILOT Agreement between the Agency and Applicant and, if applicable, an Event of Default under the Agent Agreement between the Agency and Applicant. In addition, a Notice of Failure to provide the Agency with an Employment Report may be reported to Agency board members, said report being an agenda item subject to the Open Meetings Law.

E. The Applicant acknowledges that certain environmental representations will be required at closing. The Applicant shall provide with this Representation, Certification and Indemnification Form copies of any known environmental reports, including any existing Phase I Environmental Site Assessment Report(s) and/or Phase II Environmental Investigations. The Agency may require the Company and/or owner of the premises to prepare and submit an environmental assessment and audit report, including but not necessarily limited to, a Phase I Environmental Site Assessment Report and a Phase II Environmental Investigation, with respect to the Premises at the sole cost and expense of the owner and/or the Applicant. All environmental assessment and audit reports shall be completed in accordance with ASTM Standard Practice E1527-05, and shall be conformed over to the Agency so that the Agency is authorized to use and rely on the reports. The Agency, however, does not adopt, ratify, confirm or assume any representation made within reports required herein.

F. The Applicant and/or the owner, and their successors and assigns, hereby release, defend and indemnify the Agency from any and all suits, causes of action, litigations, damages, losses, liabilities, obligations, penalties, claims, demands, judgments, costs, disbursements, fees or expenses of any kind or nature whatsoever (including, without limitation, attorneys', consultants' and experts' fees) which may at any time be imposed upon, incurred by or asserted or awarded against the Agency, resulting from or arising out of any inquiries and/or environmental assessments, investigations and audits performed on behalf of the Applicant and/or the owner pursuant hereto, including the scope, level of detail, contents or accuracy of any environmental assessment, audit, inspection or investigation report completed hereunder

and/or the selection of the environmental consultant, engineer or other qualified person to perform such assessments, investigations, and audits.

G. Hold Harmless Provision: The Applicant acknowledges and agrees that the Applicant shall be and is responsible for all costs of the Agency incurred in connection with any actions required to be taken by the Agency in furtherance of the Application including the Agency's costs of general counsel and/or the Agency's bond/transaction counsel whether or not the Application, the proposed Project it describes, the attendant negotiations, or the issue of bonds or other transaction or agreement are ultimately ever carried to successful conclusion and agrees that the Agency shall not be liable for and agrees to indemnify, defend, and hold the Agency harmless from and against any and all liability arising from or expense incurred by: (i) the Agency's examination and processing of, and action pursuant to or upon, the Application, regardless of whether or not the Application or the proposed Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (ii) the Agency's acquisition, construction and/or installation of the proposed Project described herein; and (iii) any further action taken by the Agency with respect to the proposed Project including, without limiting the generality of the foregoing, all causes of action and attorney's fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law and the policies of the Agency that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency, any mortgage recording tax exemption claimed by the Applicant and approved by the Agency, and/or any real property tax abatement claimed by the Applicant and approved by the Agency, in connection with the Project, may be subject to recapture and/or termination by the Agency under such terms and conditions as will be established by the Agency and set forth in transaction documents to be entered into by and between the Agency and the Applicant. The Applicant further represents and warrants that the information contained in this Application, including without limitation information regarding the amount of the New York State and local sales and use tax exemption benefit, the amount of the mortgage recording tax exemption benefit, and the amount of the real property tax abatement, if and as applicable, to the best of the Applicant's knowledge, is true, accurate and complete.

H. This obligation includes an obligation to submit an Agency Fee Payment to the Agency in accordance with the Agency Fee policy effective as of the date of this Application

I. By executing and submitting this Application, the Applicant covenants and agrees to pay the following fees to the Agency and the Agency's general counsel and/or the Agency's bond/transaction counsel, the same to be paid at the times indicated:

(i) a non-refundable $2,500 application and publication fee (the "Application Fee");

(ii) a $_____ expense deposit for the Agency's Counsel Fee Deposit. .

(iii) Unless otherwise agreed to by the Agency, an amount equal to two percent (2.00 %) of the total project costs.

(iv) All fees, costs and expenses incurred by the Agency for (1) legal services, including but not limited to those provided by the Agency's general counsel and/or the Agency's bond/transaction

counsel, thus note that the Applicant is entitled to receive a written estimate of fees and costs of the Agency's general counsel and the Agency's bond/transaction counsel; and (2) other consultants retained by the Agency in connection with the proposed project, with all such charges to be paid by the Applicant at the closing.

J. If the Applicant fails to conclude or consummate the necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable proper or requested action, or withdraws, abandons, cancels, or neglects the Application, or if the Applicant is unable to find buyers willing to purchase the bond issue requested, or if the Applicant is unable to facilitate the sale/leaseback or lease/leaseback transaction, then, upon the presentation of an invoice, Applicant shall pay to the Agency, its agents, or assigns all actual costs incurred by the Agency in furtherance of the Application, up to that date and time, including but not necessarily limited to, fees of the Agency's general counsel and/or the Agency's bond/transaction counsel.

K. The Applicant acknowledges and agrees that all payment liabilities to the Agency and the Agency's general counsel and/or the Agency's bond and/or transaction counsel as expressed in Sections H and I are obligations that are not dependent on final documentation of the transaction contemplated by this Application.

L. The cost incurred by the Agency and paid by the Applicant, the Agency's general counsel and/or bond/transaction counsel fees and the processing fees, may be considered as a cost of the Project and included in the financing of costs of the proposed Project, except as limited by the applicable provisions of the Internal Revenue Code with respect to tax-exempt bond financing.

M. The Applicant acknowledges that the Agency is subject to New York State's Freedom of Information Law (FOIL). **Applicant understands that all Project information and records related to this application are potentially subject to disclosure under FOIL subject to limited statutory exclusions**.

N. The Applicant acknowledges that it has been provided with a copy of the Agency's Policy for Termination of Agency Benefits and Recapture of Agency Benefits Previously Granted (the "Termination and Recapture Policy"). The Applicant covenants and agrees that it fully understands that the Termination and Recapture Policy is applicable to the Project that is the subject of this Application, and that the Agency will implement the Termination and Recapture Policy if and when it is so required to do so. The Applicant further covenants and agrees that its Project is potentially subject to termination of Agency financial assistance and/or recapture of Agency financial assistance so provided and/or previously granted.

O. The Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall

determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.

P. The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.

Q. The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.

R. The Applicant confirms and hereby acknowledges that as of the date of this Application, the Applicant is in substantial compliance with all provisions of Article 18-A of the New York General Municipal Law, including, but not limited to, the provision of Section 859-a and Section 862(1) of the New York General Municipal Law.

S. The Applicant and the individual executing this Application on behalf of Applicant acknowledge that the Agency and its counsel will rely on the representations and covenants made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

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

Chris Clark, being first duly sworn, deposes and says:

1. That I am the SVP (Corporate Office) of Black River Solar, LLC (Applicant) and that I am duly authorized on behalf of the Applicant to bind the Applicant.

2. That I have read the attached Application, I know the contents thereof, and that to the best of my knowledge and belief, this Application and the contents of this Application are true, accurate and complete.

[redacted]
(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury
this 27 day of April, 2020

[redacted]
(Notary Public) Julie Beauchemin

JULIE BEAUCHEMIN
Notary Public
COMMONWEALTH OF MASSACHUSETTS
My Commission Expires
December 30, 2022

Revised Date:_____, Revision #:_____

Document Date: 11/1/2018