

**SUPPLEMENT TO APPROVING RESOLUTION  
9557 EAST ROAD 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 October 6, 2021 at 8:00 a.m., local time.

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

**PRESENT:**

Joe Lawrence	Chairperson
Gagan Singh	Vice Chairperson
Tom Gillette	Member
McKenzie Lehman	Member
Darlene Rowsam	Member
Ronald Burns	Member
Herb Frost	Member

Certain of the members present participated in the meeting either in person or remotely pursuant to the signing into law on September 2, 2021 of Chapter 417 of the Laws of 2021.

**ABSENT:**

**AGENCY STAFF PRESENT INCLUDED THE FOLLOWING:**

Cheyenne Steria	Director of Finance and Incentives
Jenna Kraeger	Economic Development Specialist
Kevin McArdle, Esq.	Agency Counsel
Christopher C. Canada, Esq.	Special Agency Counsel

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

Resolution No. 1007-01

RESOLUTION SUPPLEMENTING THE TERMS OF AN APPROVING  
RESOLUTION ADOPTED BY THE AGENCY ON SEPTEMBER 8, 2020  
REGARDING A CERTAIN LEASE/LEASEBACK TRANSACTION FOR 9557 EAST  
ROAD PROJECT.

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, Omni Navitas Holdings LLC (the “Initial Company”) previously submitted an application (the “Initial Application”) to the Agency, a copy of which Initial Application is on file at the office of the Agency, which Initial Application requested that the Agency consider undertaking a project (the “Project”) for the benefit of the Initial Company, said Project consisting of the following: (A) (1) the acquisition and installation of a 2.25 mW photovoltaic solar energy system (the “Facility”) to be operated as a wind energy facility on land located off of 9557 East Road in the Town of Denmark, Lewis County, New York (the “Land”) and (2) the acquisition an installation of machinery, equipment and other personal property thereon and therein (collectively, the “Equipment”) (the Facility, the Land and the Equipment being collectively referred to hereinafter 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 property 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 Initial Company or such other person as may be designated by the Initial Company and agreed upon by the Agency; and

WHEREAS, the Agency, by resolution duly adopted on September 3, 2020 (the “Approving Resolution”), indicated its approval of the Project and authorized the granting of the Financial Assistance with respect to the Project; and

WHEREAS, on September 21, 2021, GSPP 9557 E Rd S, LLC, a New York limited liability company (the “New Company”), submitted an application relating to the Project (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency; and

WHEREAS, as set forth in the Application and in accompanying documentation subsequently provided by the New Company to the Agency, the New Company purchased the ownership interests in the Initial Company and wishes to proceed with the Project with such modifications as set forth in the Application; and

WHEREAS, the New Company has requested that the Agency consider entering into the Basic Documents (as defined in the Approving Resolution) relating to the Project with the New Company in lieu of the Initial Company as a result of this change in ownership (being referred to hereinafter as the “Request”, with such Agency Documents to be entered into between the Agency and the New Company being collectively referred to hereinafter as the “Documents”);

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the “SEQR Act”) and the regulations adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the “Regulations” and collectively with the SEQR Act, “SEQRA”), the Agency must satisfy the requirements contained in SEQRA prior to making a final determination whether to proceed with the Request; and

WHEREAS, pursuant to SEQRA, the Agency has examined the Request in order to make a determination as to whether the Request is subject to SEQRA, and it appears that the Request constitutes a Type II action under SEQRA; and

WHEREAS, pursuant to Section 859-a of the Act, as the Request will not result in the provision of additional financial assistance of more than \$100,000 with respect to the Project by the Agency, a public hearing held with respect to the Request is not required;

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

Section 1. Based upon an examination of the Request, the Agency hereby determines that the Request constitutes a “Type II action” pursuant to 6 NYCRR 617.5(c)(29), and therefore that, pursuant to 6 NYCRR 617.6(a)(1)(i), the Agency has no further responsibilities under SEQRA with respect to the Request.

Section 2. The law firm of Hodgson Russ LLP is hereby appointed special counsel to the Agency with respect to all matters in connection with the Request. Special counsel to the Agency is hereby authorized, at the expense of the New Company, to work with the New Company, counsel to the New Company and others to prepare, for submission to the Agency, all documents necessary to effect the transactions contemplated by this resolution.

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) 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;

(E) The Request does not require an additional public hearing pursuant to Section 859-a of the Act; and

(F) It is desirable and in the public interest for the Agency to consent to the Request.

Section 4. The Agency hereby consents to the Request.

Section 5. The Chairperson, Vice Chairperson or Executive Director of the Agency is hereby authorized to execute and deliver the Documents to the New Company, and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and to attest the same, all in substantially the forms thereof prepared by special counsel to the Agency, with such changes, variations, omissions and insertions as the Chairperson, Vice Chairperson or

Executive Director shall approve, the execution thereof by the Chairperson, Vice Chairperson or Executive Director to constitute conclusive evidence of such approval.

Section 6. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the 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 Documents binding upon the Agency.

Section 7. Except as supplemented by this resolution, the Approving Resolution shall remain in full force and effect and the terms and conditions thereof are hereby confirmed.

Section 8. 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	<u>Yes</u>
Gagan Singh	VOTING	<u>Yes</u>
Ronald Burns	VOTING	<u>Excused</u>
Herb Frost	VOTING	<u>Yes</u>
Tom Gillette	VOTING	<u>Yes</u>
McKenzie Lehman	VOTING	<u>Excused</u>
Darlene Rowsam	VOTING	<u>Yes</u>

The foregoing resolution was thereupon declared duly adopted.

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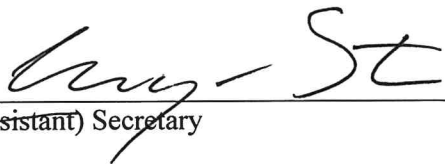
STATE OF NEW YORK            )  
  ) SS.:  
COUNTY OF LEWIS            )

I, the undersigned (Assistant) Secretary of Lewis County Industrial Development Agency (the "Agency"), do hereby certify that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the resolution contained therein, held on October 7, 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 the whole of such proceedings of the Agency and of such resolution set forth therein so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Issuer had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Chapter 417 of the Laws of 2021 (the "2021 Laws"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given; and (D) there was a quorum of the members of the Issuer, either in person or attending remotely in accordance with the 2021 Laws, 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 7<sup>th</sup> day of October, 2021.

  
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(Assistant) Secretary

(~~SEAL~~)

