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October 25, 2018

VIA US MAIL - PRIORITY EXPRESS

Lewis County Industrial Development Agency
c/o Eric Virkler
7642 N. State Street
Lowville, NY 13367

RE: Maple Ridge – Application for Financial Assistance.

Dear Mr. Virkler:

On behalf of Flat Rock Windpower LLC and Flat Rock Windpower II LLC, enclosed is an application for financial assistance to the Lewis County Industrial Development Agency for the Maple Ridge Wind Farm. Also enclosed is a check in the amount of \$500.00 for the application fee.

Very truly yours,

Matthew S. Moses

Enclosure

cc: Rob Batarags, Avangrid Renewables, LLC (via electronic mail)
Kristen Broyer, Avangrid Renewables, LLC (via electronic mail)
Aryn Hansen, Avangrid Renewables, LLC (via electronic mail)
Toan Nguyen, Esq., Avangrid Renewables, LLC (via electronic mail)
Chad Gardner, EDP Renewables North America LLC (via electronic mail)
Jeremy High, EDP Renewables North America LLC (via electronic mail)
Leslie Freiman, Esq., EDP Renewables North America LLC (via electronic mail)
Peter H. Swartz, Esq. (via electronic mail)

APPLICATION TO

LEWIS COUNTY

INDUSTRIAL DEVELOPMENT AGENCY

(LCIDA)

FOR

PROJECT TAX BENEFITS AND/OR

SALE-LEASEBACK TRANSACTION



Lewis County Economic Development
7642 N. State Street
Lowville, NY 13367

naturallylewis.com / 315.376.3014

info@naturallylewis.com

Tax Exemption Benefits

Application Fee	A non-refundable fee of \$500.00 is payable to the LCIDA at the time of application submission. This fee will be credited towards the total fee at closing.
Fee	<ol style="list-style-type: none"> 1. Property Tax (If application includes Sales & Mortgage Tax, this fee is all inclusive. See attached fee schedule for full details.) <ul style="list-style-type: none"> • First \$20million of total project cost** - 1% • Any project amount over \$20 million - An additional 0.75% 2. Sales Tax - 10% of Abatement 3. Mortgage Tax - 10% of Abatement <p>** Please see page 8 for definition of total project cost.</p>
Point of Contact	Eric Virkler ericvirkler@lewiscounty.ny.gov 315-376-3014

Taxable and Tax Exempt Industrial Development Revenue Bonds

Application Fee	A non-refundable fee of \$500.00 is payable to the LCIDA at the time of application submission. This fee will be credited towards the total fee at closing.
Fee	<p>First \$10 million - 2% of the principal amount of the bond series \$10 million - \$20 million - 1% of the bond series Any amount over \$20 million - 0.5% of the bond series</p> <p>Annual Fee - \$1,500.00</p>
Point of Contact	Eric Virkler ericvirkler@lewiscounty.ny.gov 315-376-3014

Sale - Leaseback Transaction

Application Fee	A non-refundable fee of \$500.00 is payable to the LCIDA at the time of application submission. This fee will be credited towards the total fee at closing.
Fee	1% of equipment cost and all legal fees
Point of Contact	Eric Virkler ericvirkler@lewiscounty.ny.gov 315-376-3014

INSTRUCTIONS

1. The Agency will not approve any applications unless, in the judgment of the Agency, said application contains sufficient information upon which to base a decision whether to approve or tentatively approve an action.
2. Fill in all blanks, using "none" or "not applicable" or "N/A" where the question is not appropriate to the project which is the subject of this application (the "Project").
3. If an estimate is given as the answer to a question, put "(est)" after the figure or answer, which is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return this application, along with the application fee, to the Agency at the address shown below.
6. The Agency will not give final approval to this application until the Agency receives a completed environmental assessment form, if applicable, concerning the Project.
7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant's competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of Public Officers Law.
8. The applicant will be required to pay to the Agency all actual costs incurred in connection with this application and the Project contemplated herein (to the extent such expenses are not paid out of the proceeds of the Agency's bonds issued to finance the project). The applicant will also be expected to pay all costs incurred by general counsel and bond counsel to the Agency. The costs incurred by the Agency, including the Agency's general counsel and bond counsel, may be considered a part of the project and included as a part of the resultant bond issue. Other costs to be paid by the applicant include legal fees, filing fees, etc.
9. The Agency has established an application fee of \$500.00 to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.
10. The Agency has established a project fee for each project in which the Agency participates. UNLESS THE AGENCY AGREES IN WRITING TO THE CONTRARY, THIS PROJECT FEE IS REQUIRED TO BE PAID BY THE APPLICANT AT OR PRIOR TO THE GRANTING OF ANY FINANCIAL ASSISTANCE BY THE AGENCY.

**This application should be submitted to the County of Lewis Industrial Development Agency, PO
Box 106, 7642 N. State Street, Lowville, New York 13367.**

Lewis County Industrial Development Agency Application for Project Tax Benefits and/or Sale Leaseback Transactions

1. Items Needed for this Application:

- a. Business Plan (narrative & purpose of project to include economic impact and justification for receiving public benefits)
- b. 3 Years of business Tax Information (Personal tax information if new business)
- c. Balance Sheet - Outstanding Loans/Debts
- d. Financial Projections for Project
- e. Selected items above can be waived if not applicable upon discussion with LCIDA representatives.

See Exhibit A.

2. Applicant Information

Company Name	Flat Rock Windpower LLC / Flat Rock Windpower II LLC
Address	1125 NW Couch Street, Portland, OR 97209
Contact Person	Rob Batarags
Phone Number	503-423-2031
Email	Rob.Batarags@avangrid.com
Federal Tax ID	74-2974472 (FR I) / 20-0250207 (FR II)
Date	9/13/18

3. Form of Entity

<input type="checkbox"/>	Corporation
<input type="checkbox"/>	Partnership (General____ or Limited____; Number of General Partners____ and, if applicable, Number of Limited Partners____, List Partners in section below
<input checked="" type="checkbox"/>	Limited Liability Company, Number of Members <u>See Exh A.</u>
<input type="checkbox"/>	Sole Proprietorship

4. Principal Owners/Officers/Directors (list owners with 5% or more in equity holdings with percentage of ownership)

Name	Address	Percentage Ownership/Office
See Exhibit A.		

5. If a corporation, partnership or limited liability company:

- a. What is the date of establishment? See Exhibit A.
- b. Place of Organization See Exhibit A.
- c. If a foreign organization, is the Applicant authorized to do business in the State of New York?
 Yes. _____ (Attached organizational chart or other description if applicant is a subsidiary or otherwise affiliated with another entity)

Attach certified financial statements for the company's last three complete fiscal years. If the company is publicly held, attach the latest Form 10K, as well.

See Exhibit A.

6. Applicant Counsel

Name/Firm	Peter H. Swartz / Swartz Moses PLLC
Address	1583 East Genesee Street, Skaneateles, NY 13152
Phone Number	315-554-8166
Email	phs@swartzmoses.com

7. Identify the assistance being requested from LCIDA:

- a. Exemption from Sales Tax Yes No
- b. Exemption from Mortgage Tax Yes No
- c. Exemption from Real Property Tax Yes No
- d. Equipment Purchase Leaseback Yes No
- e. Tax Exempt Financing* Yes No

(Typically for not-for-profits & small qualified manufacturers)

8. Project Information

- a. **Please attach a narrative description of the Project.**
- b. Location of the Project:

Project Address	See Exhibit B.
Town/Village of:	See Exhibit A.
School District	See Exhibit A.
Tax Map No.	See Exhibit B.

- c. Are Utilities (water, wastewater, electric, gas, broadband) on Site and acceptable for the project?
 Yes No
- d. Present Legal Owner of the site, if other than Applicant, and by what means will the site be acquired for this Project? N/A

- e. Zoning of Project Site:

Current:	N/A	Proposed:	N/A
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- f. Are any zoning approvals need? Identify: N/A

- g. Local Permitting and Approvals – Does the project require local planning or permitting approvals? If so, please explain:
N/A
-
- h. Will a site plan need to be filed? (Yes/No) If so, please include copy if prepared.
- i. Does a State Environmental Quality Review Act (“SEQRA”) Environmental Assessment Form need to be filed? (Yes/No) If yes, attach the SEQRA Form. If no, please explain:
Yes. See Exhibit C for Short Environmental Assessment Form.
-
- j. If answer to question i. is yes, has a lead agency been designated under the State Environmental Quality Review Act (“SEQRA”)? (Yes/No) If no, please explain:
No. The Project is not a Type I action under SEQRA requiring coordinated review.
-
- k. Will the project result in the removal of a plant or facility of the Applicant or a proposed Project occupant from one area of the State of New York to another area of the State of New York? (Yes/No) If yes, please explain:
No.
-
- l. Will the project result in the abandonment of one or more plants or facilities of the Applicant or a proposed Project occupant located in the State of New York? (Yes/No) If yes, please explain:
No.
-
- m. If the answer to either question k or l is Yes, indicate whether any of the following apply to the project:
- i. Is the project reasonably necessary to preserve the competitive position of the Company or such project occupant in its industry? (Yes/No) If yes, please explain:
N/A

 - ii. Is the project reasonably necessary to discourage the Company or such project occupant from removing such other plant or facility to a location outside of the State of New York? (Yes/No) If yes, please explain:
N/A

- n. Does the project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? If yes, please explain:
No.
-
- i. If the answer to n. is yes, what percentage of the cost of the project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the project? N/A _____ %
 - ii. If more than 33.3%, indicate whether any of the following apply to the Project:
 - iii. Will the project be operated by a not-for-profit corporation? (Yes/No) If yes, please explain:
N/A

 - iv. Is the project likely to attract a significant number of visitors from outside the economic development region in which the project is located? (Yes/No) If yes, please explain:
N/A

 - v. Please confirm by circling Yes or No, if there is a likelihood that the Project would not be undertaken if Financial Assistance was not provided by the LCIDA? (Yes/No) See Exhibit A.

vi. If the project could be undertaken without financial assistance provided by the LCIDA, then provide a statement below indicating why the project should be undertaken by the LCIDA:
N/A

vii. 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 City, Town or Village within which the project will be located because of a lack of reasonably accessible retail trade facilities offering such goods or services? (Yes/No) If yes, please explain:
N/A

o. Will the project be located in a census tract or block numbering area (or census tract or block number area contiguous thereto) which, according to the most recent census data, has either a poverty rate of at least 20% for the year which the data relates, or at least 20% of households receiving public assistance, or an unemployment rate of at least 1.25 times the statewide unemployment rate for the year which the data resides? (Yes/No) If yes, please explain:
N/A

p. Does the company intent to lease or sublease more than 10% (by area of fair market value) of the project? (Yes/No) If yes, please complete the following for EACH existing or proposed tenant or sub tenant:

1. Sub lessee Name: N/A

2. Present Address:

N/A

3. Employer ID No.: N/A

4. Sub lessee is a: N/A (Corp., LLC, Partnership, Sole Proprietorship)

5. Relationship to the Company: N/A

6. Percentage of Project to be leased or subleased: N/A

7. Use of project intended by sub lessee: N/A

8. Date and Term of Lease or Sublease to Sub Lessee: N/A

Will any portion of the space leased by this sub lessee be primarily used in making retail sales of goods or services to customers who personally visit the project? (Yes/No) If yes, please provide on a separate attachment: a. details and b. the answers to questions 1-5 with respect to such sub lessee.

9. Total Project Costs (Estimates)

By Lewis County IDA policy, our project fee to be paid by the developer is based on the estimate in this application of total project cost (includes all items listed in chart below). This estimate should be supported by detailed information and cost estimates provided by legitimate sources.

Category	Acres/Sq. Ft./Ft. (if applicable)	Cost
Land-Acquisition		N/A
Buildings – Construction/Renovation		N/A
Utilities, roads or other infrastructure		N/A
Machinery & Equipment	Not Applicable	N/A
Soft Costs (Architect & Engineering Fees)	Not Applicable	N/A
Costs of Bond Issue	Not Applicable	N/A
Construction Loan Fees and Interest	Not Applicable	N/A
Other (specify)		N/A
Total Project Costs		N/A

- a. Please describe specifically what the project costs will go towards (provide an attached summary for more information if needed).

N/A

Sources of Funding for Project Costs	Amount
Bank Financing	N/A
Equity (Excluding equity that is attributed to grants/tax credits)	N/A
Tax Exempt Bond Issuance (if applicable)	N/A
Taxable Bond Issuance (if applicable)	N/A
Public Sources (Include sum total of all state and federal grants and tax credits)	N/A
Grants (Identify All)	N/A
Personal Financing	N/A
Total Sources of Funds	N/A

10. Job Creation

Construction Jobs created by the project: N/A Anticipated Dates of Construction: N/A

- Column A:** Insert the job titles that exist within the company at the time of application, as well as any job titles that will be established as a result of the Project.
- Column B:** Indicate the entry level wage for each listed job title either in terms of hourly pay or annual salary.
- Column C:** For each listed job title insert the number of positions that exist at the time of application.
- Column D:** Insert the number of jobs to be created during year one of the Project for each listed job title.
- Column E:** Insert the number of jobs to be created during year two of the Project for each listed job title.
- Column F:** Insert the number of jobs to be created during year three of the Project for each listed job title.
- Column G:** Indicate the total number of jobs to be created for each listed title as a result of the Project. (Column D + Column E + Column F = Column G)

(A) Job Title	(B) Annual or Hourly Wages	(C) Current Number of Positions	(D) Jobs Created: Year 1	(E) Jobs Created: Year 2	(F) Jobs Created: Year 3	(G) Total Jobs Created
See Exhibit A.						

Use of Local Workforce Policy

The use of 'local labor' will be a factor in evaluating this application. Answers to the following questions will assist us in that evaluation:

'Local labor' for the purpose of this application is defined as residents from Lewis, Oneida, Jefferson, St. Lawrence & Oswego Counties. If a 'labor workforce plan' has been designated, please include that plan as an addendum to this application. Questions below are applicable for both a construction project and for operations of a sustaining project.

- Please check which best describes your project scope:
 Construction Project Long Term Operations Project Both
- How will the project developer seek out and use the local workforce? If your workforce is already "local" by definition, please explain:
See Exhibit A.

- What is your total expected workforce during the construction phase of the project? N/A
- What percentage of those are expected to be local? N/A
- What is the total expected workforce during the operations phase of the project?
See Exhibit A.
- What percentage of the operational workforce will be local? See Exhibit A.
- What specific approaches are to be used in your efforts to identify local workforce candidates if additional project workers are necessary?
N/A

- h. If additional contractors or subcontractors are to be hired, will you request use of local labor? If so, please give examples of how that request will be made:

See Exhibit A.

- i. The LCIDA acknowledges that the extensive use of local labor is not always possible. Are there circumstances, such as those used in the examples below, that will affect the percentage of local labor for your project? Please explain:

- i. Is there a warrantee issue involved?
- ii. The work is so highly specialized that local labor cannot be found.
- iii. You identified a significant cost differential when using local labor.
- iv. No local labor is available.

See Exhibit A.

It is the intention of the LCIDA to randomly verify the use of the local labor workforce, using whatever method it determines most effective. This verification may occur throughout the term of any incentive programs or loans granted.

11. Positive Impacts

- a. Please list any other positive impacts that the project may have on Lewis County:

See Exhibit A.

12. References

Please list three (3) professional/business references:

1. Name: N/A. The Company has long-standing business relationships in Lewis County.
Address: _____
Relationship: _____
2. Name: _____
Address: _____
Relationship: _____
3. Name: _____
Address: _____
4. Relationship: _____

13. Representations by the Applicant

The Applicant understands and agrees with the Agency 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.

D. Annual 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, on an annual basis, reports regarding the number of people employed at the project site.

E. Confirmation Documentation: The applicant understands and agrees that if the Project receives assistance from the Agency/Corporation---either tax incentives or loans---the applicant agrees to provide the Agency/Corporation, if requested, with a copy of their 'Annual Report', their 'Annual Audit Report', their corporate or personal tax returns and/or their New York State Form 'NYS-45' (Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return), as appropriate, throughout the period that benefits are provided the company. These reporting requirements---specifically identified in Closing Documents, Loan Documents or other project specific agreements---may be used by the Agency/Corporation to assist us in verifying that commitments made as part of this application--- regarding stated goals for employment or capital investment in the project---are being achieved.

F. Absence of Conflicts of Interest: The applicant has reviewed the Agency's website and identified the list of the members, officers, employees and Counsel of the Agency. No member, officer, employee, or Counsel of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

None.

G. Claw-back Provision: The applicant is making certain representations in this request for assistance.

Based on these representations, a decision will be rendered as to whether our organization will extend those benefits. If benefits are extended---particularly as regards to property tax benefits, sales tax benefits and/or mortgage recording tax savings---and representations made in this application are not achieved--- this organization reserves the right to seek the return of those benefits, in whole or in part, on behalf of the impacted taxing jurisdictions. The decision to seek a return of any provided benefit will follow a process that will include an investigation of the reasons surrounding the failure to achieve the promised benefits. In all cases, whatever decision is made and action taken those actions will remain the sole determination of our organization. If a recall of these benefits is warranted, notice will be made to the applicant, in writing, and the applicant shall have thirty days to bring to this organization all circumstances which may bear on

the recall of these benefits. The recall of benefits (claw-back) will be authorized by formal resolution of our governing Board. But see Exhibit A.

H. Property Tax Assessment: The applicant acknowledges it does not have an existing property tax assessment challenge in process on the property under consideration in this application and it does not intend to file a challenge prior to completion of this application and approval of benefits. But see Exhibit A.

HOLD HARMLESS AGREEMENT and APPLICATION DISCLAIMER AND CERTIFICATION PURSUANT TO NEW YORK STATE FREEDOM OF INFORMATION LAW ("FOIL")

Applicant hereby releases the Lewis County Industrial Development Agency and the members, officers, servants, agents and employees thereof (the 'Agency') from, 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 (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemption and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suites or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate 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 Agency or the Applicant are unable to reach final agreement with the respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in the processing of the Application, including attorneys' fees, if any.

But see Exhibit A.

Through submission of this Application for Financial Assistance (this "Application"), the Company acknowledges that the Agency, as a public benefit corporation, is subject to the New York State Freedom of Information Law ("FOIL") and Open Meetings Law ("OML"), as codified pursuant to the Public Officers Law ("POL") of the State of New York (the "State"). Accordingly, unless portions hereof are otherwise protected in accordance with this Certification, this Application, including all Company-specific information contained herein, is subject to public disclosure in accordance with applicable provisions of the POL, Article 18-A of the General Municipal Law ("GML") and the Public Authorities Accountability Act of 2005, as codified within the Public Authorities Law ("PAL") of the State. Specifically, this Application may be disclosed by the Agency to any member of the public pursuant to a properly submitted request under FOIL and the Agency is further required to affirmatively disclose certain provisions contained herein pursuant to the GML and PAL, including the identification of the Company, general project description, location proposed capital investment and job estimates.

Notwithstanding the foregoing, the Company, pursuant to this Certification, may formally request that the Agency consider certain information contained within this Application and other applicable supporting materials proprietary information and "trade secrets", as defined within POL Section 87(2)(d). To the extent that any such information should qualify as trade secrets, the Company hereby requests that the Agency redact same in the event that formal disclosure is requested by any party pursuant to FOIL. Application Sections or information requested by Company for Redaction*:

(* - Please indicate specific sections within Application that the Company seeks to qualify as "trade secrets". Additional correspondence or supporting information may be attached hereto. Please also note that notwithstanding the Company's request, the Agency shall make an independent determination of the extent to which any information contained herein may be considered as such). Please also make specific reference to any data or information, which if disclosed, would cause substantial injury to the competitive position of your business enterprise.

In the event that the Agency is served with or receives any subpoena, request for production, discovery request, or information request in any forum that calls for the disclosure of the Application, in entirety, specifically including but not limited to any demand or request for production or review of Company-designated trade secrets, the Agency agrees to notify the Company as promptly as is reasonably possible, and to utilize its best efforts to: oppose or decline any such request; preserve the confidentiality and non-disclosure of such requested confidential material; and maintain such information and prevent inadvertent disclosure in responding to any such discovery or information request. The Company understands and agrees that all reasonable costs, including attorney's fees, associated with any such formal undertaking by the Agency to protect the trade secrets from disclosure shall be reimbursed by the Company to the Agency.

- (a) The sum of \$500 as a non-refundable processing fee.
See Exhibit A for Agency administrative fee and expense reimbursement.
- (b) ~~An amount equal to 2% of the total project costs for projects with bond financing, and an amount equal to 1% of the total project costs for all other projects for which the Agency provides financial assistance, to be paid at transaction closing (see page 2 of this application and the attached fee schedule for more specifics regarding these fees);~~
- (c) ~~An amount equal to \$ _____ payable to the Agency's bond/transaction counsel for the preparation and review of the inducement resolution, the environmental compliance resolution, TEFRA hearing proceedings and the tax questionnaire assuming no further activity occurs after the completion of the inducement proceedings, to be paid within ten (10) business days of the receipt of bond/transaction counsel's invoice;~~
- (d) ~~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 or 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 or, if the closing does not occur, within ten (10) business days of receipt of the Agency's invoices therefore please note that the applicant is entitled to receive a written estimate of fees and costs of the Agency's bond/transaction counsel;~~
- (e) The cost incurred by the Agency and paid by the applicant, including bond/transaction counsel and the Agency's general counsel's 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.

The applicant further covenants and agrees that the applicant is liable for payment to the Agency of all charges referred to above, as well as all other actual costs and expenses incurred by the Agency in handling the application and pursuing the proposed project notwithstanding the occurrence of any of the following:

- (a) The applicant's withdrawal, abandonment, cancellation or failure to pursue the Application;
- (b) The inability of the Agency or the applicant to procure the services of one or more financial institutions to provide financing for the proposed project;
- (c) The applicant's failure, for whatever reason, to undertake and/or successfully complete the proposed project; or
- (d) The Agency's failure, for whatever reason, to issue tax-exempt revenue bonds in lieu of conventional financing.

The applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations 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.

Company Acknowledgment and Certification:

STATE OF NEW YORK)

COUNTY OF LEWIS) ss.:

STEVE KRUMP, being first duly sworn, deposes and says:

1. That I am the Authorized REPRESENTATIVE (Corporate Office) of FLATROCK WINDPOWER 1711 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.




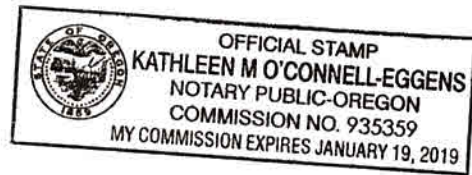
(Signature of Officer)

Subscribed and affirmed to me under penalties of perjury

this 16th day of October, 2018

Notary Public


Kathleen O'Connell Eggens



- (a) The sum of \$500 as a non-refundable processing fee.
See Exhibit A for Agency administrative fee and expense reimbursement.
- (b) ~~An amount equal to 2% of the total project costs for projects with bond financing, and an amount equal to 1% of the total project costs for all other projects for which the Agency provides financial assistance, to be paid at transaction closing (see page 2 of this application and the attached fee schedule for more specifics regarding these fees);~~
- (c) ~~An amount equal to \$_____ payable to the Agency's bond/transaction counsel for the preparation and review of the inducement resolution, the environmental compliance resolution, TEFRA hearing proceedings and the tax questionnaire assuming no further activity occurs after the completion of the inducement proceedings, to be paid within ten (10) business days of the receipt of bond/transaction counsel's invoice;~~
- (d) ~~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 or 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 or, if the closing does not occur, within ten (10) business days of receipt of the Agency's invoices therefore please note that the applicant is entitled to receive a written estimate of fees and costs of the Agency's bond/transaction counsel;~~
- (e) The cost incurred by the Agency and paid by the applicant, including bond/transaction counsel and the Agency's general counsel's 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.

The applicant further covenants and agrees that the applicant is liable for payment to the Agency of all charges referred to above, as well as all other actual costs and expenses incurred by the Agency in handling the application and pursuing the proposed project notwithstanding the occurrence of any of the following:

- (a) The applicant's withdrawal, abandonment, cancellation or failure to pursue the Application;
- (b) The inability of the Agency or the applicant to procure the services of one or more financial institutions to provide financing for the proposed project;
- (c) The applicant's failure, for whatever reason, to undertake and/or successfully complete the proposed project; or
- (d) The Agency's failure, for whatever reason, to issue tax-exempt revenue bonds in lieu of conventional financing.

The applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations 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.

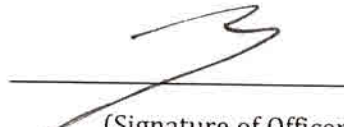
Company Acknowledgment and Certification:

STATE OF NEW YORK)

COUNTY OF LEWIS) ss.:

Rotem Zuckor being first duly sworn, deposes and says: Flat Rock Windpower II LLC
Authorized Representative and Flat Rock Windpower I LLC

1. That I am the Authorized Representative (Corporate Office) of _____ (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.


(Signature of Officer)



Subscribed and affirmed to me under penalties of perjury
this 15th day of October, 2018



Notary Public



****This section to be completed by LCIDA****

A	Estimated Project Costs Eligible for LCIDA Financing	
1.	<i>Sales & Tax Use</i>	
	a. Amount of Project Cost Subject to Sales & Use Tax	\$
	Sales & Use Tax Rate	8.0%
	b. Estimated Sales Tax (a. X .08):	\$
2.	<i>Mortgage Recording Tax Exemption</i>	
	a. Projected Amount of Mortgage	\$
	Mortgage Recording Tax Rate	0.75%
	b. Estimated Mortgage Recording Tax (a. X .0075)	\$
3	<i>Real Property Tax Exemption</i>	
	a. Projected Increase in Assessed Property Value due to Project	\$
	b. Total Applicable Tax Rates per \$1000	\$
	c. Estimated Annual Taxes without PILOT (a X b)/1,000	\$
4	<i>Interest Exemption (Bond Transactions Only)</i>	
	a. Total Estimated Interest Expense Assuming Taxable Interest	\$
	b. Total Estimated Interest Expense Assuming Tax-exempt Interest	\$
B	Estimated Benefits of LCIDA Financial Assistance	
1	Current Company Employment in Lewis County	
2	Current Company Payroll in Lewis County	\$
3	Project Jobs to be Created over 3 Years	

Task	Date	Staff Initials
OSC Project Number Assigned		
Retail Determination (Y/N) Retail Exception Used:		
Date Application Assigned to Agency Counsel		
UTEP Deviation (Y/N)		
IRB - Volume Cao Needed (Y/N)		
IRB/501c3 - FEFRA Required (Y/N)		
Date of Agency adoption of Initial Resolution		
Date set for Public Hearing		
Public Hearing Notice - Publication Date/ATJ Mailings		
Date of Agency adoption of Closing Resolution		
Date of final approval of application		

County of Lewis Industrial Development Agency Schedule of Agency Fees



FINAL – June 2017

Purpose:

1. This document defines the fees charged by the LCIDA to applicants seeking benefits from tax exemption to be provided by the LCIDA as authorized by General Municipal Law. Benefits are outlined in the LCIDA's Uniform Tax Exemption Policy.
2. The fees defined here are the standard fees. Deviations from these fees are determined solely by the Board of Directors of the LCIDA and are made on a case by case basis.

Fee Schedule:

1. Application Fee: \$500 Nonrefundable
2. PILOT Fees **(if application also includes Sales Tax and Mortgage tax, this fee is all inclusive)**
 - a. 1% of the first \$20,000,000 project cost
 - b. Additional 0.75% of total project cost over \$20,000,000
 - c. For example:
 - i. A project cost of \$10,000,000 would pay $(1\% \times \$10,000,000) =$ total fee of **\$100,000.00**
 - ii. A project cost of \$60,000,000 would pay $(1\% \times \$20,000,000) + (0.75\% \times \$40,000,000) =$ total fee of **\$500,000.00**
3. Sales Tax **only (project is not requesting property tax benefit)**
 - a. 10% of Abatement amount
4. Mortgage tax **only (project is not requesting property tax benefit)**
 - a. 10% of Abatement amount
5. Equipment Purchase Leaseback
 - a. 1% of Equipment Cost and Legal Fees
6. Legal Fees of LCIDA paid by Applicant for an approved project for direct time incurred (includes Board meetings for review and approval of application, preparation of agreements, closing, etc)

Other:

1. The LCIDA Board will consider other fee arrangements that could be utilized by the organization to provide alternative programs for economic development purposes in Lewis County.
2. The fee is to be paid at the time of closing of the PILOT or exemption agreement unless otherwise negotiated.

Exhibit A

Ownership Structure

The Maple Ridge Wind Farm (“Maple Ridge”) was developed and is owned by a joint venture between Avangrid Renewables, LLC (“Avangrid”) and EDP Renewables North America LLC (“EDPR”). Avangrid and EDPR each own or control fifty percent (50%) of Flat Rock Windpower LLC (“Flat Rock I”) and Flat Rock Windpower II LLC (“Flat Rock II”, and together with Flat Rock I, the “Company”), both of which are Delaware limited liability companies established for purposes of developing and owning Maple Ridge. Flat Rock I is the owner of Phase 1 of Maple Ridge, which phase is comprised of one hundred forty (140) 1.65 megawatt (“MW”) wind-powered electric generating turbines (“Turbines”) and commenced commercial operation in 2005. Flat Rock II is the owner of Phase 2 of the Maple Ridge Project, which phase is comprised of fifty-five (55) 1.65 MW Turbines and commenced commercial operation in 2006.

Project Description

The Company has requested the assistance of the County of Lewis Industrial Development Agency (the “Agency”) with respect to a certain project (the “Project”) consisting of: (A) the Agency acquiring a leasehold interest in (1) the Company’s interest in certain parcels of land located in the Town of Martinsburg, Town of Harrisburg, Town of Lowville, and Town of Watson, County of Lewis, New York, and more particularly described by the tax parcels listed in Exhibit B attached hereto (collectively, the “Land”), and (2) certain machinery, equipment, buildings, and improvements comprising a 321.75 MW wind-powered electric generating facility (the “Facility”) located on the Land (collectively, the “Project Facility”); (B) the granting of certain “financial assistance” (within the meaning of Section 854(14) of Article 18-A of the General Municipal Law of the State of New York) with respect to the foregoing; and (C) the sublease of the Project Facility to the Company.

Tax Jurisdictions

Maple Ridge is located in the Town of Martinsburg, Town of Harrisburg, Town of Lowville, Town of Watson, County of Lewis, Lowville Academy and Central School District, Copenhagen Central School District, and South Lewis Central School District (collectively, the “Tax Jurisdictions”). Representatives of the Tax Jurisdictions report that the Tax Jurisdictions support the application for financial assistance (the “Application”). The Tax Jurisdictions plan to enter into a PILOT Payment Distribution Agreement that will govern the allocation of PILOT payments made by the Company.

Financial Information

Financial information regarding Maple Ridge has already been presented to representatives of the Agency and the Tax Jurisdictions.

County of Lewis Industrial Development Agency
Application for Financial Assistance
Maple Ridge Project

Need for Financial Assistance

The Company has instituted assessment challenge litigation (the “Litigation”) on the Project Facility and as part of the Litigation has sought a reduction in payment for an existing payment in-lieu of taxes (“PILOT”) agreement under Section 487 of the Real Property Tax Law of the State of New York (the “487 PILOT”). The 487 PILOT and Section 487 of the Real Property Tax Law provide that PILOT payments cannot exceed what property taxes would be due if the Project Facility was on the taxable roll. The Company also commissioned an independent appraisal of the Project Facility, and that appraisal indicated a substantially lower value for the Project Facility than is reflected by its current assessments.

The Tax Jurisdictions and the Company have negotiated a property tax settlement for the remaining useful life of Maple Ridge that includes a settlement of the Litigation (the “Settlement”). The Tax Jurisdictions and the Company desire to implement the terms of the Settlement through a PILOT agreement that will effectively replace and extend the 487 PILOT. The only available exemption for the proposed PILOT agreement is based on Section 412-a of the Real Property Tax Law through financial assistance from the Agency. The Agency’s purpose is to promote the economic welfare of Lewis County and to prevent its economic deterioration, and the Agency has the power to provide financial assistance for that purpose. Continued operation of the Project Facility, preservation of tax revenue for the Tax Jurisdictions, avoidance of continuing expense and risks of the Litigation accomplished by the Settlement, and the associated promotion of the Tax Jurisdictions’ constituents’ economic welfare and the prevention of economic deterioration cannot be achieved if financial assistance is not provided by the Agency.

Employment and Use of Local Workforce

Maple Ridge employs approximately thirty-five (35) local individuals through direct employment with the Company and long-term contracted employment in support of maintenance and operation of the facility. In addition, local contractors are used at Maple Ridge for a variety of needs such of road, ground, and building maintenance. Various local businesses provide other services related to Maple Ridge such as vehicle maintenance and lodging for visiting managers and contractors. The Company believes Maple Ridge employees and the majority of its contractors would be considered “local” workers by the Agency. The Company has a preference for hiring “local” labor unless the work is highly specialized, appropriate skills are not available in the local workforce, the size of the available local workforce is inadequate for the work to be performed, or an equipment warranty is involved.

Positive Impacts of the Project

In addition to employment benefits, Maple Ridge makes annual lease payments totaling over \$1.7 million to a significant number of local landowners, and has made cumulative lease payments since construction (through 2017) of almost \$20 million. Employee, contractor, and supplier wages and revenues and lease payments are in-turn spent throughout the community,

County of Lewis Industrial Development Agency
Application for Financial Assistance
Maple Ridge Project

thereby creating significant economic multiplier effects. Maple Ridge has also paid approximately \$96 million to the Tax Jurisdictions since its construction (through 2017) and under the new PILOT agreement would pay an additional \$42 million through the end of its useful life. Lastly, Maple Ridge has agreed to contribute \$500,000 to the Agency in connection with the Project in furtherance of the Agency's activities to support and promote economic development in Lewis County.

Settlement of Assessment Litigation

The Litigation will be withdrawn following implementation of the PILOT agreement through the Agency.

Agency Fee, Agency Expenses, and Claw-back Provisions of Application

Notwithstanding anything to the contrary in the Application, the Company agrees to reimburse the Agency for the costs and expenses associated with the Agency's review of the Application, and the costs and expenses of its legal counsel in connection with the Project, up to a total of \$50,000. The Company agrees to pay the Agency an Administrative Fee in the total amount of \$500,000, payable in five (5) equal installments as follows:

<u>Installment Amount</u>	<u>Due Date</u>
\$100,000	December 31, 2020
\$100,000	December 31, 2021
\$100,000	December 31, 2022
\$100,000	December 31, 2023
\$100,000	December 31, 2024

The Application is submitted by the Company with the understanding that the Project is being pursued with the support of the Tax Jurisdictions. Since the Project mutually benefits the Company and the Tax Jurisdictions, there will be no possibility of claw-back for any perceived real property tax exemption benefits to the Company associated with the Project.

County of Lewis Industrial Development Agency
Application for Financial Assistance
Maple Ridge Project

Exhibit B

List of Tax Parcels comprising the Project

Maple Ridge - Town of Martinsburg - Tax Parcels

<u>Owner</u>	<u>Property Location</u>	<u>Town</u>	<u>School District</u>	<u>Tax Parcel ID Number</u>
<i>Flat Rock 1 Tax Parcels</i>				
Flat Rock Windpower LLC	Echo Road	Martinsburg	Lowville CSD	209.00-02-07.100-9
Flat Rock Windpower LLC	Gardner Road	Martinsburg	Lowville CSD	209.00-02-09.000-9
Flat Rock Windpower LLC	Gardner Road	Martinsburg	Lowville CSD	209.00-02-13.110-9
Flat Rock Windpower LLC	Gardner Road	Martinsburg	Lowville CSD	210.00-02-04.000-9
Flat Rock Windpower LLC	Gardner Road	Martinsburg	Lowville CSD	210.00-02-05.100-9
Flat Rock Windpower LLC	Gardner Road	Martinsburg	Lowville CSD	210.00-02-06.000-9
Flat Rock Windpower LLC	Gardner Road	Martinsburg	Lowville CSD	210.00-02-08.100-9
Flat Rock Windpower LLC	Snyder Road	Martinsburg	Lowville CSD	210.00-02-10.000-9
Flat Rock Windpower LLC	Snyder Road	Martinsburg	Lowville CSD	225.00-01-05.000-9
Flat Rock Windpower LLC	Borkowski Road	Martinsburg	Lowville CSD	225.00-01-06.000-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	225.00-01-10.100-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	225.00-01-11.100-9
Flat Rock Windpower LLC	Rte 29	Martinsburg	Lowville CSD	226.00-01-11.000-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	226.00-01-17.100-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	226.00-01-24.100-8
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	226.00-01-24.100-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	226.00-01-25.000-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	226.00-01-27.211-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	226.00-01-27.212-9
Flat Rock Windpower LLC	Mike Road	Martinsburg	Lowville CSD	226.00-01-27.220-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	226.00-01-29.110-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	226.00-01-30.100-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	240.00-02-03.100-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	240.00-02-04.100-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	240.00-02-05.000-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	240.00-02-06.100-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	241.00-01-03.100-9
Flat Rock Windpower LLC	Rector Road	Martinsburg	Lowville CSD	241.00-01-04.000-9
Flat Rock Windpower LLC	Swernicki Road	Martinsburg	Lowville CSD	241.00-01-06.200-9
Flat Rock Windpower LLC	Swernicki Road	Martinsburg	Lowville CSD	241.00-01-08.000-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	241.00-01-09.112-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	241.00-01-11.100-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	241.00-01-13.000-9
Flat Rock Windpower LLC	Swernicki Road	Martinsburg	Lowville CSD	241.00-01-14.100-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	241.00-01-16.100-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	241.00-01-17.000-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	241.00-01-18.100-9
Flat Rock Windpower LLC	Flat Rock Road	Martinsburg	Lowville CSD	241.00-01-19.000-9
Flat Rock Windpower LLC	Centerville Road	Martinsburg	Lowville CSD	241.00-01-20.000-9
Flat Rock Windpower LLC	Keener Hill Road	Martinsburg	Lowville CSD	242.00-01-32.110-9
Flat Rock Windpower LLC	Centerville Road	Martinsburg	Lowville CSD	256.00-01-02.000-9
Flat Rock Windpower LLC	Centerville Road	Martinsburg	Lowville CSD	256.00-01-03.000-9
Flat Rock Windpower LLC	Centerville Road	Martinsburg	Lowville CSD	256.00-01-05.000-9
Flat Rock Windpower LLC	Centerville Road	Martinsburg	Lowville CSD	256.00-01-07.000-9
Flat Rock Windpower LLC	Centerville Road	Martinsburg	Lowville CSD	256.00-01-08.000-9
Flat Rock Windpower LLC	XRay Road	Martinsburg	Lowville CSD	256.00-01-09.000-9
Flat Rock Windpower LLC	Graves Road	Martinsburg	Lowville CSD	257.00-01-01.100-9
Flat Rock Windpower LLC	Victor Road	Martinsburg	Lowville CSD	257.00-01-02.120-9
Flat Rock Windpower LLC	Corrigan Hill Road	Martinsburg	Lowville CSD	257.00-01-18.110-9
Flat Rock Windpower LLC	Graves Road	Martinsburg	Lowville CSD	257.00-01-22.111-9

Maple Ridge - Town of Martinsburg - Tax Parcels

<u>Owner</u>	<u>Property Location</u>	<u>Town</u>	<u>School District</u>	<u>Tax Parcel ID Number</u>
Flat Rock Windpower LLC	Graves Road	Martinsburg	Lowville CSD	257.00-01-22.120-9
Flat Rock Windpower LLC	Maple Ridge Road	Martinsburg	Lowville CSD	271.00-01-07.100-9
Flat Rock Windpower LLC	French Road	Martinsburg	Lowville CSD	271.00-01-09.000-9
Flat Rock Windpower LLC	Yankee Road	Martinsburg	Lowville CSD	271.00-01-11.100-9
Flat Rock Windpower LLC	Maple Ridge Road	Martinsburg	Lowville CSD	271.00-01-13.000-9
Flat Rock Windpower LLC	Fikes & Graves Roads	Martinsburg	Lowville CSD	272.00-01-01.000-9
Flat Rock Windpower LLC	Corrigan Hill Road	Martinsburg	Lowville CSD	272.00-01-04.000-9
Flat Rock Windpower LLC	Graves Road	Martinsburg	Lowville CSD	272.00-01-14.100-9
Flat Rock Windpower LLC	Graves Road	Martinsburg	Lowville CSD	272.00-01-15.000-9
Flat Rock Windpower LLC	Martinsburg	Martinsburg	South Lewis CSD	640.000-9999-135.000-1030
Flat Rock Windpower LLC	Martinsburg	Martinsburg	Lowville CSD	640.000-9999-135.000-1037

Flat Rock 2 Tax Parcels

Flat Rock Windpower II LLC	Borkowski Road	Martinsburg	Lowville CSD	225.00-01-09.000-9
Flat Rock Windpower II LLC	Gardner Road	Martinsburg	Lowville CSD	226.00-01-01.110-9
Flat Rock Windpower II LLC	Gardner Road	Martinsburg	Lowville CSD	226.00-01-04.100-9

Maple Ridge - Town of Harrisburg - Tax Parcels

<u>Owner</u>	<u>Property Location</u>	<u>Town</u>	<u>School District</u>	<u>Tax Parcel ID Number</u>
<i>Flat Rock 1 Tax Parcels</i>				
Flat Rock Windpower LLC	Cobb Road	Harrisburg	Copenhagen CSD	174.00-02-06.000-9
Flat Rock Windpower LLC	Rte 25	Harrisburg	Lowville CSD	191.00-02-01.200-9
Flat Rock Windpower LLC	Cobb Road	Harrisburg	Copenhagen CSD	191.00-02-05.000-9
Flat Rock Windpower LLC	Rte 25	Harrisburg	Lowville CSD	191.00-02-06.000-9
Flat Rock Windpower LLC	Rte 177	Harrisburg	Lowville CSD	191.00-02-07.400-9
Flat Rock Windpower LLC	Rte 177	Harrisburg	Lowville CSD	191.00-02-09.000-9
Flat Rock Windpower LLC	Rte 177	Harrisburg	Lowville CSD	191.00-02-13.000-9
Flat Rock Windpower LLC	Sweet Road	Harrisburg	Copenhagen CSD	192.00-01-05.000-9
Flat Rock Windpower LLC	Sweet Road	Harrisburg	Lowville CSD	192.00-01-08.000-9
Flat Rock Windpower LLC	Rte 177	Harrisburg	Lowville CSD	192.00-01-10.200-9
Flat Rock Windpower LLC	Rte 177	Harrisburg	Lowville CSD	192.00-02-19.110-9
Flat Rock Windpower LLC	Rte 177	Harrisburg	Lowville CSD	192.00-03-06.120-9
Flat Rock Windpower LLC	Rte 177	Harrisburg	Lowville CSD	192.00-04-13.200-9
Flat Rock Windpower LLC	Alpha Road	Harrisburg	Lowville CSD	193.00-01-07.100-9
Flat Rock Windpower LLC	Rte 177	Harrisburg	Lowville CSD	193.00-01-09.400-9
Flat Rock Windpower LLC	Boshart Road	Harrisburg	Lowville CSD	209.00-01-06.000-9
Flat Rock Windpower LLC	Boshart Road	Harrisburg	Lowville CSD	209.00-01-07.112-9
Flat Rock Windpower LLC	Boshart Road	Harrisburg	Lowville CSD	209.00-01-12.100-9
Flat Rock Windpower LLC	Boshart Road	Harrisburg	Lowville CSD	209.00-01-19.111-9
Flat Rock Windpower LLC	Boshart Road	Harrisburg	Lowville CSD	210.00-01-01.000-9
Flat Rock Windpower LLC	Boshart Road	Harrisburg	Lowville CSD	210.00-01-02.000-9
Flat Rock Windpower LLC	Maclane Road	Harrisburg	Lowville CSD	210.00-01-09.100-9
<i>Flat Rock 2 Tax Parcels</i>				
Flat Rock Windpower II LLC	Rte 25	Harrisburg	Copenhagen CSD	175.00-01-09.100-9
Flat Rock Windpower II LLC	Cottonwood Lane	Harrisburg	Lowville CSD	175.00-01-10.000-9
Flat Rock Windpower II LLC	Widener Road	Harrisburg	Copenhagen CSD	175.00-01-11.000-9
Flat Rock Windpower II LLC	North Road	Harrisburg	Copenhagen CSD	175.00-01-12.000-9
Flat Rock Windpower II LLC	North Road	Harrisburg	Copenhagen CSD	175.00-01-13.000-9
Flat Rock Windpower II LLC	O'Brien Road	Harrisburg	Lowville CSD	175.00-02-07.000-9
Flat Rock Windpower II LLC	North Road	Harrisburg	Copenhagen CSD	175.00-02-08.000-9
Flat Rock Windpower II LLC	North Road	Harrisburg	Copenhagen CSD	175.00-02-09.000-9
Flat Rock Windpower II LLC	O'Brien Road	Harrisburg	Lowville CSD	176.00-01-01.000-9
Flat Rock Windpower II LLC	O'Brien Road	Harrisburg	Lowville CSD	176.00-01-02.000-9
Flat Rock Windpower II LLC	O'Brien Road	Harrisburg	Lowville CSD	176.00-01-08.000-9
Flat Rock Windpower II LLC	O'Brien Road	Harrisburg	Lowville CSD	176.00-01-09.000-9
Flat Rock Windpower II LLC	O'Brien Road	Harrisburg	Lowville CSD	176.00-01-10.200-9
Flat Rock Windpower II LLC	O'Brien Road	Harrisburg	Lowville CSD	176.00-01-11.000-9
Flat Rock Windpower II LLC	North Road	Harrisburg	Copenhagen CSD	192.00-02-02.000-9
Flat Rock Windpower II LLC	Porter Road	Harrisburg	Lowville CSD	192.00-02-03.000-9
Flat Rock Windpower II LLC	Porter Road	Harrisburg	Lowville CSD	192.00-02-05.000-9
Flat Rock Windpower II LLC	Porter Road	Harrisburg	Lowville CSD	192.00-02-06.000-9
Flat Rock Windpower II LLC	Lawrence Road	Harrisburg	Lowville CSD	192.00-02-07.000-9
Flat Rock Windpower II LLC	Rte 177	Harrisburg	Lowville CSD	192.00-02-08.000-9
Flat Rock Windpower II LLC	Rte 177	Harrisburg	Lowville CSD	192.00-02-11.000-9
Flat Rock Windpower II LLC	Rte 177	Harrisburg	Lowville CSD	192.00-02-12.000-9
Flat Rock Windpower II LLC	Rte 177	Harrisburg	Lowville CSD	192.00-02-14.000-9
Flat Rock Windpower II LLC	Yancey Road	Harrisburg	Lowville CSD	193.00-01-01.110-9
Flat Rock Windpower II LLC	Porter Road	Harrisburg	Lowville CSD	193.00-01-03.100-9
Flat Rock Windpower II LLC	Nefsey Road	Harrisburg	Lowville CSD	193.00-01-03.200-9

Maple Ridge - Town of Harrisburg - Tax Parcels

<u>Owner</u>	<u>Property Location</u>	<u>Town</u>	<u>School District</u>	<u>Tax Parcel ID Number</u>
Flat Rock Windpower II LLC	Nefsey Road	Harrisburg	Lowville CSD	193.00-01-04.000-9
Flat Rock Windpower II LLC	Rte 177	Harrisburg	Lowville CSD	193.00-01-05.000-9
Flat Rock Windpower II LLC	Rte 177	Harrisburg	Lowville CSD	193.00-01-06.200-9

Maple Ridge - Town of Lowville - Tax Parcels

<u>Owner</u>	<u>Property Location</u>	<u>Town</u>	<u>School District</u>	<u>Tax Parcel ID Number</u>
<u>Flat Rock 1 Tax Parcels</u>				
Flat Rock Windpower LLC	Rte 177	Lowville	Lowville CSD	210.00-03-05.100-1
Flat Rock Windpower LLC	Eagle Factory Road	Lowville	Lowville CSD	210.00-03-05.100-7
Flat Rock Windpower LLC	Eagle Factory Road	Lowville	Lowville CSD	210.00-03-03.000-9
Flat Rock Windpower LLC	Rte 177	Lowville	Lowville CSD	210.00-03-05.100-9
Flat Rock Windpower LLC	Rte 177	Lowville	Lowville CSD	210.00-03-08.000-9
Flat Rock Windpower LLC	Gardner	Lowville	Lowville CSD	210.00-03-12.120-9
<u>Flat Rock 2 Tax Parcels</u>				
Flat Rock Windpower II LLC	Rte 177	Lowville	Lowville CSD	193.00-02-06.100-9
Flat Rock Windpower II LLC	Rte 177	Lowville	Lowville CSD	210.00-03-07.000-9
Flat Rock Windpower II LLC	Gardner	Lowville	Lowville CSD	211.00-01-26.000-9

Maple Ridge - Town of Watson - Tax Parcels

<u>Owner</u>	<u>Property Location</u>	<u>Town</u>	<u>School District</u>	<u>Tax Parcel ID Number</u>
<u>Flat Rock 1 Tax Parcels</u>				
Flat Rock Windpower LLC	Wetmore Road	Watson	Lowville CSD	230.00-01-11.200
Flat Rock Windpower LLC	Chases Lake	Watson	South Lewis CSD	652.000-9999-135.000-1040
Flat Rock Windpower LLC	Chases Lake	Watson	Lowville CSD	652.000-9999-135.000-1047
<u>Flat Rock 2 Tax Parcels</u>				
None				

617.21
Appendix C
State Environmental Quality Review
SHORT ENVIRONMENTAL ASSESSMENT FORM
For UNLISTED ACTIONS Only

PART I-PROJECT INFORMATION (To be completed by Applicant or Project sponsor)

1. APPLICANT /SPONSOR: FLAT ROCK WINDPOWER LLC / FLAT ROCK WINDPOWER II LLC 2. PROJECT NAME: MAPLE RIDGE PROJECT

3. PROJECT LOCATION: Municipality MARTINSBURG, HARRISBURG, LOWVILLE, WATSON County LEWIS

4. PRECISE LOCATION (Street address and road intersections, prominent landmarks, etc., or provide map):
SEE EXHIBIT B.

5. IS PROPOSED ACTION: New Expansion Modification/alteration **X - OTHER**

6. DESCRIBE PROJECT BRIEFLY:
IMPLEMENTATION OF A PROPERTY TAX SETTLEMENT IN THE FORM OF A PILOT AGREEMENT FOR AN EXISTING 321.75 MW WIND-POWERED ELECTRIC GENERATING FACILITY LOCATED IN LEWIS COUNTY, NY.

7. AMOUNT OF LAND AFFECTED:
Initially 21,000 acres Ultimately 21,000 acres

8. WILL PROPOSED ACTION COMPLY WITH EXISTING ZONING OR OTHER EXISTING LAND USE RESTRICTIONS?
 Yes No If No, describe briefly

9. WHAT IS PRESENT LAND USE IN VICINITY OF PROJECT?
 Residential Industrial Commercial Agriculture Park/Forest/Open space Other
Describe: THE PROJECT IS LOCATED AND OPERATES ON A SMALL PORTION OF SEVERAL LARGE LANDOWNER PARCELS, INCLUDING OPERATING FARM PARCELS.

10. DOES ACTION INVOLVE A PERMIT APPROVAL, OR FUNDING, NOW OR ULTIMATELY FROM ANY OTHER GOVERNMENTAL AGENCY (FEDERAL, STATE OR LOCAL)?
 Yes No If yes, list agency(s) and permit/approvals

11. DOES ANY ASPECT OF THE ACTION HAVE A CURRENTLY VALID PERMIT OR APPROVAL?
 Yes No If yes, list agency(s) and permit/approvals
THE PROJECT HAS ALL NECESSARY PERMITS FOR ITS CONSTRUCTION AND OPERATION.

12. AS A RESULT OF PROPOSED ACTION, WILL EXISTING PERMIT/APPROVAL REQUIRE MODIFICATION?
 Yes No

I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE TO THE BEST OF MY KNOWLEDGE
Applicant/Sponsor Name: FLAT ROCK WINDPOWER LLC / FLAT ROCK WINDPOWER II LLC Date: 10/16/18
Signature: BY: [Signature] STEVE KRUMP

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

617.21
Appendix C
State Environmental Quality Review
SHORT ENVIRONMENTAL ASSESSMENT FORM
For UNLISTED ACTIONS Only

PART I-PROJECT INFORMATION (To be completed by Applicant or Project sponsor)

1. APPLICANT /SPONSOR: FLAT ROCK WINDPOWER LLC / FLAT ROCK WINDPOWER II LLC 2. PROJECT NAME: MAPLE RIDGE PROJECT

3. PROJECT LOCATION: Municipality MARTINSBURG, HARRISBURG, LOWVILLE, WATSON County LEWIS

4. PRECISE LOCATION (Street address and road intersections, prominent landmarks, etc., or provide map):
SEE EXHIBIT B.

5. IS PROPOSED ACTION: New Expansion Modification/alteration **X - OTHER**

6. DESCRIBE PROJECT BRIEFLY:
IMPLEMENTATION OF A PROPERTY TAX SETTLEMENT IN THE FORM OF A PILOT AGREEMENT FOR AN EXISTING 321.75 MW WIND-POWERED ELECTRIC GENERATING FACILITY LOCATED IN LEWIS COUNTY, NY.

7. AMOUNT OF LAND AFFECTED: Initially 21,000 acres Ultimately 21,000 acres

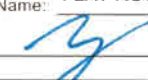

8. WILL PROPOSED ACTION COMPLY WITH EXISTING ZONING OR OTHER EXISTING LAND USE RESTRICTIONS?
 Yes No If No, describe briefly

9. WHAT IS PRESENT LAND USE IN VICINITY OF PROJECT?
 Residential Industrial Commercial Agriculture Park/Forest/Open space Other
Describe: THE PROJECT IS LOCATED AND OPERATES ON A SMALL PORTION OF SEVERAL LARGE LANDOWNER PARCELS, INCLUDING OPERATING FARM PARCELS.

10. DOES ACTION INVOLVE A PERMIT APPROVAL, OR FUNDING, NOW OR ULTIMATELY FROM ANY OTHER GOVERNMENTAL AGENCY (FEDERAL, STATE OR LOCAL)?
 Yes No If yes, list agency(s) and permit/approvals

11. DOES ANY ASPECT OF THE ACTION HAVE A CURRENTLY VALID PERMIT OR APPROVAL?
 Yes No If yes, list agency(s) and permit/approvals
THE PROJECT HAS ALL NECESSARY PERMITS FOR ITS CONSTRUCTION AND OPERATION.

12. AS A RESULT OF PROPOSED ACTION, WILL EXISTING PERMIT/APPROVAL REQUIRE MODIFICATION?
 Yes No

I CERTIFY THAT THE INFORMATION PROVIDED ABOVE IS TRUE TO THE BEST OF MY KNOWLEDGE
Applicant/Sponsor Name: FLAT ROCK WINDPOWER LLC / FLAT ROCK WINDPOWER II LLC
Signature: BY:  Rotem Zucker Director of Asset Management Date:  10/15/2018

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

County of Lewis Industrial Development Agency
Application for Financial Assistance
Maple Ridge Project

Exhibit C

Short Environmental Assessment Form

