



Board Members Present: Joe Lawrence, Thomas Gillette, Darlene Rowsam, McKenzie Lehman, Gagan Singh, and Ron Burns (joined at 9:08am)

Others Present: Brittany Davis, Jenna Kraeger, Cheyenne Steria, Kevin McArdle, and Kaylee Tabolt

Others Present Virtually: Joe Scott (Hodgson Russ), Christopher Canada (Hodgson Russ), Marguerite Wells (Number 3 Wind), and Sachin Patel (NY Solar One)

Excused Board Members: Jerry Cayer

Chairman Joseph Lawrence called the meeting to order at 8:03 am.

Chairman Lawrence read the Naturally Lewis mission statement.

Items for Approval

8:03 – 9:08

- **The minutes for May 6, 2021 Regular Meeting** were approved upon a motion made by Gagan Singh and seconded by McKenzie Lehman. All present were in favor and the motion carried.
- The LCIDA Board reviewed the **April Financial Reports** as presented and discussed by the Finance Committee. Report was approved upon a motion by Tom Gillette and seconded by Gagan Singh. All present were in favor and motion carried.
- LCIDA Board reviewed the PILOT application for **the NY Solar One / Last Mile Energy** Project as recommended by the Finance Committee. Sachin Patel gave an overview of the project. The project has been reviewed by the Martinsburg Planning Board as well as the County Planning Board. Tom Gillette recused himself from the discussion and vote, as he has been affiliated with NY Solar One in his role as a local real estate agent.
 - A **public hearing resolution** was passed to allow the LCIDA to hold a public hearing regarding the proposed project to be undertaken for the benefit of Last Mile Energy located at 6424 State Route 26, 2.158MWAC/3 MWdc community solar, Town of Martinsburg, NY. A Motion to approve the resolution was made by Gagan Singh and seconded by Darlene Rowsam. Roll call vote:
 - Joe Lawrence - Aye
 - Gagan Singh - Aye
 - Thomas Gillette - Recuse
 - Darlene Rowsam - Aye
 - McKenzie Lehman - Aye
 - Jerry Cayer - Excused
 - Ron Burns - ExcusedMotion carries.
- **Number 3 Wind** Representative, Marguerite Wells reviewed the status of the project with the Board noting foundations will be poured this summer, towers are expected to be delivered Spring 2022 and the project should be online by Fall 2022. Attorney Joe Scott, Hodgson Russ, representing the LCIDA, reviewed the **PILOT deviation approval resolution** with the Board pointing out the deviation is necessary because the LCIDA does not have any specific language in the UTEP regarding wind projects. The project is a \$8,000/MW at 1.5% escalator for 25 years with a host community agreements with the Town of Lowville and the



Lewis County Development Corporation. The Board discussed outreach to the new Tug Hill Vineyard owners with a map of the project.

- A **PILOT Deviation Approval Resolution** was passed to allow the LCIDA to deviate from the agency's Uniform Tax Exemption Policy for the proposed Number 3 Wind project. A motion to approve the resolution was made by Tom Gillette and seconded by Darlene Rowsam. Roll call vote:
 - Joe Lawrence - Aye
 - Gagan Singh - Aye
 - Thomas Gillette - Aye
 - Darlene Rowsam - Aye
 - McKenzie Lehman - Aye
 - Jerry Cayer - Excused
 - Ron Burns - ExcusedMotion carries.
- A **final resolution** to enact PILOT benefits for Number 3 Wind for their project scattered amongst approximately 9,000 acres located on the eastern boarder of the Town of Lowville and throughout the Town of Harrisburg, NY. A motion to approve the resolution was made by Darlene Rowsam and seconded by McKenzie Lehman. Roll call vote:
 - Joe Lawrence - Aye
 - Gagan Singh - Aye
 - Thomas Gillette - Aye
 - Darlene Rowsam - Aye
 - McKenzie Lehman - Aye
 - Jerry Cayer - Excused
 - Ron Burns - ExcusedMotion carries.
- LCIDA Board approved Cheyenne Steria as Signer of Contracts/Forms for duration of Brittany Davis' maternity leave, anticipated to begin mid-July, on a motion made by Gagan Singh and seconded by McKenzie Lehman. All present were in favor and motion carried.
- LCIDA Board reviewed **NRG Lease receivable and Leadercast Registration write-offs** as recommended by the Finance Committee. The NRG Lease includes \$18,200 in back payments which are currently in litigation in a Texas court. The IDA would retain the NRG Security Deposit and remove it from liabilities. The Leadercast registration is from a 2019 event, and includes a \$120 unpaid fee. A motion to write-off both the NRG Lease and the Leadercast Registration fee was made by McKenzie Lehman and seconded by Tom Gillette. All present were in favor and motion carried.
- LCIDA reviewed the **Loan Risk Ratings** reviewed at the Loan Committee Meeting. After discussion at the committee meeting, LCIDA has adjusted its rating for Skewed Brewing to a "2 - Watch" because of the two deferments they have received in the past year. A motion to approve the Loan Risk Ratings was made by Darlene Rowsam and seconded by Gagan Singh. All present were in favor and motion carried.
- LCIDA Staff reviewed the plans for **the DBA Lewis County - Entrepreneurship Program**, as outlined in our strategic plan, with the LCIDA board as recommended by the Finance



Committee. The program will provide resources and services from local partners and consultants for entrepreneurs and small businesses. Although some resources are free to entrepreneurs, the LCIDA would like to subsidize costs for some services providing a benefit to both the entrepreneur and the local consultant. Entrepreneurs will be required to complete prerequisites, such as completing a business plan, prior to receiving any subsidized benefit. At the discretion of the LCIDA staff, entrepreneurs and small business owners will be recommended for subsidized services. Contracts will be put in place between the LCIDA and consultants, and funding will be allocated to consultants for their time and services while working with entrepreneurs. The Board discussed having a cost share structure to ensure buy-in from the entrepreneur and small business owner. A motion to approve funding \$30,000 for the first year PILOT program was made by Gagan Singh and seconded by Tom Gillette. All present were in favor and motion carried.

- LCIDA Board reviewed the **Lyonsdale Property Purchase Offer Contract** for the sale of the 46.2 acre site "AS IS" to McRez Meat Packing Inc. LCIDA staff reviewed the RFEI/RFP Lyonsdale Property process with the Board, receiving 6 Letters of Interest, then two proposals with bids, resulting in the sale of the property to McRez Meat Packing for \$75,000. The Projects Committee and staff reviewed and evaluated all proposals on a ranking system based on positive economic and community impacts. IDA Attorney, Kevin McArdle noted that the property assessment is still in litigation and should be resolved June 2021. A motion to approve the purchase offer subject to IDA Attorney's final approval of the sale contract was made by Tom Gillette and seconded by McKenzie Lehman. All present were in favor and motion carried.

Executive Director's Report

9:08 – 9:16

- Brittany introduced **Kaylee Tabolt** the LCIDA **Marketing and Communications Summer Intern** assisting with day-to-day marketing tasks and special projects.
- Brittany Davis noted her previously distributed **Directors Report** highlighting the launch of new NYS CFA grants, mynny.biz website platform updates, and a visit from Senator Griffo.

Committee Reports

9:16 – 9:19

- LCIDA reviewed the **Pre-Audit Committee Notes** and noted the audit will start June 17th.
- LCIDA reviewed the **Governance Committee Notes** highlighting new/updated policies that will be discussed at the July Board Meeting.
- **Finance Committee** Chair commended Cheyenne on her delivery and organization of the monthly financials.

Discussion Items

9:19 – 9:28

- LCIDA Board discussed addressing and monitoring proposed output of renewable energy projects on an annual basis. LCIDA Staff will continue research on the topic.
- LCIDA Board discussed opportunities locally to offer **retirement plans** for small businesses to retain talent.

Minutes of the County of Lewis Industrial Development Agency
June 3, 2021 | 8:00-9:30am
Lewis County JCC Education Center
Lowville, NY 13367



- LCIDA Board discussed continuing to update Smart Growth Solar webpage to include additional education for landowners. Joe Lawrence recommended the Penn State Solar Webinar.

A motion to adjourn was made at 9:28am by Mckenzie Lehman and seconded by Darlene Rowsam.
Motion carried.

Respectfully submitted,


Cheyenne Steria
Secretary/Treasurer

**PUBLIC HEARING RESOLUTION
NY SOLAR ONE, LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on June 3, 2021 at 8:00 a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Gagan Singh	Vice Chairman
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

Ronald Burns	Member
Jerry Cayer	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

The following resolution was offered by Gagan Singh, seconded by Darlene Rowsam, to wit:

Resolution No. 0621-01

RESOLUTION AUTHORIZING THE DIRECTOR OF ECONOMIC DEVELOPMENT OF COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY TO HOLD A PUBLIC HEARING REGARDING A PROPOSED PROJECT TO BE UNDERTAKEN FOR THE BENEFIT OF NY SOLAR ONE, LLC.

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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 manufacturing, warehousing, research, commercial and industrial 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, NY Solar One, LLC, a New York State limited liability company (the "Company"), has submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, said Project consisting of the following: (A) (1) the acquisition of an interest in a portion of an approximately 72.10 acre parcel of land located at 6424 State Route 26 (tax map no. 243.00-01-15.200) in the Town of Martinsburg, Lewis County, New York (the "Land"), (2) the construction on the Land of an approximately 2.158MWAC/3 MWdc community solar photovoltaic facility, including 75,000 solar panels, inter-row spacing and equipment space, screw driven racking posts, 13 string inverters, a transformer and utility pole mounted equipment (all said improvements being collectively referred to as the "Facility") and (3) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other personal property (the "Equipment"), all of the foregoing to constitute a solar energy generating facility to be owned and operated by the Company (the Land, Facility and the Equipment being 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 potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, pursuant to Section 859-a of the Act, prior to the Agency providing any "financial assistance" (as defined in the Act) of more than \$100,000 to any project, the Agency, among other things, must hold a public hearing pursuant to Section 859-a of the Act with respect to said project; and

WHEREAS, the Agency desires to provide for compliance with the provisions of Section 859-a of the Act with respect to the Project;

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

Section 1. The Agency hereby authorizes the Executive Director of Economic Development of the Agency, after consultation with the members of the Agency and Agency Counsel, (A) that due to the (1) ban on large meetings or gatherings pursuant to Executive Order 202.1 issued on March 12, 2020, as supplemented, (2) ban on non-essential gatherings of individuals of any size for any reason pursuant to Executive Order 202.10 issued on March 23, 2020, as supplemented and (3) suspension of the Open Meetings Law relating to public hearings pursuant to Executive Order 202.15 issued on April 9, 2020, as supplemented, each as issued by Governor Cuomo, during the novel Coronavirus (COVID-19) pandemic, to establish the time, date and electronic method of either conference call or webinar of conducting a public hearing of the Agency to hear all persons interested in the Project (the "Public Hearing"); provided,

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

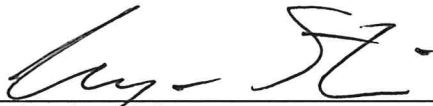
I, the undersigned (Assistant) Secretary of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on June 3, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such resolution contained therein and of the whole of said original so far as the same relates 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 respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law") except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 17 day of June, 2021.


KRISTEN F. AUCTER
Notary Public, State of New York
Reg. No. 01AU6384577
Qualified in Lewis County
Commission Expires 12/17/2022



(Assistant) Secretary

(SEAL)

**PILOT DEVIATION APPROVAL RESOLUTION
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on June 3, 2021 at 8:00 a.m., local time.

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

PRESENT:

Joe Lawrence	Chairman
Gagan Singh	Vice Chairman
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

Ron Burns	Member
Jerry Cayer	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by Tom Gillette, seconded by Darlene Rowsam, to wit:

Resolution No. 0621-__

RESOLUTION AUTHORIZING A DEVIATION FROM THE AGENCY'S UNIFORM TAX EXEMPTION POLICY IN CONNECTION WITH THE PROPOSED PAYMENT IN LIEU OF TAX AGREEMENT TO BE ENTERED INTO BY THE AGENCY IN CONNECTION WITH THE PROPOSED PROJECT FOR NUMBER THREE WIND LLC (THE "COMPANY").

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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, manufacturing and industrial 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 and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in March, 2019, Number Three Wind LLC, a State of Delaware limited liability company (the "Company"), submitted an application (the "Application") which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, which Project has been amended so that the Project now consist of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-seven (27) 2.3/4.2 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 15 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on June 6, 2019 (the "Public Hearing Resolution"), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the Public Hearing Resolution, the Executive Director or Economic Development of the Agency (A) caused notices of public hearings of the Agency (collectively, the "Public Hearing") pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on June 13, 2019 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on (1) June 13, 2019 at the (a) Town of Lowville Town Hall in the Town of Lowville, County of Lewis, New York, and (b) Town of Harrisburg Town Hall in the Town of Harrisburg, County of Lewis, New York, and (2) June 13, 2019 on the Agency's website, (C) caused notice of the Public Hearing to be published on June 12, 2019 in the Lowville Journal & Republican, a newspaper of general circulation available to the residents of Lewis

County, New York, (D) conducted the Public Hearing (1) on June 25, 2019 at 10:00 a.m., local time at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, County of Lewis, New York, and on June 26, 2019 at 10:00 a.m. local time at the Town of Harrisburg Town Hall located at 7886 Cobb Road in the Town of Harrisburg, Lewis County, New York, and (E) prepared reports of each Public Hearing (collectively, the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 10 of the Public Service Law 8 and the implementing regulations at 16 NYCRR Part 1000, the Company submitted a preliminary scoping statement among other materials, documents, status reports, and filing letters (collectively, the "Materials") to the New York State Board on Electric Generation Siting and the Environment (the "Siting Board") with respect to the Project; and

WHEREAS, the Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required; and

WHEREAS, in connection with the Project, the Company has requested that the Agency deviate from its uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility, which proposed deviation is outlined in the letter dated May 27, 2021 (the "Pilot Deviation Letter"), a copy of which Pilot Deviation Letter is attached hereto as Exhibit A; and

WHEREAS, pursuant to Section 874(4) of the Act, prior to taking final action on such request for a deviation from the Agency's uniform tax exemption policy, the Agency must give the chief executive officers of the City and each city, town, village and school district in which the Project Facility is located (collectively, the "Affected Tax Jurisdictions") written notice of the proposed deviation from the Agency's uniform tax exemption policy and the reasons therefor prior to the meeting of the Agency at which the members of the Agency shall consider whether to approve such proposed deviation; and

WHEREAS, on May 27, 2021, the Executive Director or Economic Development of the Agency sent a copy of the Pilot Deviation Letter to the Affected Tax Jurisdictions to notify the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy in connection with the Project; and

WHEREAS, through the Pilot Deviation Letter, the Executive Director or Economic Development of the Agency notified the chief executive officers of the Affected Tax Jurisdictions of the proposed deviation from the Agency's uniform tax exemption policy and further notified said chief executive officers that the members of the Agency would consider whether to approve such proposed deviation at this meeting;

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

Section 1. The Agency hereby finds and determines as follows:

(A) The Agency has considered any and all responses from the Affected Tax Jurisdictions to the Pilot Deviation Letter.

(B) The Agency has reviewed and responded to all written comments received from any Affected Tax Jurisdiction with respect to the proposed deviation.

(C) The Agency has given all representatives from an Affected Tax Jurisdictions in attendance at this meeting the opportunity to address the members of the Agency regarding the proposed deviation.

Section 2. Based upon (A) the findings and determinations in Section 1 above, (B) any comments received at the Public Hearing, (C) input received at this meeting from the Affected Tax Jurisdictions with respect to the proposed deviation, (D) the Agency's knowledge of the Project, (E) the recommendations of Agency staff, and (F) such further investigation of the Project and the effect of the proposed deviation as the Agency has deemed appropriate, the Agency hereby determines to deviate from the Agency's uniform tax exemption policy with respect to the terms of the proposed payment in lieu of tax agreement to be entered into by the Agency with respect to the Project Facility for the reasons set forth in the Pilot Deviation Letter. Based upon the aforementioned, the Agency hereby approves a deviation from the Agency's uniform tax exemption policy, the terms of the approved deviation to be as described in the Pilot Deviation Letter attached hereto as Exhibit A.

Section 3. Upon preparation by special counsel to the Agency of a payment in lieu of tax agreement with respect to the Project Facility reflecting the terms of this resolution (the "Payment in Lieu of Tax Agreement") and approval of same by the Chairman (or Vice Chairman) of the Agency, the Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Payment in Lieu of Tax Agreement, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in such form as is approved by the Chairman (or Vice Chairman), the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

Section 4. 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 Payment in Lieu of Tax Agreement, 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 Payment in Lieu of Tax Agreement binding upon the Agency.

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:

Joe Lawrence	VOTING	Yes
Gagan Singh	VOTING	Yes
Ron Burns	VOTING	Absent
Jerry Cayer	VOTING	Absent
Tom Gillette	VOTING	Yes
McKenzie Lehman	VOTING	Yes
Darlene Rowsam	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned (Assistant) Secretary of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 3, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates 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 respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law") except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 rescinded.

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


KRISTEN F. AUETER
Notary Public, State of New York
Reg. No. 01AU6384577
Qualified in Lewis County
Commission Expires 12/17/2022



(Assistant) Secretary

(SEAL)

EXHIBIT A

PILOT DEVIATION LETTER

- SEE ATTACHED -

EXHIBIT A
PILOT DEVIATION LETTER
- SEE ATTACHED -

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT AGENCY
7551 South State Street
PO Box 106
Lowville, New York 13367
Telephone: (315) 376-3014

May 27, 2021

County of Lewis Legislature
7660 N State Street
Lowville, New York 13367
Attn: Lawrence Dolhof, Chairman

Lowville Academy and Central School
7668 N State Street
Lowville, New York 13367
Attn: Rebecca Dunkel-King,
Superintendent of Schools

Town of Lowville
Town of Lowville Municipal Offices
5533 Bostwick Street
Lowville, New York 13367
Attn: Randall A. Schell, Supervisor

Lowville Academy and Central School
7668 N State St
Lowville, New York 13367
Attn: Thomas Schneeberger, President

Town of Harrisburg
3620 O'Brien Road
Lowville, New York 13367
Attn: Stephen Bernat, Supervisor

Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626
Attn: Scott Connell, Superintendent of Schools

Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626
Attn: Mr. Lynn Murray, Board President

RE: Proposed Deviation from Uniform Tax Exemption Policy by
County of Lewis Industrial Development Agency
Number Three Wind LLC Project

Dear Ladies and Gentlemen:

This letter is delivered to you pursuant to Section 874(4)(c) of the General Municipal Law.

In March, 2019, Number Three Wind LLC (the "Company"), submitted an application (the "Application") to the Agency, a copy of which Application is on file at the office of the Agency, which Application requested that the Agency consider undertaking a project (the "Project") for the benefit of the Company, which Project has been amended so that the Project now consist of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the "Land"), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-seven (27) 2.3/4.2 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 15 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the "Facility"), (3) the

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Lawrence Dolhof, Chairman
Randall A. Schell, Supervisor
Stephen Bernat, Supervisor
Mr. Lynn Murray, Board President
Rebecca Dunckel-King, Superintendent of Schools
Thomas Schneeberger, President
Scott Connell, Superintendent of Schools
May 27, 2021
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construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the "Infrastructure"), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the "Equipment") (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the "Project Facility"), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency.

In connection with the Application, the Company has requested the Agency (the "Pilot Request") to deviate from its Uniform Tax Exemption Policy (the "Policy") with respect to the payments in lieu of taxes due under a payment in lieu of tax agreement (the "Proposed Pilot Agreement") to be entered into between the Agency and the Company with respect to the Project Facility. The leasehold footprint of each wind turbine generator (each such site estimated to approximate 0.50 acres, and each such site being hereinafter referred to as a "Turbine Site"), together with the related wind turbine generator (each hereinafter referred to as a "Wind Turbine") (each Turbine Site and related Wind Turbine being collectively referred to as a "Wind Turbine Facility") will be the only portion of the Project Facility removed from the tax rolls. If this request is approved, the proposed terms of the Proposed Pilot Agreement would generally provide as follows:

(A) **Only a Portion of the Property will be Granted Tax Exemption.** The Agency will file with the assessor and mail to the chief executive officers of each of the affected tax jurisdictions (county, town and school district) in which the Wind Turbine Facility will be located (hereinafter, the "Affected Tax Jurisdictions") 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 under Section 412-a of the Real Property Tax Law with respect to real property owned by or leased to the Agency) (a "Real Property Tax Exemption Form") relating to the Wind Turbine Facility. The Agency will not file a Real Property Tax Exemption Form with respect to the balance of the Project Facility, and accordingly the remainder of the Land (and any existing or future improvements thereon, excepting the Wind Turbine Facility) will remain on the normal tax rolls.

(B) **Amounts Payable as Payments in Lieu of Taxes with respect to the Wind Turbine Facility.** The Proposed Pilot Agreement would require that the Company make annual payment in lieu of taxes with respect to the Wind Turbine Facility (the "Pilot Payments"), each such annual Pilot Payment to be in an amount equal to the product of (1) \$8,000 per megawatt of installed capacity of the Wind Turbine Facility times (2) the actual installed capacity of the Wind Turbine Facility, increasing 1.50% annually. Accordingly, assuming the actual installed total aggregate capacity of the Wind Turbine Facility to be approximately 103.9 MW, the Wind Turbine Facility would be projected to generate annual Pilot Payments of approximately \$831,200 per year during the term of the Proposed Pilot Agreement.

Lawrence Dolhof, Chairman
Randall A. Schell, Supervisor
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Thomas Schneeberger, President
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(C) **Term of the Proposed Pilot Agreement.** The Proposed Pilot Agreement would be for a term of 30 years. Assuming such term, the Wind Turbine Facility would be projected to generate a total of \$31,202,152 during the term of the Proposed Pilot Agreement.

(D) **Distribution of Pilot Payments.** The Proposed Pilot Agreement will provide that each annual Pilot Payment will be distributed to the Affected Tax Jurisdictions in accordance with the following formula: (1) Town of Lowville: 9.4%; (2) Town of Harrisburg: 9.6%; (3) County: 39.2%; (3) Lowville Academy and Central School District: 18.3% and (4) Copenhagen Central School District: 23.5%.

(E) **Date of Payment of Pilot Payments.** Under the current proposed structure, the Proposed Pilot Agreement will provide that each annual Pilot Payment will be paid on January 1 of each year. The Pilot Payments will commence upon completion and commencement of operation of the Project.

(F) **Balance of the Project Facility.** As indicated above, the Agency will not file a Real Property Wind Turbine Facility Tax Exemption Form with respect to the balance of the Project Facility, and accordingly the remainder of the Land (and any existing or future improvements thereon, excepting the Wind Turbine Facility) will remain on the normal tax rolls.

The Agency's Policy does not contemplate a Wind Turbine Facility of this size.

The purpose of this letter is to inform you of such deviation and that the Agency is considering the terms of the Proposed Pilot Agreement. The Agency expects to consider whether to approve the terms of the Proposed Pilot Agreement at its meeting scheduled for June 3, 2021 at 8:00 o'clock a.m., local time at the offices of the Agency located at 7551 South State Street in the Town of Lowville, Lewis County, New York (the "Meeting"). This letter is forwarded to you for purposes of complying with Section 874 of the General Municipal Law of the State of New York.

The Agency considered the following factors in considering the proposed deviation:

1. **The nature of the Project:** The Project Facility will consist of a wind energy facility located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York
2. **The present use of the property:** The Land is generally rural and agricultural in character.
3. **The economic condition of the area at the time of the request of the Company and the economic multiplying effect that the Project will have on the area:** The Land is made up of rural properties and farms. The Project will spend a total of approximately \$149 million county-wide during construction. Total economic benefits during construction will

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include employee payroll, supplies, materials, hotel stays, meals and other economic multiplier effects. During operation, the Project will spend moneys on various operating costs, exclusive of property taxes. Total annual economic benefits during operation will include payments in lieu of property taxes, payrolls, supplies, materials, windpark easement payments and economic multiplier effects. In addition, lease rentals received by the owners of the Land from the Company may help ensure the viability of many farms in the region.

4. The extent to which the Project will create or retain permanent, private sector jobs and the number of jobs to be created or retained and the salary range of such jobs: During construction, the Project will employ up to 320 electric workers, crane operators, equipment operators, carpenters and other construction workers. After completion of the Project, the Company will employ 5 skilled operators, management and administrative personnel.

5. The estimated value of new tax exemptions to be provided: Given the uncertainty of the taxation of electrical generating facilities in the wake of the deregulation of the electric generating industry in New York State, it is difficult to quantify the value of the new tax exemptions (if any) to be provided pursuant to the Proposed Pilot Agreement.

6. The economic impact of the Proposed Pilot Agreement on the Affected Tax Jurisdictions: See above.

7. The impact of the Proposed Pilot Agreement on existing and proposed businesses and economic development projects in the vicinity: The Company has indicated that it will enter into a host community fund agreement or agreements (the "Community Fund Agreements") with the Lewis County Development Corporation ("LCDC") under which annual payments, in addition to payment in lieu of taxes, will be made to the LCDC for local needs. Construction of the Project will result in a significant new revenue source for the Affected Tax Jurisdictions and involved special districts. It is also anticipated that the undertaking of Project will create direct, indirect and induced jobs county-wide.

8. The amount of private sector investment generated or likely to be generated by the Proposed Pilot Agreement: See above.

9. The effect of the Proposed Pilot Agreement on the environment: The Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required.

10. Project Timing: If approved at the Meeting, the Proposed Pilot Agreement and the Project are expected to proceed in a timely fashion.

11. The extent to which the Proposed Pilot Agreement will require the provision of additional services including, but not limited to, additional educational, transportation, police, emergency medical or fire services: It is not expected that the Project will require the

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provision of significant additional services (including, but not limited to, additional educational, transportation, police, emergency medical or fire services).

12. Anticipated Tax Revenues: See above.

13. The extent to which the Proposed Pilot Agreement will provide a benefit (economic or otherwise) not otherwise available within the municipality in which the Project Facility is located: It is estimated that the addition of the Project Facility and other Company wind energy projects to the New York Power Pool could result in savings to New York customers through the displacement of older, inefficient energy producing plants.

The Agency will consider the Proposed Pilot Agreement (and the proposed deviation from the Agency's Uniform Tax Exemption Policy) at the Meeting. The Agency would welcome any written comments that you might have on this proposed deviation from the Agency's Uniform Tax Exemption Policy. In accordance with Section 874(4)(c) of the General Municipal Law, prior to taking final action at the Meeting, the Agency will review and respond to any written comments received from any affected tax jurisdiction with respect to the proposed deviation. In reviewing and responding to such comments, the Agency may approve the proposed deviation, reject the proposed deviation, or modify the proposed deviation and approve the deviation as modified. The Agency will also allow any representative of any affected tax jurisdiction present at the Meeting to address the Agency regarding the proposed deviation.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact me at the above telephone number.

COUNTY OF LEWIS INDUSTRIAL DEVELOPMENT
AGENCY

BY: s/Brittany Davis
Executive Director
Lewis County Economic Development

AFFIDAVIT OF MAILING
OF PILOT DEVIATION NOTICE LETTER

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

The undersigned, being duly sworn, hereby states:

1. That on May 27, 2021, I mailed to the following individuals a copy of a letter (the "Pilot Deviation Notice Letter") informing said individuals of (A) a proposed deviation (the "Deviation") by County of Lewis Industrial Development Agency (the "Agency") from the Agency's Uniform Tax Exemption Policy relating to the proposed Number Three Wind LLC Project (the "Company") and (B) the time and place of the meeting of the members of the Agency at which the question of whether to proceed with said Deviation is scheduled to be considered by the Agency:

County of Lewis Legislature
7660 N State Street
Lowville, New York 13367
Attn: Lawrence Dolhof, Chairman

7020 2450 0000 9704 3797

Town of Lowville
Town of Lowville Municipal Offices
5533 Bostwick Street
Lowville, New York 13367
Attn: Randall A. Schell, Supervisor

7020 2450 0000 9704 3803

Town of Harrisburg
3620 O'Brien Road
Lowville, New York 13367
Attn: Stephen Bernat, Supervisor

7020 2450 0000 9704 3810

Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626
Attn: Mr. Lynn Murray, Board President

7020 2450 0000 9704 3827

Lowville Academy and Central School
7668 N State Street
Lowville, New York 13367
Attn: Rebecca Dunckel-King,
Superintendent of Schools

7020 2450 0000 9704 3834

Lowville Academy and Central School
7668 N State St
Lowville, New York 13367
Attn: Thomas Schneeberger, President

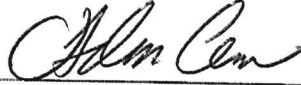
7020 2450 0000 9704 3841

Copenhagen Central School District
3020 Mechanic Street
Copenhagen, New York 13626
Attn: Scott Connell, Superintendent of Schools

7020 2450 0000 9704 3858

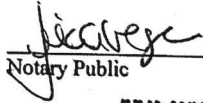
2. That the letter attached hereto as Exhibit A is a duplicate copy of the Pilot Deviation Notice Letter which was mailed to the above individuals.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of May, 2021.



Adam Carson

Sworn to before me this
27th day of May, 2021.


Notary Public

JULIA ANN VEGA
NOTARY PUBLIC STATE OF NEW YORK
REG#01VE6411432
QUALIFIED IN ALBANY COUNTY
COMMISSION EXPIRES NOV. 2024

**APPROVING RESOLUTION
NUMBER THREE WIND LLC PROJECT**

A regular meeting of County of Lewis Industrial Development Agency (the "Agency") was convened in public session at the Lewis County Jefferson Community College Education Center located at 7395 East Road in the Town of Lowville, Lewis County, New York on June 3, 2021 at 8:00 a.m., local time.

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

PRESENT:

Joe Lawrence	Chair
Gagan Singh	Vice Chair
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member

Each of the members present participated in the meeting telephonically pursuant to Executive Order No. 202.1, as supplemented, issued by New York State Governor Andrew M. Cuomo, suspending provisions of Article 7 of the Public Officers Law that require public in-person access to public meetings and authorizing board members to participate in said meetings by conference call or similar service.

ABSENT:

Ron Burns	Member
Jerry Cayer	Member

AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:

Brittany Davis	Executive Director of Economic Development
Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
A. Joseph Scott, III, Esq.	Special Agency Counsel

The following resolution was offered by Darlene Rowsam, seconded by McKenzie Lehman, to wit:

Resolution No. 0621-__

RESOLUTION AUTHORIZING EXECUTION OF DOCUMENTS IN CONNECTION WITH A LEASE/LEASEBACK TRANSACTION FOR A PROJECT FOR NUMBER THREE WIND LLC (THE "COMPANY").

WHEREAS, County of Lewis 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 62 of the 1973 Laws of New York, as amended, constituting Section 902-a 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, manufacturing and industrial 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 and install one or more “projects” (as defined in the Act) or to cause said projects to be acquired, constructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, in March, 2019, Number Three Wind LLC, a State of Delaware limited liability company (the “Company”), submitted an application (the “Application”) which Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Company, which Project has been amended so that the Project now consist of the following: (A) (1) the acquisition of an interest or interests in various parcels of land (most approximately one-half acre in size) scattered amongst approximately 9,000 acres located on the eastern border of the Town of Lowville and throughout the Town of Harrisburg, Lewis County, New York (collectively, the “Land”), (2) the construction of various improvements to be located on the Land, including, but not limited to, the following: approximately twenty-seven (27) 2.3/4.2 mega-watt series wind turbine generators (approximately 12 of such generators to be located in the Town of Lowville and approximately 15 generators to be located in the Town of Harrisburg), improvement foundations, POI switchyards, collection substations, and an operations and maintenance building (collectively, the “Facility”), (3) the construction of associated transmission lines and cables, other electrical interconnect infrastructure, and access roads (collectively, the “Infrastructure”), and (4) the acquisition and installation of certain machinery and equipment therein and thereon (collectively, the “Equipment”) (the Land, the Facility, the Infrastructure and the Equipment hereinafter collectively referred to as the “Project Facility”), all of the foregoing to constitute the development of a wind energy facility to be owned and operated by the Company; (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (collectively, the “Financial Assistance”); and (C) the lease (with an obligation to purchase) or sale of the Project Facility to the Company or such other person as may be designated by the Company and agreed upon by the Agency; and

WHEREAS, by resolution adopted by the members of the Agency on June 6, 2019 (the “Public Hearing Resolution”), the Agency authorized a public hearing to be held pursuant to Section 859-a of the Act with respect to the Project; and

WHEREAS, pursuant to the Public Hearing Resolution, the Executive Director or Economic Development of the Agency (A) caused notices of public hearings of the Agency (collectively, the “Public Hearing”) pursuant to Section 859-a of the Act, to hear all persons interested in the Project and the financial assistance being contemplated by the Agency with respect to the Project, to be mailed on June 13, 2019 to the chief executive officers of the county and of each city, town, village and school district in which the Project Facility is to be located, (B) caused notice of the Public Hearing to be posted on (1) June 13, 2019 at the (a) Town of Lowville Town Hall in the Town of Lowville, County of Lewis, New York, and (b) Town of Harrisburg Town Hall in the Town of Harrisburg, County of Lewis, New York, and (2) June 13, 2019 on the Agency’s website, (C) caused notice of the Public Hearing to be published on June 12, 2019 in the Lowville Journal & Republican, a newspaper of general circulation available to the residents of Lewis County, New York, (D) conducted the Public Hearing (1) on June 25, 2019 at 10:00 a.m., local time at the offices of the Agency located at 7840 State Route 26 in the Town of Lowville, County of Lewis, New York, and on June 26, 2019 at 10:00 a.m. local time at the Town of Harrisburg Town Hall located at 7886 Cobb

Road in the Town of Harrisburg, Lewis County, New York, and (E) prepared reports of each Public Hearing (collectively, the "Public Hearing Report") fairly summarizing the views presented at such Public Hearing and caused copies of said Public Hearing Report to be made available to the members of the Agency; and

WHEREAS, pursuant to Article 10 of the Public Service Law 8 and the implementing regulations at 16 NYCRR Part 1000, the Company submitted a preliminary scoping statement among other materials, documents, status reports, and filing letters (collectively, the "Materials") to the New York State Board on Electric Generation Siting and the Environment (the "Siting Board") with respect to the Project; and

WHEREAS, the Project is exempt from review under SEQRA pursuant to the provisions of Article 10 of the Public Service Law and therefore no SEQRA review is required; and

WHEREAS, in order to preserve the sales tax exemption which forms a major portion of the Financial Assistance, the members of the Agency adopted a further resolution on June 27, 2019 (the "Agent Resolution"), subject to certain conditions, determining to temporarily appoint (A) the Company to act as agent of the Agency to undertake and complete the Project and (B) any general contractor (each, a "Contractor" and collectively, the "Contractors"), as sub-agents of the Agency to undertake the Project, said interim appointment to expire no later than January 31, 2020 (the "Initial Interim Term Date"); and

WHEREAS, in order to preserve the sales tax exemption which forms a major portion of the Financial Assistance, the members of the Agency adopted a further resolution on April 1, 2021 (the "Resolution Extending Agent Appointment"), subject to certain conditions, determining to temporarily appoint (A) the Company to act as agent of the Agency to undertake and complete the Project and (B) any general contractor (each, a "Contractor" and collectively, the "Contractors"), as sub-agents of the Agency to undertake the Project, said interim appointment to expire no later than December 15, 2021 (the "Termination Date of Agency Appointment"); and

WHEREAS, by resolution adopted by the members of the Agency on June 3, 2021 (the "Pilot Deviation Approval Resolution"), the members of the Agency determined to deviate from the Agency's uniform tax exemption policy with respect to the Project; 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 Lewis County, New York and (B) 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 of New York to another area in the State of New York 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 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 Lewis County, New York by undertaking the Project in Lewis County, New York; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance described in the notice of the Public Hearing, the Agency proposes to enter into the following documents (hereinafter collectively referred to as the "Agency Documents"): (A) a certain lease to agency (the "Lease to Agency" or the "Underlying Lease") by and between the Company, as landlord, and the Agency, as tenant, pursuant to which the Company will lease to the Agency a portion of the Land and all improvements now or hereafter located on said portion of the Land (collectively, the "Leased Premises"); (B) a certain license agreement (the "License to Agency" or the "License Agreement") by and between the Company, as licensor, and the Agency, as licensee, pursuant to which the Company will grant to the Agency (1) a

license to enter upon the balance of the Land (the "Licensed Premises") for the purpose of undertaking and completing the Project and (2) in the event of an occurrence of an Event of Default by the Company, an additional license to enter upon the Licensed Premises for the purpose of pursuing its remedies under the Lease Agreement (as hereinafter defined); (C) a lease agreement (and a memorandum thereof) (the "Lease Agreement") by and between the Agency and the Company, pursuant to which, among other things, the Company agrees to undertake the Project as agent of the Agency and the Company further agrees to lease the Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (D) a payment in lieu of tax agreement (the "Payment in Lieu of Tax Agreement") by and between the Agency and the Company, pursuant to which the Company will agree to pay certain payments in lieu of taxes with respect to the Project Facility; (E) a uniform agency project agreement (the "Uniform Agency Project Agreement") by and between the Agency and the Company regarding the granting of the financial assistance and the potential recapture of such assistance; (F) a certain recapture agreement (the "Section 875 GML Recapture Agreement") by and between the Company and the Agency, required by the Act, regarding the recovery or recapture of certain sales and use taxes; (G) a sales tax exemption letter (the "Sales Tax Exemption Letter") to ensure the granting of the sales tax exemption which forms a part of the Financial Assistance; (H) a New York State Department of Taxation and Finance form entitled "IDA Appointment of Project Operator or Agency for Sales Tax Purposes" (the form required to be filed pursuant to Section 874(9) of the Act) (the "Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report"); (I) if the Company intends to finance the Project with borrowed money, a mortgage and any other security documents and related documents (collectively, the "Mortgage") from the Agency and the Company to the Company's lender with respect to the Project ("the "Lender"), which Mortgage will grant a lien on and security interest in the Project Facility to secure a loan from the Lender to the Company with respect to the Project (the "Loan"); (J) if the Company requests the Agency to appoint a contractor or contractors, as agent(s) of the Agency (each, a "Contractor") (1) a certain agency indemnification agreement (the "Contractor Agency and Indemnification Agreement") by and between the Agency and the Contractor, (2) a certain recapture agreement (the "Contractor Section 875 GML Recapture Agreement") by and between the Agency and the Contractor, (3) a sales tax exemption letter (the "Contractor Sales Tax Exemption Letter"), and (4) a Thirty-Day Sales Tax Report (the "Contractor Thirty-Day Sales Tax Report") and any additional report to the Commissioner of the State Department of Taxation and Finance concerning the amount of sales tax exemption benefit for the Project (the "Additional Thirty-Day Project Report") (collectively, the "Contractor Documents"); and (K) various certificates relating to the Project (the "Closing Documents");

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

Section 1. All action taken by the Executive Director or Economic Development of the Agency with respect to the Public Hearing with respect to the Project is hereby ratified and confirmed.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed Special Agency Counsel to the Agency with respect to all matters in connection with the Project. The Agency has been informed that Hodgson Russ LLP has acted as counsel to Invenergy LLC, the Company's parent company, on unrelated matters. The Agency hereby waives any potential conflict resulting from Hodgson Russ LLP acting as counsel to Invenergy LLC on such other unrelated matters and authorizes the Chairman or Vice Chairman to execute any document or documents evidencing such waiver. Special Agency Counsel for the Agency is hereby authorized, at the expense of the Company, to work with the Company, counsel to the Company, counsel to the Agency and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this Resolution. Special Agency Counsel has prepared and submitted an initial draft of the Agency Documents to staff of the Agency.

Section 3. 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;

(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 Lewis County, New York;

(D) It is estimated at the present time that the costs of the planning, development, acquisition, construction, reconstruction and installation of the Project Facility (collectively, the "Project Costs") will be approximately \$149,141,600.00;

(E) 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 of New York to another area in the State of New York 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 of New York, if pirating, need to include the following;

(F) (1) 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, and accordingly the Project is not prohibited by the provisions of Section 862(2)(a) of the Act, and (2) accordingly the Agency is authorized to provide financial assistance in respect of the Project pursuant to Section 862(2)(a) of the Act;

(G) The granting of the Financial Assistance by the Agency with respect to the Project will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of Lewis County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act;

(H) The Agency has reviewed the Public Hearing Report and has fully considered all comments contained therein;

(I) The Project should receive the Financial Assistance in the form of exemptions from sales tax, mortgage recording tax and a real property tax abatement based on the description of expected public benefits to occur as a result of this Project, as described on Exhibit A attached hereto; and

(J) It is desirable and in the public interest for the Agency to enter into the Agency Documents.

Section 4. In consequence of the foregoing, the Agency hereby determines to: (A) accept the License Agreement; (B) lease the Project Facility to the Company pursuant to the Lease Agreement; (C) acquire, construct and install the Project Facility, or cause the Project Facility to be acquired, installed and constructed; (D) enter into the Payment in Lieu of Tax Agreement; (E) enter into the Section 875 GML Recapture Agreement; (F) enter into the Contractor Documents; (G) secure the Loan by entering into the Mortgage; and (H) grant the Financial Assistance with respect to the Project.

Section 5. The Agency is hereby authorized (A) to acquire a license in the Licensed Premises pursuant to the License Agreement, (B) to acquire a leasehold interest in the Leased Premises pursuant to the Underlying Lease, (C) to acquire title to the Equipment pursuant to a bill of sale (the "Bill of Sale to Agency") from the Company to the Agency, and (D) to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisitions are hereby approved, ratified and confirmed.

Section 6. The Agency is hereby authorized to acquire, construct and install the Project Facility as described in the Lease Agreement and to do all things necessary or appropriate for the accomplishment thereof, and all acts heretofore taken by the Agency with respect to such acquisition, construction and installation are hereby ratified, confirmed and approved.

Section 7. The Chairman (or Vice Chairman) of the Agency, with the assistance of Agency Counsel and/or Special Counsel, is authorized to negotiate and approve the form and substance of the Agency Documents.

Section 8. (A) The Chairman (or Vice Chairman) of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agency Documents, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in the forms thereof as the Chairman (or Vice Chairman) shall approve, the execution thereof by the Chairman (or Vice Chairman) to constitute conclusive evidence of such approval.

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

Section 9. 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 10. 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:

Joe Lawrence	VOTING	Yes
Gagan Singh	VOTING	Yes
Ron Burns	VOTING	Absent
Jerry Cayer	VOTING	Absent
Tom Gillette	VOTING	Yes
McKenzie Lehman	VOTING	Yes
Darlene Rowsam	VOTING	Yes

The foregoing Resolution was thereupon declared duly adopted.


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

I, the undersigned (Assistant) Secretary of County of Lewis Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY that I have compared the foregoing annexed extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on June 3, 2021 with the original thereof on file in my office, and that the same is a true and correct copy of said original and of such Resolution contained therein and of the whole of said original so far as the same relates 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 respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law") except as modified by Executive Order 202.1, as supplemented, said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present, either in-person or appearing telephonically in accordance with Executive Order 202.1, as supplemented, 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 rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Agency this 17 day of June, 2021.


KRISTEN F. AUCTER
Notary Public, State of New York
Reg. No. 01AU6384577
Qualified in Lewis County
Commission Expires 12/17/2022



-(Assistant) Secretary

(SEAL)

EXHIBIT A

DESCRIPTION OF THE EXPECTED PUBLIC BENEFITS

In the discussions had between the Project Beneficiary and the Agency with respect to the Project Beneficiary's request for Financial Assistance from the Agency with respect to the Project, the Project Beneficiary has represented to the Agency that the Project is expected to provide the following benefits to the Agency and/or to the residents of Lewis County, New York (the "Public Benefits"):

Description of Benefit		Applicable to Project (indicate Yes or NO)		Expected Benefit
1.	Retention of existing jobs	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is currently farm land.
2.	Creation of new permanent jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	After completion of the Project, the Company will employ 5 skilled operators, management and administrative personnel.
3.	Estimated value of tax exemptions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	Sales tax exemption benefit is capped at \$15,396,750 and real property tax exemption is estimated at \$31,202,152.
4.	Private sector investment	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project will spend a total of approximately \$149 million county-wide during construction.
5.	Likelihood of project being accomplished in a timely fashion	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	High likelihood of project being completed in a timely manner.
6.	Extent of new revenue provided to local taxing jurisdictions	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The investment by the Company in the Project demonstrates the Company's commitment to continuing operations in the Towns of Lowville and Harrisburg, New York.
7.	Any additional public benefits	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	This Project will create electrical cost savings to local residents and businesses, upgrade electrical infrastructure, increase revenue for Landowners, Increase revenue for municipalities and school districts, electrical cost savings to municipalities and other agencies.
8.	Local labor construction jobs	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Company has estimated that 90% of the 30-35 construction jobs will be local labor.
9.	Regional wealth creation (% of sales/customers outside of the County)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A

10.	Located in a highly distressed census tract	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A
11.	Alignment with local planning and development efforts	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project is consistent with local planning and development efforts.
12.	Promotes walkable community areas	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not located in an urban setting with sidewalks.
13.	Elimination or reduction of blight	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	The Project site is not a blighted area.
14.	Proximity/support of regional tourism attractions/facilities	<input type="checkbox"/> Yes	<input type="checkbox"/> No	N/A.
15.	Local or County official support	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	The Project has local and County support.
16.	Building or site has historic designation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	There is no historic designation.
17.	Provides brownfield remediation	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	No brownfields present.